BYLAWS
OF
BERGEN COUNTY ASSOCIATION OF SCHOOL BUSINESS OFFICIALS, a non-profit corporation

ARTICLE I
NAME, PURPOSES AND POWERS, SEAL, OFFICES AND MEMBERS

Section 1. Name. The name of the corporation is BERGEN COUNTY ASSOCIATION OF SCHOOL BUSINESS OFFICIALS. It shall hereinafter be referred to as the "Corporation".

Section 2. Seal. The seal of the Corporation shall be circular in form and shall bear on its outer edge the words "BERGEN COUNTY ASSOCIATION OF SCHOOL BUSINESS OFFICIALS", and in the center, the words and figures "A New Jersey Nonprofit Corporation Incorporated 2007". The Board of Trustees may change the form of the seal or the inscription thereon at pleasure.

Section 3. Purpose. The Corporation is organized and shall be operated exclusively for charitable, religious, educational, literary and scientific purposes, as defined in Section 501(c)(3) of the United States Internal Revenue Code, and applicable Treasury Regulations promulgated thereunder, as the same may be from time to time amended, supplemented or succeeded or corresponding section of any future federal tax code (hereinafter collectively the "Code"). More specifically, the purpose of the Corporation shall be as set forth in the Corporation's Certificate of Incorporation.

Section 4. Offices. The principal office of the Corporation shall be located at c/o Michael

Rinderknecht, SBA, Glen Rock Board of Education, 620 Harristown Road, Glen Rock, New Jersey, or at such other place as the Board of Trustees shall determine from time to time.

Section 5. Members. The Corporation shall have members.

ARTICLE II
MEMBERS

~~**Section 1**. Membership. Membership in the Corporation shall consist of:~~

~~1. Regular Membership – All persons actually engaged in the Bergen County business administration of public schools with an appropriate title. One member per district shall be permitted in this category.~~

~~2. Associate Membership – Any persons actually employed in the offices of the Boards of Education in Bergen County.~~

~~3. Retired Membership - Any regular member is eligible for retired membership who has retired from full-time employment as a school business official and who has been a member of the Corporation. This shall include Emeritus members.~~

~~4. Honorary Membership – The Board of Trustees shall have the right to confer honorary memberships. This shall include the County School Business Administrator.~~

~~**Section 2.** Regular Members. Regular members of the Corporation shall be entitled to all of its rights and privileges including the right to vote and hold office.~~

~~**Section 3.** Other Members. Associate, honorary and retired members shall be entitled to all the rights and privileges of the Corporation as determined by the Board of Trustees except the right to vote and hold office. One associate member should have the right to vote in the absence of the regular member from that district.~~

Section 1. Membership. Membership in the Corporation shall consist of the following categories:

1. Regular Membership – Limited to individuals actively serving as a School Business Administrator or an Assistant Superintendent for Business in a Bergen County public or charter school district. The individual must hold one of these titles. Only one Regular Member per district shall be permitted.

2. Associate Membership – Available to individuals actively employed in a Bergen County public and charter school district under a job description that requires possession of either a NJ Standard School Business Administrator Certificate or a NJ Certificate of Eligibility (CE) for School Business Administrator.

3. Retired Membership – Available to any former Regular Member of the Corporation who has retired from employment in a New Jersey school district.

4. Honorary Membership – Conferred by the Board of Trustees. This category shall be limited to current State or County employees whose responsibilities directly relate to the business administration of public schools.

Section 2. Rights and Privileges.

Regular Members shall be entitled to all rights and privileges of the Corporation, including the right to vote and hold office.

Associate Members, Retired Members, and Honorary Members shall be entitled to such rights and privileges as the Board of Trustees may determine, except they shall not have the right to vote or hold office.

Section 3. Eligibility. The Board of Trustees shall have the power to review and determine the eligibility of all applicants for membership except that no individual may be denied membership on the basis of race, national origin, religion or sex.

