



## THE BY-LAWS OF E.S.D.C.T.A., Inc.

3/30/2008

As approved on 3/12/2008

### ARTICLE I NAME AND INCORPORATION

Section 1. Name: The name of this corporation shall be E.S.D.C.T.A., Inc. The alternate name of the Association shall be Eastern States Dressage and Combined Training Association. It shall be referred to in this document as either ESDCTA or “The Association”.

Section 2. Purpose:

- A. The Corporation shall be a non-profit corporation organized under the laws of the State of New Jersey and its purposes are exclusively charitable and educational as set forth in the Certificate of Incorporation.
- B. The purpose of the Association is to promote and encourage a high standard of accomplishment of horsemanship and sportsmanship, with particular emphasis on dressage and eventing, primarily through educational programs. To further this purpose the Association will work closely with local, regional and national organizations.
- C. The activities of the Association are limited to those activities consistent with Section 501(c)(3) of the Internal Revenue Code.
- D. No trustee, member, or officer of the corporation shall, as such, receive or become entitled to receive at any time any part of the net earnings or other net income of the corporation; nor shall any part of the net earnings of the corporation inure to the benefit of any person, except as reasonable compensation for services rendered and reimbursement for expenses incurred in conducting its affairs and carrying out its purposes; nor shall a substantial part of the activities of the corporation be carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of this Certificate of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or

(b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

- Section 3. Objectives: The objectives of the Association shall be improve the general understanding of dressage and eventing and to educate the public regarding the United States Equestrian Team's international competition in dressage and eventing. The Association's objectives shall be realized by any means permitted pursuant to the Association's Certificate of Incorporation and By-laws and shall include, without limitation:
- A. Serving and promoting the best interests of the sports of dressage and eventing.
  - B. Assigning dates to all competitions registered with the Association.
  - C. Conducting educational clinics and forums advancing the best interest of dressage and eventing.
  - D. Conducting dressage and eventing competitions when in the best interests of the membership and the sport.
  - E. Working with the United States Equestrian Federation (USEF), United States Dressage Federation (USDF), United States Eventing Association (USEA), United States Equestrian Team (USET), other non-profit national, regional and local organizations having similar objectives to train horses, riders and judges in the principles of dressage and eventing.
  - F. To provide all members the opportunity to actively participate in matters of policy, management and activities of the Association.

## **ARTICLE II            MEMBERSHIP**

Section 1. Membership Year: Membership in the Association shall run from November 1 to October 31 of the following year.

Section 2. Classes of Membership: Members consist of those persons who have joined the Association in one of the classes listed below:

### **I. SUBSCRIBING MEMBERS**

- A. **LIFE Member**: Those persons who have made a single lifetime payment of dues as provided herein. As of the 2007 Membership year, no new Life Memberships will be offered; however, existing life memberships prior to 2007 will be honored with the remittance of the member's annual USDF membership pass through fee. Until the fee is remitted their membership is considered inactive.
- B. **INDIVIDUAL Member (SENIOR)**: Those persons who have reached their nineteenth birthday by January 1 of the current membership year and who have paid annual dues as provided herein.

- C. INDIVIDUAL Member (JUNIOR): Those persons who have not reached their nineteenth birthday by January 1 of the current membership year and who have paid annual dues provided herein.
- D. FAMILY Member: Shall include both parents who have paid annual dues as provided herein, and shall also include all junior members of that family. Only two members of any one family, however, shall be registered as Group Members with the USDF. Additional individual family member registrations may be obtained at an annual fee at the established rate of the USDF Group Member fee.
- E. BUSINESS Members: Proprietors, companies, farms, corporations, or professionals who have paid annual Business Member dues to ESDCTA as provided herein for the purpose of financially supporting the Association.

## II. HONORARY MEMBERS

Distinguished members of the equestrian community who have displayed interest in the activities of ESDCTA are granted lifetime membership rights while paying no dues. Honorary members are designated by a 66% majority vote of the Board of Trustees. Honorary membership may be rescinded by a 66% majority vote of the Board of Trustees. Under the New Jersey Nonprofit Corporation Act, Honorary Members shall not have the rights of subscribing members.

