

BY-LAWS

of

Collings Lakes Civic Association
a New Jersey non-profit corporation

Effective Date of Incorporation: March 23, 1956

State of Incorporation: New Jersey

Fiscal Year End: December 31

By laws restated on: September 23, 2019

Part One Introduction and Offices

- 1.1 **References to Articles.** Any reference herein made to the Articles will be deemed to refer to the Certificate of Incorporation of Collings Lakes Civic Association (the "Corporation") and all amendments thereto as at any given time on file with the State of New Jersey, State Treasurer, together with any and all certificates theretofore filed by the Corporation with the State pursuant to New Jersey law. Any reference herein made to the Association will be deemed to refer to the Collings Lakes Civic Association (the "Corporation" or "CLCA").
- 1.2 **Seniority of Laws, Articles, by-laws, Policies and Resolutions.** The governing law relevant to the conduct of this Corporation shall be the laws of the United States, laws of the State of New Jersey, the Certificate of Incorporation of this Corporation, the by-laws of this Corporation, and the corporate policies and resolutions that are passed from time to time by the members and trustees. If there is any inconsistency between these controlling bodies of law, then any inconsistency is to be resolved in favor of the senior body of law and the junior bodies of law are deemed automatically amended. The officers, trustees and members of the Corporation shall make every effort to generally amend the junior bodies of law whenever necessary so that inconsistencies will be corrected. However, whether or not these inconsistencies are corrected, the senior body of law will still prevail until such correction is made. The priority of the governing bodies of law are as follows: (a) laws of the United States; (b) laws of the State of New Jersey; (c) Certificate of Incorporation of this Corporation; (d) by-laws of this Corporation; (e) policies of this Corporation; and (f) resolutions passed by this Corporation.
- 1.3 **Policies.** In addition to the Articles, by-laws and resolutions, the trustees may adopt, from time to time, certain "policies." These policies shall be considered as controlling regulations for the conduct of the Corporation and shall be permanent until amended. It is contemplated that the by-laws of this Corporation shall contain those permanent legal provisions which are required by statute or some legal and parliamentary custom, are not subject to frequent change and are usually prepared upon the legal advice of a lawyer; whereas policies are adopted by the Corporation to conduct the non-legal affairs of the Corporation and will not require the presence or concurrence of a lawyer or other professional adviser.

The purpose of setting up a distinction between the by-laws and policies is to reduce the amount of involvement of the attorney in the day-to-day affairs of the Corporation and to give the Corporation the leeway to adopt policies of all types without creating complex and lengthy documentation which must be reviewed by corporate counsel, the corporate certified public accountant on an audit, or by tax auditors of the government. Wherever possible, the policies of the

Corporation shall be kept in a separate policy book so as not to confuse them with the by-laws and Articles. Whenever it is apparent to any member, director, officer or adviser that any of the policies are inconsistent with the laws of the United States, laws of the State of New Jersey, Articles of this Corporation, or by-laws of this Corporation, they shall forthwith be amended.

An up-to-date copy of all policies which have been adopted by the Board of Trustees or executive committee shall be kept by the president and no policy shall be deemed in effect until it has been placed in the policy notebook of the Corporation with the signature of the president on the policy and the initials of the president on each page of the policy. The purpose of this signing and initialing requirement is to eliminate any doubt as to which policies are in effect and which policies are not. The effective date of each policy shall be designated at the end of the text of each policy when it has been adopted and should a page of the policy be amended from time to time, the Corporation shall place the effective date of the change on that replacement page, indicating the date of the amended page, that it is an amendment, and the signature of the president. Should any person of the Corporation desire to ascertain the then existing policies of the Corporation, he may contact the president and make copies of the duly signed and initialed policies of the Corporation.

- 1.4 **Offices.** The Registered office of the Corporation shall be at 2 White Horse Pike, Haddon Heights, NJ 08035-1242. The name of the agent at such address is J. Kenneth Harris, Esquire. The Corporation may also have offices at such other places as the Board of Trustees may from time to time appoint or the activities of the Corporation may require.
- 1.5 **Purposes.** The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code. Pursuant to the foregoing, the Corporation is organized for the purpose of lessening the burdens of government for the Borough of Folsom, Atlantic County, New Jersey, the Township of Buena Vista, Atlantic County, New Jersey, and Monroe Township, Gloucester County, New Jersey, by maintaining those certain beaches, lakes and dams within said municipalities known as Collings Lakes, providing and maintaining an environmentally and ecologically safe and friendly area for the support of natural wildlife and plants within the Collings Lakes ecosystem, providing educational programs with respect to preserving the natural habitat of indigenous wildlife and plants and to exercise all other rights and powers conferred by the State of New Jersey upon non-profit corporations.

Part Two Members and Certificates

- 2.1 **Classification of Members.** This corporation shall have the following classifications of members: Active Members organized by Tier, and Associate Members, as well as such other classes as the Board of Trustees may from time to

time establish. The designation of each class and the qualifications and rights of each class shall be as follows:

- a. **Active Members.** Active Members are those persons who own property in the Collings Lakes section of the Borough of Folsom, Atlantic county; the Township of Buena Vista, Atlantic County; or Monroe Township, Gloucester County; within the State of New Jersey. Active Members will be divided into tiers based on the location of their developed property(/ies). An Active Member can be a Member of more than one Tier if the Active Member owns developed properties in more than one Tier. The formation of any new Tiers or the deletion of any existing Tiers requires a $\frac{3}{4}$ majority vote of Active Members.
 - a. Tier 1. Active Members in Tier 1 are those persons who own waterfront property in Collings Lakes.
 - b. Tier 2. Active Members in Tier 2 are those persons who own property in Collings Lakes which is located not directly abutting a lake, nor across the Black Horse Pike.
 - c. Tier 3. Active Members in Tier 3 are those persons who own property in Collings Lakes which is separated from the lakes themselves by the Black Horse Pike.