Section 4. Dues. Dues for all categories of membership shall be established by the Board of Trustees and shall cover the period July 1 through June 30 and be established within sixty days of the new fiscal year. A member failing to pay his dues as herein provided, shall forfeit the privileges of membership, and after being in arrears for one year, shall be dropped from the list of members.

Section 5. Annual Meeting. An annual meeting of the members, for the election of trustees to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting, shall be held at the Corporation's principal office in the State of New Jersey, unless the Corporation's Board of Trustees approves a different location for the meetings, on such date and at such time as the Board of Trustees shall each year fix, which date shall be within thirteen (13) months of the last annual meeting of members or, if no such meeting has been held, the date of incorporation.

Section 6. Special Meetings. Special meetings of the members, for any purpose or purposes prescribed in the notice of the meeting, may be called by the Board of Trustees or the President and shall be held at the Corporation's principal office in the State of New Jersey unless the Board of Trustees approves a different location, on such date, and at such time, as they or he or she shall fix.

Section 7. Notice of Meetings. Written notice of the place, date, and time of all meetings of the members shall be given, not less than ten (10) nor more than sixty (60) days before the date on which the meeting is to be held, to each member entitled to vote at such meeting, except as otherwise provided herein or required by law (meaning, here and hereinafter, as required from time to time by applicable law or the Certificate of Incorporation of the Corporation).

When a meeting is adjourned to another place, date or time, written notice need not be given of the adjourned meeting if the date and time thereof are announced at the meeting at which the adjournment is taken and the location of the adjourned meeting is the same location as the original meeting; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, written notice of the place, date, and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

Section 8. Quorum. At any meeting of the members, a majority of all of the members entitled to vote at the meeting, present in person or by proxy, shall constitute a quorum for all purposes, unless or except to the extent that the presence of a larger number may be required by law. If a quorum shall fail to attend any meeting, the President may adjourn the meeting to another place, date, or time.

Section 9. Organization. Such person as the Board of Trustees may have designated or, in the absence of such a person, the President of the Corporation or, in his or her absence, such person as may be chosen by a majority of members entitled to vote who are present, in person or by proxy, shall call to order any meeting of the members and act as chair of the meeting. In the absence of the Secretary of the Corporation, the secretary of the meeting shall be such person as the chair appoints.

Section 10. Conduct of Business. The chair of any meeting of members shall determine the order of business, including such regulation of the manner of voting and the conduct of discussion as seem to him or her in order.

Section 11. Proxies and Voting. At any meeting of the members, every member entitled to vote may vote in person or by proxy authorized by an instrument in writing or by a transmission permitted by law filed in accordance with the procedure established for the meeting. Any copy, facsimile telecommunication, e-mail or other reliable reproduction of the writing or transmission created pursuant to this paragraph may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile telecommunication, e-mail or other reproduction shall be a complete reproduction of the entire original writing or transmission.

All voting, including on the election of trustees but excepting where otherwise required by law, may be by a voice vote; provided, however, that upon demand therefor by a member entitled to vote or by his or her proxy, a member vote shall be taken. Every member vote shall be taken by ballots each of which shall state the name of the member or proxy voting and such other information as may be required under the procedure established for the meeting. The Corporation may, and to the extent required by law, shall, in advance of any meeting of members, appoint one or more inspectors to act at the meeting and make a written report thereof. The Corporation may designate one or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting of members, the person presiding at the meeting may, and to the extent required by law, shall, appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his duties shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his ability. Every vote taken by ballots shall be counted by an inspector or inspectors appointed by the chair of the meeting.

All elections shall be determined by a plurality of the votes cast, and except as otherwise required by law, all other matters shall be determined by a majority of the votes cast affirmatively or negatively.

Section 12. Member List. A complete list of members entitled to vote at any meeting of members, arranged in alphabetical order and showing the address of each such member, shall be open to the examination of any such member, for any purpose germane to the meeting, during ordinary business hours for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or if not so specified, at the place where the meeting is to be held.

The member list shall also be kept at the place of the meeting during the whole time thereof and shall be open to the examination of any such member who is present. This list shall presumptively determine the identity of the members entitled to vote at the meeting.