Membership in ESDCTA is open to all persons, regardless of race, religion, sex, age or national origin.

The ESDCTA Board of Trustees reserves the right to deny membership to any person or business if it is determined that membership would not serve the best interests of the Association. A 66% majority vote of the Board of Trustees is required to deny membership.

### Section 3. Suspension or Revocation of Membership:

- A. A business or individual is considered to be a member in good standing for the current membership year upon payment of annual dues and any payment of any prior debt owed the organization.
- B. Any member delinquent in dues or pass through fees as of February 1 of the year due shall be an inactive member to be reinstated upon payment of annual dues.
- C. Any member found to be in arrears to the Association shall be a member not in good standing. Members not in good standing are not eligible to ride or enter any horses in ESDCTA shows or clinics. Furthermore, no scores will be accepted for Year End awards if the scores were earned while the member was not in good standing. If they should compete at any ESDCTA shows during this time, their scores will be invalidated and the classes repined. A member can return to good standing upon receipt of full payment (including any services fees or applicable late charges) by cash, certified check or money order. If payment is made by a regular check, the check must clear the bank before a member is considered in good standing

- D. Membership in ESDCTA may be revoked for any cause, speech or action judged to be detrimental to the best interests of the Association, by a 66% majority vote of the Board of Trustees. The member in question shall be given a full opportunity for defense before the Board before such action is taken. Reinstatement may be requested after one year by satisfactorily demonstrating the removal of the cause and paying any indebtedness to the Association. Such reinstatement will require a 66% majority vote of the Board of Trustees.

Section 4. Annual Dues: The annual dues for membership shall be determined by a majority vote of the Board of Trustees no later than two (2) months prior to the end of the year, when membership renewal forms are sent out. Any proposed change in dues shall be presented to the Board of Trustees by the Finance Committee no later than three (3) months prior to the end of the year and must be approved by a 66% majority vote of the Board of Trustees.

Annual dues paid to ESDCTA will include the assigned USDF annual fee for General Membership. All Life Members must pay the USDF annual fee in order for their membership to be reported to USDF.

Section 5. Rights and Privileges:

- A. All members shall be entitled to participate in all activities of the Association.
- B. Voting: All senior subscribing members, nineteen years of age as of January 1, shall be entitled to one vote and shall be eligible to hold office.
- C. Business members have the privilege of one vote and may hold one office but they must designate an individual to do so. Business members are not eligible for individual awards or participation in team competitions.

### **ARTICLE III            BOARD OF TRUSTEES**

Section 1. Officers:

- A. The officers of the Association shall consist of a President, Vice President of recruiting, Secretary, and Treasurer. Each officer shall be a member in good standing of the Association.
- B. In the event of resignation or death of any officer(s) or committee chairmen, the Board of Trustees will fill such vacancy(s) for the un-expired portion of the term. The President shall appoint a replacement, with the approval of the Board within thirty days of vacancy.
- C. All pertinent records must be transferred to the new officer(s) within fourteen (14) days of replacement.

Section 2. Executive Board:

There shall be an Executive Board consisting of the officers of the Association, plus the two elected Member-At-Large representatives to the Board of Trustees, the Education Chair, the Competitions coordinators for Dressage and Eventing, the Marketing Chair, and the Finance Chair. The duties of the Executive Board are detailed in Article IV, Section 6. All members of the Executive Board must be members in good standing of the Association.

Section 3. Board of Trustees:

- A. There shall be a Board of Trustees consisting of the Executive Board, the Representative to the New Jersey Equine Advisory Board, and the chairs of the Membership, Volunteer, Jr/YR and Year End Awards committees. All members of the Board of Trustees must be members in good standing of the Association.
- B. The President of the Association shall be Chairman of the Board of Trustees.
- C. The Board of Trustees shall meet monthly or at the request of the Chairman of the Board but no fewer than four (4) times per year.
- D. The minutes of each Board of Trustees meeting shall be available by mail to all members who provide a stamped, self-addressed envelope to the Recording Secretary.