For purposes of fees and assessments, the Tier structure will determine the amount of the fee or assessment as follows:

Tier 1 - 17% of budget and fees (141 homes)

Tier 2 - 72% of budget and fees (759 homes)

Tier 3 - 11% of budget and fees (157 homes)

- b. **Associate Members.** At such time as approved by the Board of Trustees, Associate Membership shall be offered to residents of Buena Vista Township (Atlantic County) NJ, Folsom Borough (Atlantic County) NJ or Monroe Township (Gloucester County) NJ who are not current property owners within Collings Lakes. Those eligible residents may apply for Associate Membership Privileges by submitting an application with the required annual membership fee. Associate members may have access to lakes and beaches for sunbathing, swimming, boating, and/or fishing. Associate members are not permitted at CLCA Meetings or other CLCA functions and are not permitted to vote for Board members or any other CLCA business. Membership tags are not transferable. Associate Membership Tags are good for the calendar year in which they are issued only. Associate Members are subject to the Rules governing Associate Membership as adopted by the Board of Trustees and Rules of Conduct posted on Beaches. Violation of these rules can result in suspension or revocation of membership privileges, with no refund of membership fees.
- c. **Annual Membership Requirements.** In order to qualify as a member in good standing of the corporation, an Active Member must be current in the payment of all maintenance fees, assessments and/or other charges established by

- the Corporation and assessed or levied against Collings Lakes Property Owners. Active Members who have arrearages on any payments will not be considered in good standing unless they have entered into a formal repayment plan with the approval of the Board. Active Members who are current on any agreed repayment plan for arrearages will be considered to be in good standing. Only Active Members in good standing are entitled to vote when a vote of the membership is taken. For voting purposes, Active Members shall be entitled to cast two(2) votes with respect to each developed property owned by the Active Member provided that all annual maintenance fees and/or assessments and other charges have been paid with respect to such developed property. Irrespective of the number of names appearing on a deed for a given developed property, only two (2) votes may be cast by such developed property owners. In determining which properties have votes, only developed properties which are subject to annual maintenance fees and assessments shall be considered to have voting rights.
- 2.2 **Membership Certificates.** There will be no certificates of membership issued by the Corporation.
- 2.3 **Membership Records.** A membership register shall be kept by the secretary, in which shall be accurately recorded the names of the Active Members, their respective Tier, location of property owned in Collings Lakes and the mailing address of record of the member. Similar records will be kept for Associate Members.
- 2.4 **Transfer of Membership.** Membership in this Corporation is not transferable or assignable.
- 2.5 **Record Date.** The Board of Trustees may close the membership books in their discretion for a period not exceeding 45 days preceding any meeting, annual or special, of the members.
- 2.6 **Suspension of Membership Privileges.** The Board of Trustees, by an affirmative vote of two thirds of all the members of the board, may suspend an Active Member's or an Associate Member's membership privileges for cause after an appropriate hearing for a violation of Policy, Rules and Regulations adopted by the Board of Trustees. Default in the payment of the required maintenance fee or any assessment for the period fixed in these by-laws will be cause for automatic suspension of Membership Privileges, with no vote required. Suspension of membership privileges due to default in payment of required maintenance fees and/or assessments shall be until such time that the suspended member becomes current in payment of required maintenance fees and assessments.
- 2.7 **Termination of membership.** Upon the sale of the property within the

community of Collings Lakes that qualified the property owner for Active Membership, that membership and all related privileges will be terminated at the time of settlement of the sale. Delinquent fees that are not collected at settlement become the responsibility of the buyer and membership privileges for the buyer shall be withheld as suspended until delinquent fees are paid in full. The responsibility to collect the delinquent fees from the seller or the title insurance company will be with the buyer. There will be no refund of maintenance fees or assessments. Prorating of fees and assessments should be determined by the title company or by agreement between the seller and the buyer.

- 2.8 **Reinstatement.** Upon written request signed by a suspended member and filed with the secretary, and by an affirmative vote of two-thirds of the members of the Board of Trustees, such suspended member may be reinstated to full membership privileges upon such terms as the Board of Trustees may deem appropriate. Reinstatement of a suspended member's privileges due to non payment of maintenance fees and or assessments can only be effected when the suspended members delinquent maintenance fees and or assessments are paid in full.
- 2.9 **Annual Maintenance Fees and or Assessments.** The Board of Trustees may determine from time to time the amount of annual maintenance fees and or assessments or other fees payable to the Corporation by members of each class. Any increase in maintenance fees or assessments to be paid by the members, must be justified by a properly presented and approved budget.

A Budget Committee will be appointed by the Executive Board. The Budget Committee will create a budget to be presented to the Board of Trustees for approval prior to the annual meeting. The budget will be based on prior experience of actual expenses and disbursements from the prior years and the current year, plus extraordinary expenses anticipated in the coming year, and an estimate of the total cash disbursement requirement for the coming year. Extraordinary expenses must be approved by a 2/3 majority vote of the Board of Trustees. Any change in the annual maintenance fee or additional assessments will be based on the budget approved by the Board of Trustees combined with the reasonably anticipated revenue generated by current maintenance fees, grants and fund raisers.

The Board of Trustees shall have the power to approve and adopt the annual budget by a 2/3 majority vote of the members of the Board of Trustees. In determining what are necessary and appropriate expenses, the Board of Trustees shall include the cost of all expenditures that are required in order for the Corporation to be in compliance with any applicable law, regulation, order or directive issued by any local, county, state or federal government, authority or agency. Such expenses/expenditures shall not be deemed to be "extraordinary expenses". In the event that the budget as approved by the Board of Trustees, exceeds the immediately preceding year's budget by more than twenty-five (25%) percent, and such increase is not due to an increase in the cost of recurring budget

items such as real estate taxes, insurance, legal, administrative and labor costs, then in such event, the proposed budget shall be submitted to a vote of the Members. The proposed budget, if submitted to a vote of the membership, shall be approved by a 2/3 majority vote of those members eligible to vote and in attendance at the meeting, called for the purpose of approving the proposed budget. Absentee ballots will be counted toward the quorum requirement.

- 2.10 **Payment of Fees.** Each new owner shall be assessed a \$50 initial set up fee. Maintenance fees and assessments if any, shall be sent to residents on or around December 15 and are due on January 1st of each year and must be paid within thirty (30) days to avoid late penalties and interest. Fees for associate membership, when offered, are due with the application for associate membership and are charged on an annual calendar basis. Associate membership will not be pro-rated and is not refundable. In case of sudden need, the Board may determine that additional assessments are necessary and set due dates during the year with not less than sixty (60) days' notice to Members. If any fees or assessments are not paid within thirty (30) days from when they are due, the owner shall be assessed a late fee 15% of the balance due; and shall also be charged interest against their total balance due of 18% per year (1.5% per month). Any member seeking a payment plan must submit a request for same immediately upon receipt of such assessment and the Board shall determine whether to grant or deny said request by January 31.
- 2.11 **Default in payment of fees.** When any Active Member shall be in default in the payment of required fees or assessments for a period of ninety days, his/her membership privileges will be suspended. Suspension of membership privileges does not relieve the property owner/member of the responsibility to pay the required fees. Fees or assessments in default shall accrue late fees and interest within the maximum rates allowable by the State of New Jersey. The Board has the authority to pursue collection of unpaid fees or assessments by any legal means it deems fit, including litigation, with attorney's fees and costs of such efforts borne by the Member in default.
- 2.12 **Certificate of Active Members.** Each year prior to the annual meeting, the President and Secretary of the Corporation shall prepare a list of the members who are entitled to vote as Active Members in good standing of the Corporation in each Tier. An original of the Certificate of the Voting Members shall be placed in the corporate minute book at the time of the annual meeting. The Certificate of Voting Members shall be updated within ten (10) days of any meeting where a vote by the members eligible to vote will be taken or within ten (10) days of the mailing of ballots for the election of trustees or vote by mail is taken on any other question and then filed with the corporate attorney and a copy maintained by the secretary. The form of the Certificate of Voting Members shall be as set forth in the original Certificate of Voting Members which is appended at the end of these by-laws.