Section 13. Consent of Members in Lieu of Meeting. Any action required to be taken at any annual or special meeting of members of the Corporation, or any action which may be taken at any annual or special meeting of the members, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by all members and shall be delivered to the Corporation by delivery to its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of members are recorded. Delivery made to the Corporation's principal office shall be made by hand, by certified or registered mail, by an established overnight courier service, by facsimile transmission, or by e-mail.

Every written consent shall bear the date of signature (electronic or otherwise) of each member who signs the consent and no written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the date of the earliest dated consent delivered to the Corporation, a written consent or consents signed by all members to take action are delivered to the Corporation in the manner prescribed.

ARTICLE III
BOARD OF TRUSTEES

Section 1. Powers and Duties. The conduct and management of the affairs of the Corporation shall be vested in its governing body known as the Board of Trustees. All the corporate powers, except such as otherwise provided for in these Bylaws, the Certificate of Incorporation of the Corporation, and in the laws of the State of New Jersey, shall be and are hereby vested in and shall be exercised by the Trustees serving as a Board of Trustees. The Board of Trustees of the Corporation is hereinafter referred to as the "Board". The Trustees shall have the right, individually and collectively, to counsel and advise the officers and fellow Trustees; and to accept service on committees and other groups within the Corporation to which they are appointed.

Section 2. Number of Trustees. The number of persons serving on the Board of Trustees shall be from three (3) to ten (10).

Section 3. Qualifications. The Trustees shall each be an individual and citizen of the United States. Except as provided in these bylaws, no individual or for-profit entity shall have the right or authority to elect or appoint any Trustee and no Trustee shall be elected or appointed by any individual or for-profit entity.

Section 4. Term and Election. All Trustees shall serve for a term of one (1) year and until their successors are qualified and elected in their place and stead. All of the initial Trustees shall be elected by the majority vote of the first Board of Trustees named in the Certificate of Incorporation of the Corporation. Thereafter, the Trustees shall be elected by the members at elections which shall be held at the annual meeting of the members in July of the election year. A Trustee, upon the expiration of his term of office, may become eligible for re-election to the Board. Nominations of qualified individuals may be made by any Trustee and shall be taken before or at the annual meeting; provided, however, that nominations shall remain open until the time of election.

Section 5. Resignation. Any Trustee may resign by delivering a written resignation to the President or Secretary of the Corporation. In the case of resignation by a Trustee, the majority of Trustees, including the Trustee who is resigning, shall elect a replacement to fill the vacancy for the balance of said Trustee's term.

Section 6. Other Vacancies. Any vacancy on the Board occurring during the year on account of death or incapacity of a Trustee shall be filled for the unexpired portion of the term of the affected Trustee by election at a special meeting of the Board by the remaining Trustees even though the remaining Trustees may be less than a quorum of the Board.

ARTICLE IV
MEETINGS OF THE BOARD

Section 1. Annual Meeting. The annual meeting of the Board shall be held on a week day in the month of June each year or on such other date as may be designated by the Board, at a time and place elected by the Board, for the transaction of such business as may properly come before said meeting.

Section 2. Regular Meetings. The Board of Trustees shall hold regular meetings quarterly, or at such other frequency as the Board shall determine, on such dates as may be designated by the Board. The annual meeting shall be considered one of the regular meetings.

Section 3. Special Meetings of the Board. Special Meetings of the Board for any purpose or purposes may be called at any time by the Secretary on written notice from the President. Such meetings shall be held upon not less than two (2) days' notice given personally or by telephone or telegraph or electronically, or upon not less than four (4) days' notice given by depositing notice in the United States mail, postage prepaid. Such notice shall specify the time and place of the meeting and the general purpose(s) of the meeting. No business other than that specified in the notice shall be transacted at the Special Meeting.

Section 4. Notice. Subject to the provisions of Section 5 of this Article IV, written notice for all regular meetings of the Board which are to be held or which have been adjourned, cancelled or changed as to place, date or hour, shall be given by or under the direction of the Secretary and mailed to each Trustee at the appropriate address appearing on the books of the Corporation. All notices shall state the place, date, and hour of the meeting. Notice of annual meetings shall be given by the Secretary not less than ten (10) nor more than sixty (60) days before the date of such meeting, either personally or by mail or electronically to each Trustee.