Section 4. Roles of Executive Board Members

- A. Competitions - Dressage: shall coordinate all recognized dressage competitions managed by the organization, working with the other committees for volunteers, marketing and sponsorship, and shall appoint a representative to the United States Dressage Federation.
- B. Competitions – Eventing: shall coordinate all recognized eventing competitions managed by the organization, working with the other committees for volunteers, marketing and sponsorship and shall appoint a representative to the United States Eventing Association.
- C. Education: shall oversee educational committee activities of the whole club. Work with individual committees on their educational programs and general interest education activities. Act as liaison between other GMOs and C.T.A.s on educational opportunities that are available with us and other clubs that our membership might be interested in.
- D. Finance: shall supervise the preparation and implementation of the Association's annual budget with any modification thereof and shall perform such other duties as may be assigned by the Board of Trustees. Shall also ensure that a budget for the upcoming year is prepared and submitted to the Board of Trustees so that it may be approved prior to the upcoming fiscal year.
- E. Marketing: Shall oversee all publicity, sponsorship, advertising and publications; shall publicize and promote the Association and its activities. This is done through the subcommittees that report to them.

Section 5. Off-board Positions

- A. The board shall create and remove at its pleasure committees that are not on the board, but help to fulfill E.S.D.C.T.A.'s mission or support operations. The chairs of these standing committees will report to a member or chair of the Executive Board, but they do not get a vote. They may, however, vote in the absence of their respective Executive Board member, if they are designated by the board member or the president to do so.

Section 6. Removal: The Board of Trustees may remove from office any Director or Officer whose actions are judged to be detrimental to the best interests of ESDCTA, or who fails to attend the required amount of Board meetings. Removal of a Director requires 66% vote of the total Board Membership. Removal of an Officer requires a unanimous vote of all remaining members of the Board of Trustees. An officer whose removal is to be considered shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal. Such removal shall not prejudice his/her rights as a general member of ESDCTA.

Section 7. Expenditures:

- A. The Board of Trustees is authorized to expend those funds deemed necessary to carry on the work of the Association.
- B. The annual budget of the Association for the upcoming year shall be approved by the Board of Trustees no later than the last meeting of the current fiscal year.

**ARTICLE IV COMMITTEES**

Section 1. The President shall appoint all Committees and working groups as may be required by the by-laws or as deemed necessary to carry on the work of the Association. The President shall be an ex-officio member of all ESDCTA Committees except the Nominating Committee. Committees and working groups shall report to an Executive Board position as decided by the Executive Board at the time of their inception, who, in turn reports to the President. Unless otherwise indicated, all positions report to the President.

Section 2. General Provisions:

In addition to the provisions for standing committees, the Board of Trustees, by resolution approved by a majority of the entire Board, may appoint from among the Trustees one or more committees, of one or more members (which may include persons who are not Trustees, provided that at least one member of each committee shall be a Trustee and that any act of any committee which has members which are not Trustees shall be advisory, shall not bind the Board or the Association and shall be subject to Board approval) each of which, to the extent provided in the resolution, shall have and may exercise the authority of the Board, except that no such committee shall:

- (a) make, alter or repeal any by-law of the Association

- (b) elect, appoint or remove any Officer or Trustee or
- (c) amend or repeal any resolution previously adopted by the Board.

The Board, by resolution adopted by a majority of the entire Board, may:

- (a) fill any vacancy in such committee;
- (b) appoint one or more persons to serve as alternate members of any such committee, to act in the absence or disability of members of any such committee with all the powers of such absent or disabled members of a committee;
- (c) abolish any such committee at its pleasure; or
- (d) remove any members of such committee at any time, with or without cause.

Each committee is authorized to spend such sums as has been approved within the annual budget. Expenditures outside of the approved budget will require Board approval.