- 2.13 **Membership Application.** All persons who own lots within the community of Collings Lakes shall be members as herein provided. Each Member shall be bound by these By-Laws and any Policies or Rules or Resolutions promulgated by the Board of Trustees.

Application for Associate membership, when offered, shall be accompanied by a check or money order for the stated fees for the calendar year of membership. Associate membership fees are not prorated and are non refundable.

- 2.14 **Compensation and Expenses to Members.** Members shall not receive compensation or expenses for attendance at any meeting of the members. Members shall not receive any stated salary for their services as such. However, the Board of Trustees shall have power in its discretion to contract for and to pay special compensation to members rendering unusual or special services to the Corporation in an amount not to exceed the value of such services. No compensation or expenses shall be paid to any member unless a certificate of resolution authorizing such compensation or expenses has been signed or initialed by the legal counsel for the Corporation and either a certified public accountant or tax attorney, certifying that the compensation or expenses to the member complies with law and that such compensation or payment of expenses does not result in the Corporation losing its tax-exempt status.

Part Three Members' Meetings

- 3.1 **Regular and Special Meetings; Place of Meetings.** There shall be an annual meeting of the Members on the first Monday of February of every year and at least three other regular quarterly meetings of the Board of Trustees, in May, August, and November on such date and time as shall be designated by the Board of Trustees. Active Members in Good Standing may attend regular quarterly meetings of the Board of Trustees. Special meetings of the members or Board of Trustees may be held when called as hereinafter provided. Any members' meetings may be held within or without the Community of Collings Lakes, but shall always be held at the time and place fixed in the call for such meeting or in any resolution adjourning the same. If no other place is designated in the resolution adjourning such meeting, the adjourned meeting shall be held at the place designated in the call for the meeting.
- 3.2 **Annual Meeting.** The annual meeting of the members shall be held on the First Monday of February of each year.. A majority of the members of the incumbent Board of Trustees will constitute a quorum. The incumbent President of the Board of Trustees will preside over the annual meeting. Newly elected trustees and officers will be installed at this meeting with an oath of office administered by the outgoing president, other designated officer or local official. The Treasurer will read and present a statement of the financial status of the association. The

- Treasurer or other designated officer or chair person will read and present the budget as approved by the Board of Trustees, for the coming year. If, for any reason, such meeting shall not be held, failure to hold the annual meeting at the designated time shall not affect otherwise valid corporate acts or work a forfeiture or dissolution of the Corporation. If the annual meeting is not held on the date designated, the trustees shall cause the meeting to be held as soon thereafter as convenient. If there is a failure to hold an annual meeting for a period of 45 days after the date designated, the Superior Court may, upon the application of 20% of the Active Members, summarily order the meeting to be held at a time and place, upon notice and for the transaction of business as may be designated in the order. At any meeting ordered by the court called pursuant to this section, the Active Members present in person or by absentee ballot and having voting powers shall constitute a quorum for the transaction of the business designated in the order.
- 3.3 **General Meetings.** General meetings may be held monthly on such day and time as shall be designated by the President and the Executive Board. Attendance by a majority of the Executive Board members will constitute a quorum. All Active Members are entitled to attend. The regular business of the association will be conducted at general membership meetings with a portion dedicated to questions, comments, or voicing of issues by the Active Members.
- 3.4 **Special Meetings.** Special meetings of the members, for any purpose or purposes other than the nomination of trustees as herein provided, may be held at the call of the chairman of the Board of Trustees, the president of the Corporation or the Board of Trustees, and shall be called by the president at the request of two-thirds of all the Active Members of the Corporation entitled to vote at the meeting.
- 3.5 **Quorum.** Except as otherwise provided by law, not less than 10% of the members eligible to vote, in attendance at a meeting where a vote will be conducted by the membership, shall constitute a quorum at any such meeting. At any meeting where a vote by the membership is not to be taken, a majority of the Board of Trustees present at the meeting will constitute a quorum.
- 3.6 **Notice.** Notice of all members' meetings shall be in writing, signed by an officer of the Corporation and may be sent via e-mail, posting on an electronic bulletin board, posting on the Corporation's website, posting in the Official Association News Letter or by regular mail, postage prepaid and addressed to the members last known address. Such notice may but need not be sent or posted, less than 10 calendar days nor more than 90 calendar days prior to the date of the meeting, unless a longer period is required by law, to each member of record entitled to notice of such meeting, at the registered post office address of such member as it appears on the records of the Corporation. Such notice shall state the time and place of the meeting and the purpose for which it is called, so far as is known at the date of the notice, and if the call be for an annual meeting, the notice shall so state. Such notice shall be sufficient for such meeting and any adjournment thereof. Notice of a meeting need not be given to any member who signs a

waiver of the notice, whether before, during or after the meeting. The attendance of any member at a meeting without protesting prior to the conclusion of the meeting of the lack of notice of the meeting, shall constitute a waiver of notice by that member.

Whenever members are authorized to take any action after the lapse of a prescribed period of time, the action may be taken without the lapse if the requirement to wait is waived in writing, or in person, before or after the taking of that action, by every member entitled to vote thereon as of the date of the taking of the action.

3.7 **Absentee Ballots.** Any member of this corporation entitled to vote at any meeting may vote by a properly executed Absentee Ballot. When a meeting is called for a vote to be conducted by the members eligible to vote, any member so eligible can request and file an absentee ballot with the President or the Secretary of the Corporation not more than 10 days or less than 1 day prior to the date that the vote will take place. The absentee ballots filed received by the Corporation on or before the date the vote will be conducted will be counted in the quorum along with those in attendance at the meeting. Absentee ballots received after the vote is conducted will not be counted.