Section 5. Waivers of Notice of Board Meetings; Adjournments. Notice of a meeting need not be given to any Trustee who signs a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to such Trustee of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, except that notice or waiver of notice of a Special Meeting shall specify the purpose of the meeting. Notice of an adjourned meeting need not be given if the time and place of the next meeting are fixed at the meeting adjourning and if the period of adjournment does not exceed thirty (30) days in any one adjournment.

Section 6. Meeting by Telephone. The Board or any committee of the Board may participate in a meeting of the Board or of such committee, by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other.

Section 7. Quorum. The number of Trustees which shall constitute a quorum for the transaction by the Board of business of the Corporation shall be one (1) number greater than half of the total number of Trustees, rounding up.

Section 8. Voting. At all meetings of the Board, each Trustee is to have one (1) vote.

Section 9. Action Without a Meeting. Notwithstanding any other provisions of these Bylaws, any action which the Board may take at any meeting of the Board may be taken without a meeting if, prior to or subsequent to the action, at least a majority of the Trustees consent in writing to such action and their written consents are filed with the minutes of proceedings of the Board.

ARTICLE V
OFFICERS

Section 1. Officers. The officers of the Corporation shall be the President, the Vice-President, the Secretary and the Treasurer. The immediate Past-President shall be an ex-officio officer of the Corporation. Any officers may also serve as members of the Board of Trustees. All officers are elected for a term of one (1) year by the Board of Trustees at the annual meeting. An officer, upon the expiration of his or her term of office, may become eligible for re-election to office or for any other office of the Corporation.

Section 2. President. The President shall preside at all meetings of the Board of Trustees and shall perform such other duties as may be prescribed in these Bylaws or as may be delegated to him or her by the Board of Trustees. The President shall enforce the Bylaws of the Corporation, decide all questions of order, declare the results of all elections, appoint all committees, sign or designate another officer to sign all money orders for monies ordered paid, and shall serve as ex officio on all committees. Without limiting the generality of the foregoing, the President shall sign and execute in the name of the Corporation all duly authorized contracts and other documents and writings.

Section 3. Vice-President. The Vice-President shall exercise all the functions of the President in his absence, and shall succeed to the office of the Presidency in case of a vacancy of said office. The Vice-President shall perform and all duties as may be authorized in the Bylaws.

Section 4. Secretary. The Secretary shall record the minutes of all regular and special meetings and send them to the members with meeting notices, take care of the correspondence of the Corporation as directed by the President, keep the permanent records of the Corporation, keep notes of the Board of Trustees' meetings, act as a clearing house for mailings to the membership and assist the Board of Trustees as directed by the President. The Secretary shall perform any and all other duties as may be authorized in the Bylaws.

Section 5. Treasurer. The Treasurer shall keep an accurate account of the membership by category and dues collected, record all receipts and disbursements in accordance with proper accounting procedures, maintain and monitor all accounts, both operational and other, give an accurate treasurer's report at each meeting, recommend fiscal policies and changes in dues to the Board of Trustees and assist the Board of Trustees as directed by the President. The Treasurer shall perform and all other duties as may be authorized in these Bylaws.

Section 6. Delivery of Official Material. All officers shall deliver to their respective successors, all documents and records relating to their offices, not later than ten (10) days following the election of their successors.

Section 7. Election of Officers. The officers shall be nominated and elected by the Trustees at elections which shall be held at the annual meeting in July of the election year. Nominations shall be taken at the annual meeting; provided, however, that nominations of officers shall remain open until the time of election. Any candidate who wishes to be nominated but cannot be present at the annual meeting must send a written notice to the Secretary by no later than the call to order of the annual meeting. Each nomination must be seconded. A quorum of the Trustees must be present at the election. Election shall be by majority vote of the Trustees constituting a quorum, and may be by secret ballot.