Section 3. Required Standing Committees (Board and Off-board):

- A. Activity Registration/Calendar (Off-board): shall be responsible for reviewing facilities and show procedures and for providing resources for technical advice to show management. Shall assign dates to all competitions seeking to be registered with the Association. Upon recommendation of the committee and with approval of the Board of Trustees, registration may be withdrawn from or denied to any competition organizer. In addition, this committee shall schedule and monitor the calendar of ESDCTA registered activities.
- B. Educational Grants (Off-board – reports to Education): shall solicit and review applications from members in good standing and select recipients of the annual educational grants.
- C. Equipment (Off-board – reports to Competitions – Dressage): shall maintain a written and photographic inventory of the Association’s equipment and shall monitor the location and condition of said equipment. Shall solicit and work with organizations desiring to use and / or rent ESDCTA-owned equipment.
- D. Year End Awards (Board): shall record the results of all ESDCTA registered competitions and determine the recipients of the year-end awards.
- E. Junior/Young Rider (Board): shall be responsible for activities to promote educational activities, experiences, etc. for the club’s Junior and Young Rider members. This may also include activities aimed at recruiting new Junior and Young Rider members to the organization. There will be a focus on both dressage and eventing activities.
- F. Membership (Board – reports to VP - recruiting): shall be responsible for collecting dues, keeping an accurate up-to-date membership list, providing labels of the membership list to both the newsletter chairman and the omnibus chairman, and, upon request, making the membership list available to committee chairmen. In addition, the Membership committee is required to submit a list of membership to the Treasurer periodically for payment of USDF dues by their required date. The Membership chair will submit information to USDF and USEA as requested by those organizations.

- G. **New Jersey Equine Advisory Board (“NJEAB”)** (Board): shall fill the seat held by the Association on the NJEAB and attend the meetings, representing the best interests of the Association.
- H. **Newsletter** (Off-board – reports to Marketing): shall be responsible for editing and publication of the Association newsletter
- I. **Nominating** (Off-board – reports to VP-recruiting): shall prepare and deliver a proposed slate of officers to the Board of Trustees for review and ratification, as per the following procedure:
- The Nominating Chairman will appoint a Nominating Committee of no fewer than five members, the majority of which should represent past presidents of the Association. Furthermore, members of this committee should represent a geographic area as large as possible in order to serve members from all locations.
- The Nominating Committee will be responsible for the presentation of a slate of candidates to fill the seven positions on the Steering Committee. The slate shall be presented to the Board no later than the July Board meeting so that biographies of the approved candidates can be presented to the general membership in the August ESDCTA newsletter.
- J. Omnibus (Off-board – reports to Marketing): shall be responsible for editing and publication of the Association Omnibus.
- K. **PR Coordinator** (Off-board – reports to Marketing): shall be responsible for public relations between the organization and the public (including the membership).
- L. **Sponsorship – Competitions** (Off-board – reports to Marketing): shall be responsible for getting sponsors for the organization’s competitions. This would include cash and in-kind donations in accordance with the club’s marketing plan
- M. **Sponsorship – Education** (Off-board – reports to Marketing): shall be responsible for getting sponsors for the organization’s educational activities. This would include cash and in-kind donations in accordance with the club’s marketing plan
- N. **USEA Representative** (Off-board – reports to Competitions – Eventing): This person shall be responsible for working with the national organization for eventing, the United States Eventing Association, in order to receive pertinent information for our organization. This includes representing us (or appointing a substitute) at Area and National meetings.
- O. **USDF Representative** (Off-board – reports to Competitions – Dressage): This person shall be responsible for working with the national organization for dressage, the United States Dressage Federation, in order to receive pertinent information for our organization. This includes representing us (or appointing a substitute) at regional and National meetings.
- P. Volunteer (Board – reports to VP –recruiting): shall develop and execute programs that recruit, train, and reward the many volunteers needed to conduct the activities of the Association. They will manage any volunteer programs (or have a designee).