3.8 **Ballots by Mail.** When a vote will be taken by mail, ballots will be mailed to all members eligible to vote, not more than 30 days or less than 15 days prior to the date that the votes will be counted. Ballots by mail must be signed by the person eligible to vote with their name address and phone number printed legibly on the ballot, for the ballot to be counted. Ballots by mail, must be sent to the designated post office box for the Association and received by the Association by the date designated on the ballot for all ballots to be counted. Any ballots received after that designated date will not be counted.

A ballot counting committee will be designated by the Board of Trustees to count and record the vote of the Mail Ballots. If the vote is for an election of trustees, nominees or a relative thereof may not take part in the counting of the ballots.

3.9 **Informalities and Irregularities.** All informalities or irregularities in any call or notice of a meeting, or in the areas of credentials, quorums, absentee ballots, voting and similar matters, will be deemed waived if no objection is made at the meeting or within 10 days after a vote by mail is counted.

3.10 **Lack of Quorum.** If a sufficient number of members constituting a quorum is not present, the presiding officer may adjourn the meeting to a date and hour fixed by the officer, provided he gives reasonable notice in writing or by telephone, telegram, personal visit, or other appropriate means inclusive of e-mail or posting on the Corporation's website, of the date and time of the continued meeting.

- 3.11 **Informal Action.** Any action which under any provisions of the New Jersey Non-Profit Corporation law may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the persons entitled to vote with respect to the subject matter thereof. Such consent shall be filed with the secretary of the Corporation.
- 3.12 **Waiver.** When the members entitled to vote shall be present or expressly waive their presence at a meeting, and shall sign a written consent thereto on the record thereof, all the acts of such meeting shall be binding, regardless of the manner in which the meeting is called.
- 3.13 **Presiding Officer.** The Chairman of the Board of Trustees or the President of the Corporation elected by the Trustees, shall preside over the meeting of the members, and the Secretary of the Corporation, the Corporate Attorney, or a Secretary designated by the members shall be the Recording Secretary for the meeting.
- 3.14 **Business to be Transacted.** Any question may be considered and acted upon at an annual meeting, but no question not stated in the call for a special meeting shall be acted upon thereat except by the consent of a majority of the aggregate votes that the members of the Corporation are presently entitled to.
- 3.15 **Voting.** Active Members in Good Standing shall be entitled to two (2) votes per each developed property for which a fee is paid. Example: If an Active Member in good standing owns one developed property for which a fee is paid, that member will have two (2) vote. If an Active Member in good standing owns three properties, that member will have six (6) votes. Votes must be cast by an owner of record. If a developed property for which a fee is paid is owned by a Corporation, the President or Officer thereof entitled to cast the vote for the Corporation shall be entitled to cast two (2) votes for each developed property for which a fee is paid. Associate Members shall have no vote.
- 3.16 **Order of Business.** The order of business at meetings shall be as follows:
- a. Call to order
 - b. Pledge of Allegiance
 - c. Roll Call of presiding officers or trustees
 - d. Reading and approval of minutes of previous meeting
 - e. Receiving communications
 - f. Reports of officers

- g. Reports of committee heads
- h. Other reports
- i. Unfinished business
- j. New business
- k. Open floor to members questions, comments or concerns
- l. Adjournment

The order of business may be altered or suspended at any meeting by a majority vote of the members present.

- 3.17 **Inspection of Records.** The books of account and membership records of the Corporation shall be available for inspection at reasonable times by any member who is a Member in Good Standing.

Part Four Board of Trustees

- 4.1 **Number and Eligibility.** The Board of Trustees shall consist of seven (7) persons, all of whom shall be of lawful age, and all of whom shall be and have been Active Members in good standing of the Corporation for at least one year. Members of the Board of Trustees must be current on payments of all annual fees and assessments. The actual number of trustees serving shall always be a number not divisible by two i.e. an uneven number. The Trustees will be elected from the Tiers and at large as follows: two (2) Trustees from each Tier (voted for only by members of their respective Tiers) and one (1) Trustee elected from the Membership at large.
- 4.2 **Elections.** Other than the first election, which was conducted per court order, the trustees shall be elected in a vote by mail of the voting members of the Corporation. For the first election of Trustees in 2018, those persons nominated in each Tier receiving the highest number of votes cast shall be ranked in accordance with the number of votes they received. Each open Tier Trustee position shall be filled first by the highest ranked person based on the number of votes cast, and then the second. Those persons nominated for At-Large Trustee shall be ranked by the number of votes they receive. The open At-Large Trustee position shall be filled by the highest ranked person based on the number of votes. At the time of the nominations, the members shall be required to specify whether they wish to be nominated for a Tier Trustee or an At-Large Trustee, and shall be entitled to make oral or written presentations as to the qualifications of themselves if nominated or another particular nominee for the Board of Trustees. Trustees shall serve staggered with the initial trustees having the following terms and in successive years only those vacancies occurring as a result of the expiration of the

term of office of an existing trustee(s) (or other permitted removal or resignation) being subject to-election for the term corresponding to that trustee's classification, (which shall not extend beyond the period of their membership in the Corporation).

The initial Board of Trustees shall consist of seven (7) members. The Trustees in the initial Board of Trustees shall serve terms as follows:

Top-Ranked Tier Trustees and At-Large Trustee: three (3) year term from the date of their election; and

Second-Ranked Tier Trustees: two (2) years term from the date of their election

In each election of trustees every member entitled to vote in the election shall have the right to cast two (2) votes each for the Trustee for their Tier, as well as two (2) votes each for the At-Large Trustee. If an active member owns multiple developed properties in the same Tier, they shall have the right to cast two (2) votes for each developed property both in the Tier and for the At-Large Trustee. If an active member owns developed properties in two or more different Tiers, they shall have the right to cast two (2) votes for each Tier in which they own developed property, as well as two (2) votes for each developed property for the At-Large Trustee.