Section 8. Resignations; Removal. Any officer can resign by delivering a written resignation to the Secretary or the President. Any officer can be removed for incompetency, inattention to the duties of their office or conduct unbecoming the office by a majority vote of the Trustees at any regular or special meeting of the Board at which a quorum is present. In addition, any officer who is absent for five (5) consecutive meetings, unless excused, may be removed from office by a majority vote of the Trustees.

Section 9. Vacancy. In case of vacancy of the Office of President, the Vice-President shall immediately succeed to the Office of the President and serve for the remainder of the term. In case of any other vacancy in office during a year on account of the resignation, removal, death or incapacity of any officer shall be filled for the unexpired portion of the term of the affected officer by a majority vote of the Trustees at a special meeting of the Board.

ARTICLE VI
RECOGNITION

The Corporation shall present to every regular member upon retirement an appropriate token of appreciation for their years of service to the profession and shall bestow upon regular members, who have retired from full-time service as School Business Officials for twenty years, the title of Emeritus Member.

The Corporation shall formalize the practice of presenting outgoing President with a gift, the cost of which shall be determined each year by the Board of Trustees exclusive of the President.

ARTICLE VII
COMMITTEES

Section 1. Committees. The Corporation shall have the following standing Committees:

1. The Executive Committee shall consist of the President, the Vice-President, the Secretary, the Treasurer, the immediate Past-President, the County School Business Administrator, ad at least three but not more than four other members appointed by the President.

    a) The Executive Committee shall meet at the call of the President in the event that urgent Corporation deliberation is required between the regular meetings of the full Board of Trustees or in months when no regular meeting is planned.

    b) All deliberations of the Executive Committee must be reported at the very next meeting of the full Board of Trustees and any actions that had to be taken must be presented for ratification.

c) Meeting of the Executive Committee may be called by the President for planning sessions regarding goals, policies, committee appointments and other leadership requirements of the Corporation.

2. The Membership and Welfare Committee shall consist of a minimum of three members. The duties of the Membership and Welfare Committee shall be to interest Business Officials in the work and objectives of the Corporation to the end that they may become members. Also, they are to send gifts, cards or notes, as the case may be, to members who are ill or bereaved.

3. The Auditing Committee shall consist of a minimum of three members. The Committee shall examine the accounts, papers and vouchers of the Treasurer at the end of the fiscal year and shall report in writing at the September meeting to the membership its findings, and comment thereon.

4. The Nominating Committee shall consist of a minimum of three Past-Presidents. The Nominating Committee shall submit to the membership a slate of suitable candidates to be voted upon for trustees.

5. The Board of Trustees shall appoint special committees as deemed necessary and may appoint liaisons to other professional organizations.

ARTICLE VIII
CHARITABLE, EDUCATIONAL AND SCIENTIFIC PURPOSES

No Trustee, officer or employee, member of a committee, volunteer or person connected with the Corporation, or any other private person, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, that this prohibition shall not prevent the payment to any such persons of such reasonable compensation for services rendered and reimbursement for reasonable expenses incurred on behalf of or for the benefit of the Corporation as shall be necessary or desirable in effecting any of the purposes of the Corporation or the Corporation's making payments and distributions in furtherance of the Corporation's purposes as set forth in the Corporation's Certificate of Incorporation. No such person or persons shall be entitled to share in a distribution of any of the corporate assets upon the dissolution of the Corporation. Unless otherwise compelled or required by law, dissolution of the Corporation in accordance with this Article V shall occur pursuant to a plan of dissolution adopted by at least three (3) of the Trustees of the Corporation or by a number one (1) greater than half of the total number of Trustees rounding up if the total number of Trustees is greater than four (4).

All Trustees of the Corporation shall be deemed to have expressly considered and agreed that, upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute the assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax codes, as the Board of Trustees determines. Any such assets not so disposed shall be disposed of by the Superior Court of Bergen County, New Jersey, exclusively for such purposes or to such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for charitable purposes.