Section 4. Temporary Committees:

- A. Temporary Committees may be established for conducting specific activities in support of ESDCTA.
- B. Temporary Committees and the Chairperson of same may be established by the President upon approval of the Board.
- C. The Temporary Committee may be terminated upon completion of its specific project. The chairperson and/or any members may be removed by a unanimous vote of the members of the Board of Trustees.

Section 5. Committee chairmen and staff are appointed by the President, with majority approval by the officers. All committee chairmen and staff shall serve for a term of one year. They shall be eligible to succeed themselves.

Section 6. Duties of the Executive Board

- A. The Executive Board shall be authorized and responsible for executing the following duties:
  - (i) To carry out policies established by the Board of Trustees.
  - (ii) To assist the Board of Trustees in establishing the broad direction for the total affairs of the Association so as to ensure its long-term growth and development.
  - (iii) To select, employ, direct and develop and to maintain personnel policies and practices for the Association with the advice and consent of the Board of Trustees.
- B. The President of the Association shall be vested with authority to manage the business and affairs of the Association subject to the Certificate of Incorporation, these Bylaws and the policies of the Board of Trustees. The President shall be the Chief Executive Officer of the Association, Chairperson of the Board of Trustees and is duly authorized to represent the Board of Trustees and the Association in all matters for which the Board of Trustees has not formally designated some other body to act. He/she shall, with the Treasurer, sign all contracts and obligations. He/she shall be an ex-officio member of all committees except the Nominating committee. The President, during his/her tenure in office, shall be a voting member of the Board of Trustees and is required to participate in the vote of all matters or abstain for the record. The President shall be authorized and responsible for executing the following duties:
  - (i) To carry out policies established by the Board of Trustees.
  - (ii) To lead the Executive Board to assist the Board of Trustees in establishing the broad direction for the total affairs of the Association so as to ensure its long-term growth and development.

- (iii) To ensure that the assets, buildings and property of the Association are maintained in good state of repair and operation and to supervise all business affairs of the Association, including the collection and expenditure of funds and the maintenance of adequate insurance coverage to the best possible advantage of the Association.
- (iv) To prepare, in conjunction with the Finance Committee, the annual budget of the Association showing the expected receipts and expenditures for the upcoming fiscal year.
- (v) To prepare and submit special reports that may be required by the Board of Trustees.
- (vi) To preside at all meetings of ESDCTA, including Board meetings, general membership meetings and the annual meeting.
- (vii) To prepare agendas for all Board meetings.
- (viii) To serve as the chief liaison officer for all official communications of the Association, Board of Trustees, and any of its committees with any parties who are not members of the Association.
- (ix) To perform any other duties that may be necessary to serve the best interests of the Association.
- (x) To ensure that all routine and extraordinary business carried out by the Board of Trustees or any of its committees is conducted in accordance with the policies, procedures and Bylaws of the Association.

It is understood that the President may delegate such of the aforesaid responsibilities as he/she shall deem appropriate.

The President may, at any time, call a meeting of the Board or Steering Committee.

- B. The Vice President shall, in the absence of the President or upon request, perform all duties of that office. In the event of the death or resignation of the President, the Vice President shall fulfill the un-expired term.
- C. The Secretary shall keep the minutes of all meetings of the Board of Trustees, the officers' and the general meetings. The Recording Secretary shall send copies of the minutes of the Board of Trustees meetings to the Board of Trustees and staff and to any member of the Association who so requests and provides a stamped self-addressed envelope. They shall give notice of Board of Trustees meetings, conduct all official correspondence of the Association and shall read orally or supply copies of the communications at meetings of the Board of Trustees, as requested. A file of all correspondence shall be kept by the Secretary.

- D. The Treasurer shall also serve as the registered agent of the corporation with the following duties: the collection and disbursement of all of the Association moneys; the maintenance and filing of all financial, tax and state and federal regulatory documents; assist in the preparation of the Association's annual budget; and present a financial statement at each Board of Trustees meeting and to the Association at its annual meeting. Financial records are to be audited by an outside organization every 5 years or each time a new treasurer takes office.
- E. Members-at-large are representatives of the Association whose duty is to represent the general membership to the Steering Committee and Board of Trustees. One of them should represent the interests of Dressage and the other the interests of Eventing. In addition, they should help in the recruiting of new members. They shall attend meetings of the Board of Trustees and assist at any or all functions of the Association.
- F. Each officer and Member-at-Large, at the expiration of his/her term of office, or in the case of resignation, shall transfer all records pertaining to the office to the succeeding officer within two weeks.
- G. Un-expired terms of office of Executive Board members shall be filled at the discretion of the President.

## **ARTICLE V ELECTIONS**

### Section 1. Election of the officers and members at large:

- A. Prior to the election the following shall have taken place: the nominees presented to the Board of Trustees will have expressed a willingness in writing to serve, and the nominees, with their qualifications, will be presented to the Association in writing, at least 45 days prior to the election. Other names may be added by any member contacting the Nominating Committee in writing within ten (10) days. The ballot for the officers and members at large will be published 30 days prior to the election and may be printed in the September newsletter.
- B. The balloting shall be by a plurality of those votes received from the membership through a mail ballot or by a plurality of those present (and eligible to vote) at a general meeting of members at which there is a quorum (defined as 10% of the current membership). If mailed, the ballot for membership vote will be mailed via first class postage, during mid-September, but no later than September 30.
- C. Election of the officers and members at large will be determined by a plurality of the total votes received prior to November 1 of each year.

### Section 2. Terms of Office:

All officers and the two members-at-large shall serve for a term of one year beginning January first. The President and Vice-president shall be eligible to succeed themselves but shall serve for no longer than three consecutive terms. The same shall hold true for

the two elected Member-at-Large representatives to the Board of Trustees. All other elected officers shall have no limit on the number of terms of service.

## ARTICLE VI MEETINGS

- Section 1. Quorum: In order to conduct business or take a binding vote, a quorum shall be present. A quorum is defined as two thirds (truncated, not rounded) of the voting members of the Board of Trustees or of members present at a general meeting.
- Section 2. The annual meeting of the Association shall be held during the month of January each year on such day and at such time and place as the Board of Trustees may designate. The Board of Trustees must give at least 30 days written notice of the annual meeting to all Association members. The order of business will be: (1) election of officers (unless election has taken place previously by publication), (2) presentation of the newly elected officers, (3) committee reports, and (4) adjournment.
- Section 4. Vote:
- A. Binding Vote: At all meetings a vote of the majority of the members present who comprise a quorum at that meeting shall be deemed binding.
  - B. Tie Vote: In the event of a tie vote (on matters not requiring a 66% approval of the board), the President's vote shall override the tie.
  - C. Proxy Vote: Members of the Board of Trustees may vote by Proxy if executed in Writing and filed with the Secretary. Proxy must be by letter, fax, or electronic mail to the Recording Secretary and be available for Board review if requested. Said proxy must bear the signature of the authored Board member if in letter or fax.
  - D. Action Without Meeting. The Board of Trustees or any committee\* of the Board may act without a meeting if, prior or subsequent to such action, *each* Trustee or committee member shall consent verbally, and followed up in writing, to such action. Such written consent or consents shall be filed with the minutes of the meeting and presented for declaration and/or discussion at the next scheduled meeting.
  - E. Meeting by Telephone. The Board or a committee\* of the Board may participate in a meeting of the Board or 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 5. The current edition of Robert's Rules of Order may be employed to provide guidance to the Association in all parliamentary situations that are not provided for in these By-laws.

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\* Persons who are not Trustees should not be members of a committee if the committee will have the power to bind the Association to any act. Accordingly, if the committee will merely report to the Board, the committee may include non-Trustee members.

- Section 6. General meetings may be called by the Board of Trustees. The Board must give at least 10 days written notice to all members.
- Section 7. Meetings of the Executive Board must be called by the President at least once a year at such time and place as the President designates, or more often, as needed.
- Section 8. Special Meetings of the Members and the Board.

Special meetings of the Members or the Board for any purpose or purposes may be called at any time by the President or by any three of the Trustees. Such meetings of Trustees shall be held upon not less than two days' notice given personally or by telephone or telegraph, fax or electronic mail, or upon not less than four days' notice given by depositing notice in the United States mails, postage prepaid. Such meetings of Members shall be held upon not less than ten nor more than sixty days' notice given by depositing notice in the United States mails, postage prepaid. Such notice shall specify the time, place and nature of the meeting.

## **ARTICLE VII AMENDMENT TO BY-LAWS**

- Section 1. These by-laws may be altered, amended or repealed by the Board. Written notice of any such by-law change to be voted upon by the Board shall be given to each member of the Board of Trustees not less than 10 days prior to the meeting at which such change shall be proposed.

## **ARTICLE VIII CONFLICTS OF INTEREST**

- Section 1. Any duality of interest or possible conflict of interest on the part of any member or officer shall be disclosed to the Board of Trustees and made a matter of record, either through an annual statement or when a transaction in which an officer or Board member has a conflict of interest becomes a matter of Board of Trustees action.
- Section 2. Any member or officer having a duality of interest or possible conflict of interest on any matter shall not vote or use his/her personal influence on the matter. The minutes of the meeting shall reflect that a disclosure was made and the abstention from voting.
- Section 3. The foregoing requirements should not be construed as preventing the member or officer from briefly stating his/her position in the matter, nor from answering pertinent questions of other members or officers since his/her knowledge may be of assistance.
- Section 4. Except for contracts and transactions between the Association and an affiliated corporation, any contract or other transaction entered into between the Association and one or more members or officers of the Association or any other corporation, firm, association or other entity in which one or more members or officers are directors, trustees or officers or have a significant financial, personal, professional, political or other influential interest, may be declared void or voidable by the Board of Trustees unless Art. VII, Sec. 1 shall have been satisfied.

## **ARTICLE IX                    ADDITIONAL PROVISIONS**

- Section 1.     Indemnification of Officers and Trustees: The Association shall indemnify any and all persons who may serve or who have served at any time on the Board of Trustees and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlements (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or which may be asserted against them or any of them, by reason of being or having been a member of the Board of Trustees of the Association, to the full extent permitted by Section 15A:3-4 of the New Jersey Non-Profit Corporation Act, as the same may be amended from time to time. To the extent that any one of those indemnified is liable for gross negligence, willful misconduct, or any criminal act, they will not benefit from said indemnification.
- Section 2.     Gender: Reference in these Bylaws to a particular gender shall be equally applicable to persons of either sex.
- Section 3.     Articles and Other Headings: The article and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.
- Section 4.     Dissolution: Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any trustee, member or officer of the corporation but shall be distributed in accordance with law, provided, however, that the distribution must be to another organization exempt under the provisions of Section 501(c)(3) of the United States Internal Revenue Code or to the United States, or a State or local government, for a public purpose.
- Section 5.     Force and Effect of By-laws: These by-laws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the "Act") and the Certificate of Incorporation as they may be amended from time to time. If any provision in these by-laws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.
- Section 6.     Compensation: Neither Members, Trustees nor Officers shall receive any fee, salary or remuneration of any kind for their services in such capacities, provided, however, that Members, Trustees and Officers may be reimbursed for reasonable expenses incurred with approval of the Board upon presentation of vouchers for all expenditures exceeding \$25.

## **ARTICLE X                    CONTRACT BETWEEN THE ASSOCIATION AND ITS MEMBERS**

- Section 1.     The Board of Trustees has the final decision regarding any disagreements related to any contracts, agreements (explicit or implied) between the Association and any of its members. Members waive the right to pursue any other remedy.

**ARTICLE XI            FISCAL YEAR**

Section 1.        The fiscal year of the Association shall be January 1 through December 31.