- 4.3 **Election of Members of the Board.** A nominating committee will be appointed by the Board of Trustees at the May meeting of the trustees. Nominations will be requested from the Active Members in the June News Letter which is mailed to each Active Member at his/her post office address as listed in the records of the corporation. To be a qualified, the nominee must have been an Active Member in good standing for a period of no less than one year from the date of the election and must be current on all fees, assessments, and other financial obligations to the Association. Nominations will be made and seconded at the August General Meeting. This will give the nominees a chance to introduce themselves at the August or September general meetings and state why they should be elected as a trustee for either a specified Tier or At-Large. Nominees will be announced in the September News Letter which is mailed to each Active Member at his/her post office address as listed in the records of the corporation. A vote by mail will be conducted in October. Ballots will be mailed to the members entitled to vote at his/her post office address as listed in the records of the corporation. Ballots must be signed with the voting members name printed legibly along with their address and phone number. Ballots must be returned by the time designated on the ballot to be counted. A ballot counting committee will be selected by the Board of Trustees to count the ballots (no nominees or relative thereof my count ballots). The newly elected trustees will meet in November to choose a President and elect new officers from their number. New trustees and officers will be announced in

the December News Letter and mailed to each Active Member at his/her post office address as listed in the records of the corporation. New trustees and officers will be installed at the annual meeting in February and shall hold office for a period of one year or until his/her successor has been duly elected and installed. It shall be the duty of the President to preside at all meetings of the Board of Trustees, and to insure compliance with the laws of the state, the Certificate of Incorporation, and the by-laws as herein set forth, and to perform such duties as may be delegated to him/her and prescribed by the Board of Trustees.

- 4.4 **Election of Officers.** At the initial meeting of the Board of Trustees following the election, the board shall elect the officers of the Corporation from their number as follows: A President, a Vice President, a Second Vice President, a Secretary, a Treasurer, and such other officers with such titles and with such powers and duties as may be deemed necessary by the Board of Trustees. The officers must be members in good standing of the corporation.
- 4.5 **Special Meetings.** Special meetings of the Board of Trustees may be held from time to time upon call issued by the chairman, the president, a majority of the trustees, or two-thirds of the Active Members of the Corporation that are eligible to vote. Such meetings may be held either within or without the community of Collings Lakes, and may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at such meetings.

Attendance of an Officer or Trustee at a meeting shall constitute a waiver of notice of such meeting, except where an Officer or Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Notice of special meetings of the Board of Trustees or the Executive Board shall be signed by the person or persons calling the same as aforesaid, or by someone designated and so authorized and instructed by the person or persons calling the same, and shall be sent by mail to each Officer or Trustee at his post office address of record with the Corporation or by email not less than five calendar days and not more than 20 calendar days prior to the date of the meeting. Such notice shall state the time and place of the meeting and the purposes for which it was called.

- 4.6 **Quorum and Waiver of Notice.** A majority of the members of the Board of Trustees or Executive Board at that time holding office shall constitute a quorum for the transaction of business. No special meeting of the board shall be valid unless notice of the meeting has been mailed to each member of the board as

provided in paragraph 4.5 above, or the giving of such notice shall have been waived in writing.

- 4.7 **Voting.** Each trustee present shall be entitled to one vote on any motion made and seconded at each trustees' meeting. The act of the majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.
- 4.8 **Presumption of Assent.** A trustee of the Corporation who is present at a meeting of the Board of Trustees or of any committee, at which action is taken on any corporate matter, will be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting, or unless he filed his written dissent of such action with the person acting as secretary of the meeting before the adjournment of the meeting, or forwards his dissent by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent will not be available to a trustee who voted in favor of the action.
- 4.9 **Filling Vacancies.** Any vacancy in the Board of Trustees or in the officers of the Corporation caused by the death, resignation, removal or other disqualification of a trustee or an officer may be filled by a majority vote of the remaining trustees, even though not constituting a quorum, by the election of some other person who shall hold such office of trustee or officer by like tenure for the unexpired term from the same tier if applicable. The members, by a vote of three-fourths of the voting power of all members eligible to vote at any special meeting called for the purpose with quorum requirements being met, may remove from office any one or more of the trustees, notwithstanding his or their term of office as yet unexpired, and may forthwith at such meeting proceed to elect a successor or successors for the unexpired term.
- 4.10 **Tenure.** The trustees shall hold office from the time of their installation at the annual meeting until the next annual meeting of trustees, as provided by these by-laws, or until their successors are duly elected and installed.

Any member of the Board of Trustees who absents himself from three consecutive meetings of the board may have his office declared vacant by a majority of the trustees present at any subsequent meeting.

One or more or all of the trustees may be removed with or without cause by the affirmative vote of three-fourths of the Active Members entitled to vote for the election of trustees. Any member of the Board of Trustees may be removed with or without cause by the affirmative vote of three-fourths of the Board of Trustees.

No act of the Board done during the period when a trustee has been suspended or removed for cause shall be impugned or invalidated if the suspension or removal is thereafter rescinded or invalidated.

- 4.11 **Compensation for Non-Profit Corporate Trustees.** Neither the officers, trustees nor members serving on committees shall receive any salary or compensation for services rendered to the Corporation, unless there is approval of the compensation by both the attorney and the CPA (or equivalent) of the Corporation, certifying in writing that the compensation is reasonable and compatible with the restrictions imposed upon a non-profit, charitable, tax-exempt corporation, and unless there is also approval of the compensation by a majority of the Board of Trustees in attendance at duly held meeting, with a person seeking compensation abstaining from voting on the matter.
- 4.12 **Powers.** The business of this corporation shall be conducted by the Board of Trustees.. The Board of Trustees shall have the right to prescribe the duties and powers of all officers.
- 4.13 **Action by Resolution.** The Board of Trustees shall, except as otherwise herein provided by law, have power to act in the following manner: A resolution in writing, signed by all the members of the Board of Trustees shall be deemed to be action by such board to the effect therein expressed, with the same force and effect as if the same had been duly passed by the same vote at a duly convened meeting, and it shall be the duty of the secretary of the Corporation to record such resolution in the minute book of the Corporation under its proper date.
- 4.14 **Lack of Quorum.** If a sufficient number of trustees or executive board members constituting a quorum is not present, the chairman or president so presiding may adjourn the meeting to a date and hour fixed by the chairman or president, provided he/she gives reasonable notice in writing, by telephone, telegram, personal visit, or other appropriate means, inclusive of via e-mail or posting on the Corporation's website, of the date and time of the continued meeting.
- 4.15 **Informalities and Irregularities.** All informalities or irregularities in any call or notice of a meeting, or in the areas of credentials, quorums, voting and similar matters, will be deemed waived if no objection is made at the meeting.
- 4.16 **Arbitration of Deadlocks Within Board of Trustees.** If the Board of Trustees of this Corporation ever is composed of an even number of trustees and these trustees are deadlocked as to a major issue affecting the Corporation, which deadlock prevents a necessary decision of the Corporation, then, in that event, the trustees shall agree on an arbiter, who will arbitrate the issue; or, if they cannot agree on a disinterested, objective, qualified arbiter, then the then existing attorney and CPA for the Corporation shall select a disinterested arbiter, and the corporate attorney, who is familiar with the legal problems, and the corporate CPA, who is familiar with the financial problems of the company, and the

disinterested third person, whom these two professionals believe is objective and qualified to decide the issue involved, shall arbitrate the issue at a meeting of the Board of Trustees held for that purpose, and the trustees agree to be bound by their decision with regard to the deadlock.

Prior to the decision by the arbitrator or board of arbitrators, all trustees shall have the opportunity to present facts and arguments with regard to the issue before a decision is rendered by the arbitrators. This provision recognizes that in all human endeavors there will be times when honest and reasonable people cannot agree. It further recognizes that the trustees and other persons who have chartered and formed this Corporation are interested in continuity and interested in having the corporate purposes placed above what may be an honest difference of opinion. Therefore, this by-law has been enacted to allow the Corporation to move past impasses caused by such deadlocks.

- 4.17 **Special Committees**. The Board of Trustees may, from time to time, appoint any other special committees deemed by it expedient, and refer to such special committees any special matters with instructions and/or powers to act. All such special committees shall keep regular minutes of the transaction of their meetings and make such minutes available to the Board of Trustees at the next meeting thereof following the proceedings of the special committee. The chairperson and co-chairpersons of the special committees, or a designated alternate if either of those persons is unable to attend, may attend meeting of the Board of Trustees but shall not have the right to vote on matters being considered by the Board of Trustees. To the extent provided in the resolution establishing the committee, each committee shall have and may exercise all the authority of the Board, except that no committee shall: (1) make, alter, or repeal any by-law of the Corporation; (2) elect or appoint any trustee or remove any officer or trustee; (3) submit to members any action that requires member's approval; or (4) amend or repeal any resolution previously adopted by the Board.

The Board, by resolution adopted by a majority of the entire Board, may: (1) fill any vacancy in any committee; (2) appoint one or more trustees to serve as alternate members of any committee, to act in the absence or disability of members of any committee with all the powers of the absent or disabled members; (3) abolish any committee at its pleasure; and (4) remove any trustee or other member from membership on a committee at any time, with or without cause.

Part Five Officers, Powers and Duties

- 5.1 **Officers**. The officers of this corporation shall consist of a President, a Vice President, a Second Vice President, a Secretary, a Treasurer, and such other officers with such titles, powers and duties as may be prescribed by the Board of Trustees.

- 5.2 **Tenure.** All officers shall hold office from the time of their installation at the annual meeting until the next annual meeting or until their respective successors are elected and installed, provided, however, any officer may be removed from office by a majority vote of the trustees at any legally held meeting of the board.
- 5.3 **Bonds and Other Requirements.** All Trustees, Officers Chairpersons or Committee Members with any revenue (i.e. membership maintenance fees, Grant, or loan) handling responsibilities or check signing authority must be bonded (with sufficient surety and conditioned for the faithful performance of the duties of his/her office), the cost of which will be borne by the Corporation.
- 5.4 **Removal of Officers.** If the majority of the board concurs, the Board of Trustees may at any time, with or without cause, remove any officer or agent of the Corporation and declare his/her office or offices vacant or, in the case of the absence or disability of any officer or for any other reason considered sufficient, the board may temporarily delegate his/her powers and duties to any other officer or to any director.
- 5.5 **President.** the President shall preside at all meetings of the Board of Trustees. The President shall preside at all general meetings of the membership of the Association and enforce all laws and regulations of the Association. The president, along with other authorized officers, shall sign for and on behalf of the Corporation, or in its name, all certificates of membership, deeds, mortgages, contracts and other instruments in writing, except that contracts may be signed with like effect by any other officer or employee of the Corporation specified in these by-laws or designated by the Board of Trustees. The President shall countersign all checks of the Association issued by the Treasurer. The President shall appoint all committees of the Association, either with, or without, the aid and advice of the Executive Board and he/she shall be a member ex officio of all such committees. While actively engaged in conducting the business of the Corporation, he/she shall be charged with all the duties and have all the authority customarily performed and exercised by the chief executive of a corporation organized under the laws of New Jersey, and shall perform such other duties as may be prescribed by the board. He/she shall give bond, made by a duly authorized surety company, in such sum as may be required of him/her by the board, conditioned for the proper accounting of all moneys and property coming into his/her hands by virtue of his/her office. The premium on such bond shall be paid by the Corporation.
- 5.6 **Vice President.** The Vice President shall have and may exercise such powers and shall perform such duties as may be delegated to him/her by the Board of Trustees or the President of the Corporation. The Vice President shall, in the event of the death, absence, or other disability of the President, perform all the duties inclusive of the signing of contracts, checks as hereinabove provided and exercise all the authority of the President. He/she shall give bond, made by a duly authorized

surety company, in such sum as may be required of him/her by the board, conditioned for the proper accounting of all moneys and property coming into his/her hands by virtue of his/her office. The premium on such bond shall be paid by the Corporation.

- 5.7 **Second Vice President.** The Second Vice President shall have and may exercise such powers and shall perform such duties as may be delegated to him/her by the Board of Trustees or the President of the Corporation. The Second Vice President shall, in the event of the death, absence, or other disability of the Vice President, perform all the duties and exercise all the authority as hereinabove provided, of the Vice President.
- 5.8 **Secretary.** It shall be the duty of the Secretary to record and keep the minutes of all meetings of the members, the Board of Trustees, and the Board of Trustees. At the discretion of the board, he/she shall give bond made by a duly authorized surety company in such sum as may be required of him/her by the board, conditioned for the proper accounting of all moneys and property coming into his/her hands by virtue of this office. The premium on such bond shall be paid by the Corporation. He/she shall fill in and countersign all certificates of membership, and keep the membership records of the Corporation so as to show the members and the type of membership. He/she shall keep the seal of the Corporation and affix and attest the same upon any instrument executed by the Corporation requiring a seal, except as otherwise ordered by the Board of Trustees. At the expiration of his/her term, from whatever cause, he/she shall surrender all books, moneys, papers and property of the Corporation to his/her successor.
- 5.9 **Treasurer.** The Treasurer shall be the custodian of all moneys belonging to the Corporation and shall hold all funds of the Corporation subject to the order of the Board of Trustees or persons thereunto authorized by the Board of Trustees. He/she shall deposit the funds of the Corporation with such bank or banks as the Board of Trustees may approve and designate. At each annual meeting of the members, and at each annual meeting of the trustees, and whenever called upon at any other trustees' meeting, he/she shall make a complete and correct report of his/her accounts and disclose the true financial condition of the Corporation. He/she shall submit his/her books and accounts for audit when so requested by the Board of Trustees. He/she shall give bond, made by a duly authorized surety company, in such sum as may be required of him/her by the board, conditioned for the proper accounting of all moneys and property coming into his/her hands by virtue of his/her office. The premium on such bond shall be paid by the Corporation. At the expiration of his/her term of office, from whatever cause, he/she shall deliver up all books, papers and moneys of the Corporation to his/her successor.
- 5.10 **Secretary to the Treasurer.** The Secretary to the Treasurer shall have the ability to review, process and enforce bills based upon CLCA policies and procedures;

shall work with the CLCA's collection company to ensure prompt collection of deficiencies, and shall perform any other work as required by the Treasurer or the Board.

- 5.11 **Other Officers.** If an assistant secretary be elected by the Board of Trustees, he/she shall have and may exercise the same powers and perform the same duties as the secretary; and if an assistant treasurer be elected by the board, he/she shall have and may exercise the same powers and perform the same duties as the treasurer. Such assistant secretary, assistant treasurer, and any and all other officers elected by the board, shall have and may exercise such powers and perform such duties as may be assigned to them by the Board of Trustees.
- 5.12 **Compensation for Non-Profit Corporate Officers.** The officers shall not receive any salary or compensation for services rendered to the Corporation, unless there is approval of the compensation by both the attorney and the CPA (or equivalent) of the Corporation, certifying in writing that the compensation is reasonable and compatible with the restrictions imposed upon a non-profit, charitable, tax-exempt corporation, and unless there is also approval of the compensation by a majority of the Board of Trustees in attendance at a duly held meeting, with a person seeking compensation abstaining from voting on the matter.
- 5.13 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.
- 5.14 **Trustees.** The Board of Trustees may, in its discretion, elect one or more trustees for the purpose of transferring to those trustees either money or property belonging to the Corporation for the purpose of investing, safeguarding, or otherwise protecting those funds or property for a period of years designated in the trust documents. The purpose of this provision is to allow the Corporation, in cases where officers rotate from year to year, to maintain long-range stability in investments and in the maintenance of property, that might not otherwise provided for where the officers fluctuate from year to year. Further, it is contemplated that the trustees shall be highly qualified specialists in investments, property management, or other fields akin to the purpose of the trust, in order to have high quality of performance over a long-range period. The trustees, once established, shall serve for the tenure of the trust and their replacement trustees may be either selected by the remaining trustees, or if there are none, designated by the Board of Trustees.

Part Six Corporate Seal

- 6.1 **Description.** The Corporation shall have a corporate seal in the form of two circular conforming metal discs bearing the imprint and inscription of the name of

the Corporation with, in the center, the words "Corporate Seal, New Jersey" and the year of incorporation.

- 6.2 **Use.** The corporate seal shall be impressed upon all instruments executed by the Corporation upon which a seal is required by law.
- 6.3 **Authorization.** In the absence of the secretary or assistant secretary, any officer authorized by the Board of Trustees to do so may affix the seal of the Corporation to any instrument requiring a seal.

Part Seven

Contracts, Deposits and Withdrawals of Corporate Funds

- 7.1 **General.** All moneys of every kind belonging to the Corporation shall be deposited to its credit in a bank or banks designated by the board of trustees, and no moneys shall be withdrawn therefrom unless the checks or other orders evidencing such withdrawals are signed by such officers or employees of the Corporation as may be designated by resolution of the board of trustees duly adopted.
- 7.2 **Contracts.** The Board of Trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- In the absence of such determination by the Board of Trustees, contracts must be signed by the president and secretary of the Corporation.
- 7.3 **Checks, Drafts, Etc.** All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the Corporation.
- 7.4 **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.
- 7.5 **Gifts.** The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Part Eight Amendments

- 8.1 **Vote Required.** These by-laws may be enlarged, amended or repealed by a two-thirds vote of the Active Members in good standing of the Corporation in attendance at any meeting of the members called for that purpose.
- 8.2 **Meetings for Adoption.** Such amendment, enlargement or repeal may be adopted at any meeting of the members for which notice thereof shall be given in the call for the meeting.

Part Nine Fiscal Year

- 9.1 **Fiscal Year.** The fiscal year of the Corporation is set forth on the caption page of these by-laws which is a calendar year from January 1 to December 31.

Part Ten Miscellaneous

- 10.1 **Exempt Activities.** Notwithstanding any other provision of these by-laws, no member, trustee, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under §170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.
- 10.2 **Parliamentary Law.** When not in conflict with these by-laws, Robert's Rules of Order, Revised, 75th Anniversary Edition shall establish the rule of procedure at all members and trustees meetings, and the provisions of that publication are incorporated by reference herein as the ruling law for this corporation.
- 10.3 **Dealings by Trustees.** No contract or other transaction between the Corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the trustees of this corporation are pecuniarily or otherwise interested in, or are trustees or officers of, such other corporation. Any Trustee individually, or any firm of which that Trustee may be a member, may be a party to or may have a pecuniary or other interest in any contract or transaction of this corporation, provided that the fact that he/she or his/her firm have an interest in the transaction shall be disclosed to a majority of the Board of Trustees of this corporation. Any

Trustee of this corporation who is also a director or officer of another corporation dealing with this corporation, or who has any personal interest in a matter before the board of this corporation, may be counted in determining the existence of a quorum at any meeting of the Board of Trustees of this corporation which shall authorize any action that may affect that director or that other corporation. However, that director shall abstain from any vote at such a meeting which involves said other corporation..

- 10.6 **Settlement of Disputes.** Any dispute arising out of or in connection with these by-laws, including disputes between or among the Corporation, the incorporators, the members, and the trustees shall be settled by the negotiation, mediation and arbitration provisions of that certain "Uniform Agreement Establishing Procedures for Settling Disputes" entered into by the parties prior to or concurrently with the adoption of these by-laws.
- 10.7 **Non-Liability of Members, Officers and Trustees.** The members, officers and trustees of this corporation shall not be individually liable for the Corporation's debts or other liabilities, and private property of such individuals shall be exempt from the Corporation's debts or liabilities. A trustee of this corporation shall have no personal liability to the Corporation for monetary damages for breach of fiduciary duty as a trustee. Notwithstanding the foregoing, a trustee shall be personally liable to the Corporation for any breach of such duty based upon an act or omission (a) in breach of a trustee's duty of loyalty to the Corporation, (b) not in good faith or which involves intentional misconduct or a knowing violation of law, or (c) for any transaction from which the trustee derived or received an improper personal benefit. As used in this section, an act or omission in breach of a trustee's duty of loyalty means an act or omission which the trustee knows or believes to be contrary to the best interests of the Corporation in connection with a matter in which the trustee has a material conflict of interest.
- 10.8 **Indemnification of Officers.** The Corporation shall indemnify, to the fullest extent permitted by applicable law, and subject to any limitations of applicable law, every person, his heirs, executors and administrators, against all expenses reasonably incurred by such person in connection with any action, suit or proceeding to which such person may be made a party by reason of that person being or having been a trustee or officer of this corporation, or by reason of that person being or having been a trustee, director or officer of any other corporation of which this corporation is a shareholder or creditor, and from which other corporation such person is not entitled to be indemnified, or by reason of such officer or trustee or former officer or former trustee becoming a party to any such action, suit or proceeding at the request of or at the direction of this corporation or any successor hereto; provided, however, there shall be no indemnification in relation to any matter as to which such person shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement of such action, suit or proceeding, indemnification of such person

shall be provided only in connection with such matters covered by such settlements to which the Corporation is advised by counsel that such person to be indemnified did not commit such a breach of duty. This right of indemnification shall be exclusive of other rights to which such person may be entitled. As used in this by-law, expenses shall include, but shall not be limited to, amounts of judgments, penalties or fines and interest thereon for reasonable periods of time, rendered, levied or adjudged against such persons, costs of the action, suit or proceeding, attorneys' fees, expert witness fees and amounts paid in settlement by such persons, provided that such settlement shall have been or is thereafter approved by the Board of Trustees of this corporation. This by-law is made a part of these by-laws to comply with and to take full advantage of New Jersey laws governing such indemnification. A trustee or officer of the Corporation entitled to indemnification under this Section 10.10 is hereafter called a "Covered Person".

Expenses incurred by a Covered Person in defending a threatened, pending or completed civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation, except as otherwise provided below.

No indemnification under this Section 10.10 or advancement or reimbursement of expenses shall be provided to a Covered Person (1) if a final unappealable judgment or award establishes that such trustee or officer engaged in intentional misconduct or a transaction from which the trustee or officer derived or received an improper personal benefit; (2) for expenses or liabilities of any type whatsoever (including, but not limited to, judgment, fines and amounts paid in settlement) which have been paid directly to such person by an insurance carrier under a policy of officers' and trustees' liability insurance maintained by the Corporation or other enterprise; (3) for amounts paid in settlement of any threatened, pending or completed action, suit or proceeding without the written consent of the Corporation, which written consent shall not be unreasonably withheld; and/or (4) to the extent contrary to N.J.S.A. 15A:6-12. The Board of Trustees of the Corporation is hereby authorized, at any time by resolution, to add to the above list of exceptions from the right of indemnification under Section 10.10 or advancement or reimbursement of expenses under this Section, but any such additional exception shall not apply with respect to any event, act or omission which has occurred prior to the date that the Board of Trustees in fact adopts such resolution. Any such additional exception may, at any time after its adoption, be amended, supplemented, waived or terminated by further resolution of the Board of Trustees of the Corporation.

The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to this Section 10.10 shall continue as to a

person who has ceased to be a trustee or officer of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Section 10.10 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement or reimbursement of expenses may be entitled under any bylaw, agreement, or otherwise.

- 10.10 **Authority to Sell Corporate Assets.** With the consent or ratification in writing or pursuant to the vote of a majority of members entitled to vote thereon, the Board of Trustees will have the powers and authority to lease, sell, assign, transfer, convey or otherwise dispose of the entire property of the Corporation, irrespective of the effects thereof upon the continuance of the purposes of the Corporation and the exercise of its franchise; but the Corporation may not be dissolved except as provided by the laws of the State of New Jersey.
- 10.11 **Masculine and Feminine Gender.** For the purposes of these by-laws, the masculine shall be deemed to include the feminine and the neuter and the singular shall be deemed to include the plural, and the plural the singular, as the context may require.
- 10.12 **Incorporation of Court Order.** A court order filed with the court on December 4, 2017 contains numerous provisions which have been ordered by the New Jersey Superior which will serve to govern the CLCA. Said order (the terms thereof and the attachments thereto), to the extent not already made a part hereof through specific amendments, are hereby incorporated herein by reference and made a part hereof.

Part Eleven Emergency By-laws

- 11.1 **When Operative.** The emergency by-laws provided herein shall be operative during any emergency in the conduct of the purposes of the Corporation resulting from an attack on the United States or any nuclear or atomic disaster, or a natural disaster where a “state of emergency” has been declared by appropriate governmental authorities, notwithstanding any different provision in other paragraphs of these by-laws, in the Articles of Incorporation, or in the statutes governing non-profit corporations. To the extent not inconsistent with the provisions of this Part Eleven, the other provisions of the by-laws shall remain in effect during such emergency, and upon its termination these emergency by-laws shall cease to be operative.
- 11.2 **Event of Emergency.** During any such emergency as described in provision 11.1, the following actions shall be taken:

- a. A meeting of the Board of Trustees may be called by any officer or Trustee of the Corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the trustees as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.
- b. At any such meeting of the Board of Trustees, a quorum shall consist of any two trustees and one officer, or any two officers. For the purpose of attaining a quorum in times of such emergency to effect the continued conduct of the Corporation, all officers of the Corporation shall immediately become temporary trustees of the Corporation until the termination of the emergency, without election by the members or appointment by the Board of Trustees.
- c. The Board of Trustees, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the Corporation shall for any reason be rendered incapable of discharging their duties.
- d. The Board of Trustees, either before or during any such emergency, may, effective in the emergency, change the head office or designate several alternative head offices or regional offices, or authorize the officers so to do.
- 11.3 **Non-Liability.** No officer, Trustee or employee acting in accordance with these emergency by-laws shall be liable except for willful misconduct.
- 11.4 **Amendment or Repeal.** These emergency by-laws shall be subject to repeal or change by further action of the Board of Trustees or by action of the members, but no such repeal or change shall modify the provisions of the next preceding paragraph with regard to action taken prior to the time of such repeal or change. Any amendment of these emergency by-laws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

CERTIFICATION

We, the undersigned, the duly elected and acting Trustees of Collings Lakes Civic Association, a non-profit New Jersey corporation, do hereby certify that the within and foregoing by-laws were adopted as the by-laws of that corporation on _____ and that the same do now constitute the by-laws of that corporation.

IN WITNESS WHEREOF, we the undersigned have hereunto subscribed our names this _____ day of _____, _____.

_____ Pres.

_____ Secy.

Corporate Seal
Collings Lakes Civic Association

CERTIFICATE OF VOTING MEMBERS

<u>Name</u>	<u>Lot/Parcel Number(s)</u>	<u>Address, Telephone Number</u>
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(See Attached)