ARTICLE IX
CHARITABLE STATUS

Notwithstanding any other provision of these Bylaws, no Trustee, officer or 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 which is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, from time to time, and its Regulations as they now exist or as they may hereafter be amended, and by an organization, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), and Section 2522(a)(2) of such Code and Regulations thereunder as now exist or as they may hereafter be amended.

ARTICLE X
INDEMNIFICATION OF TRUSTEES AND OFFICERS

The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by law, including without limitation as permitted by N.J.S.A. 15A:3-4 or corresponding section of any future New Jersey Nonprofit Corporation Act.

ARTICLE XI
CONFLICT OF INTEREST

A Trustee shall have a duality of interest or possible conflict of interest only in the event a Trustee or an affiliate or employer of a Trustee shall be engaged or under consideration by the Corporation with respect to rendering services or providing goods on a compensated basis to the

Corporation or to any individual or entity which is or may become affiliated with the Corporation and such services or goods are or may become the subject matter of Board action. A duality of interest or possible conflict of interest of a Trustee shall be disclosed to the other members of the Board in detail as to the nature of the goods or services, the relationship of the affected parties and the remuneration or compensation, direct or indirect, derived or to be derived and the disclosures shall be made a matter of record when the pertinent matter becomes a matter of Board action.

If a contract or other transaction involving a Trustee having a duality of interest or possible conflict of interest is fair and reasonable to the Corporation, the Trustees may authorize or ratify the same by unanimous written consent of the Trustees, provided at least one consenting Trustee shall be disinterested, or by the vote of a majority of the disinterested Trustees at a meeting of the Board, even though the disinterested Trustees may be less than a quorum of the Board. An interested Trustee present at a meeting may be counted for purposes of a quorum. The minutes of the meeting shall reflect if disclosure is made and whether a quorum was present with respect to action by the Board on such matter.

None of the requirements of this Article XI shall be construed as preventing an interested member of the Board from briefly stating his position in a matter, nor from answering pertinent questions of other Board members since his knowledge may be of great assistance to the Board. The conflicts policy of the Corporation shall be reviewed annually for the information and guidance of members of the Board, and any new Trustee shall be advised of the policy upon entering the duties of his office.

ARTICLE XII
MISCELLANEOUS

Section 1. Parliamentary Authority. ROBERT'S RULES OF ORDER, REVISED, shall govern the conduct of all meetings of the Corporation. The Secretary of the Corporation shall serve as parliamentarian.

Section 2. Agenda. The following items shall constitute the agenda for the general meeting of the Corporation. The order of presentation shall be determined by the President.

1. Call to Order
2. Reading, correction, adoption of previous minutes
3. Report of Treasurer
4. Correspondence
5. Report from County Office
6. Report of Standing Committees
7. President's Report
8. Report of Special Committees and Liaisons
9. Old Business
10. New Business
11. Program Presentation
12. Adjournment

Section 3. Fiscal Year. The fiscal year of the Corporation will be the period beginning July 1st and ending June 30th.

Section 4. Amendment of Bylaws. These Bylaws, or any part hereof, may be amended, revised or rescinded at any annual, regular or special meeting of the Board at which a quorum is present, by the affirmative vote of no less than a majority of the Trustees present; provided, however, that any such amendment, revision or rescission must be proposed in writing at a regular meeting. A general statement of the proposal to amend, revise or rescind as aforesaid and the text of such amendment, revision or rescission shall be included in the notice of meeting.

Section 5. Nondiscrimination. Whenever reference in these Bylaws is made to the masculine pronoun, it should be construed as including both the masculine and feminine gender. In addition, in its affairs and conduct of its business, the Corporation shall not discriminate as to any person on account of age, race, creed, color, sex, marital status, national origin or handicap.

Section 6. Force and Effect. These Bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the "Act") and the Certificate of Incorporation of the Corporation, as they respectively be amended from time to time. If any provision of these Bylaws shall be in conflict with a provision of the Act or the Certificate of Incorporation, then the provision of the Act or the Certificate of Incorporation shall govern to the extent of any such conflict.

Adopted: