

The Education Foundation of South Brunswick Township, Inc.

**BY-LAWS OF  
THE EDUCATION FOUNDATION OF  
SOUTH BRUNSWICK TOWNSHIP, INC.  
(A NON-PROFIT CORPORATION)**

**ARTICLE I**

The Education Foundation of South Brunswick Township, Inc. (the "Corporation") is organized for the following purposes:

1. To foster supportive community and private sector relationships to service the interests and needs of the youth of South Brunswick, New Jersey;
2. To inform the community about the strengths of and challenges faced *by* the South Brunswick public schools;
3. To serve as a catalyst to support and enhance school improvement programs that heighten learning opportunities for children;
4. To provide grants to teachers and the school district to develop innovative: programs and activities in science and technology, fine and performing arts, language, research and culture;
5. To provide grants to South Brunswick Township educational staff members to initiate quality projects consistent with the goals of the Foundation and to bring positive attention to the South Brunswick Township public schools;
6. The making of distributions, for educational purposes, to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or any successor statute;
7. To seek donations of equipment and funds from businesses or individuals to support the Foundation's educational goals and purposes; and
8. To engage in any activity within the purposes for which corporations may be organized under the New Jersey Nonprofit Corporation Act.

**ARTICLE  
II SEAL**

The Corporation shall have a seal with the name of the Corporation, the year of its organization, and the words "Corporate Seal", "Not for Profit" and "New Jersey" thereon.

**ARTICLE III  
OFFICERS AND AGENT**

The registered office of the Corporation shall be located at 18 Pullman Loop, Dayton, NJ 08810. The Corporation may also establish and have offices at such other place or places as may from time to time be designated by the Board of Trustees. The registered agent of this Corporation at such office is Martin Abschutz.

# The Education Foundation of South Brunswick Township, Inc.

## **ARTICLE IV MEMBERS**

The Corporation shall not have members.

## **ARTICLE V MEETINGS OF CORPORATION**

1. ANNUAL MEETING. The annual meeting of the Corporation for the election of Trustees and for the transaction of such other business as may properly come before the Trustees at such meeting, will be held at 231 Black Horse Lane, North Brunswick, NJ 08902 in the Township of South Brunswick and State of New Jersey, or at such other place the Board of Trustees may designate, on the first Friday in May, or another date as designated by the Board of Trustees, as long as it occurs within ninety (90) days of the close of the fiscal year. No business which requires a vote shall be conducted at an annual meeting unless a quorum is present.
2. QUORUM. The presence, in person or by proxy, of at least fifty-one (51%) percent of the Trustees entitled to vote shall be necessary to constitute a quorum, for the transaction of business at all annual, special and regular meetings. All matters coming before the Board of Trustees shall be determined and decided by the majority vote of the quorum. In the event of a tie vote, the vote of the President shall control.
3. MEETINGS. Meetings of the Board of Trustees shall be held at the office of the Corporation, or at any other place which the President or the majority of the Board of Trustees may from time to time designate. There shall be an annual meeting of the Board of Trustees held upon the day of their election at the annual meeting of the Trustees, or as soon thereafter as convenient. At such meeting, the Board of Trustees shall elect a President and conduct such other business as may properly come before the Board. Other regular or special meetings of the Board of Trustees shall be held at such times and places as the Board of Trustees shall by resolution prescribe. Regular or special meetings of the Board of Trustees shall be called whenever requested in writing by the President or by a majority of Trustees of the Board of Trustees. The Board of Trustees may meet to transact business at any time and place without notice, provided all Trustees shall be present, or if any Trustee or Trustees are not present, said Trustee(s) shall waive notice of such meeting in writing. No business which requires a vote shall be conducted at a regular or special meeting unless a quorum is present.
4. ACTION WITHOUT MEETING. The Board of Trustees may act without a meeting if, prior to such action, each member of the Board of Trustees shall consent in writing thereto. Such consent or consents shall be filed in the minute book of the Corporation.

## The Education Foundation of South Brunswick Township, Inc.

5. NOTICE OF MEETINGS. Notice of each annual, special or regular meeting of the Trustees of the Corporation, by the President, Vice President or Secretary, shall provide for the time, place and purpose(s) of such meeting and shall be delivered personally, by electronic mail, by regular mail or by telephone, not less than seven (7) days nor more than sixty (60) days before the date of said meeting, to each Trustee of record entitled to notice. The notice shall be directed to the Trustee at that Trustee's physical address, e-mail address or telephone number as it appears in the records of the Corporation, unless the Trustee shall have filed with the Secretary or Executor Director of the Corporation a written request that said notices be directed in some other manner, in which case notice shall be directed as designated in such request. Any Trustee may, in writing, waive notices of any meeting, and such waiver may be signed before or after the meeting.
6. PROXIES. Any Trustee entitled to vote may be represented at any annual, special or regular meeting of the Trustees by a duly appointed proxy. All proxies shall be written and properly signed, but shall require no other attestation and shall be filed with the Secretary or Executive Director of the Corporation.

### **ARTICLE VI TRUSTEES**

1. NUMBER. TERM OF OFFICE AND REMOVAL. The Board of Trustees of the Corporation shall consist of not less than 3 *or more than* 15 members as the Board may, from time to time, determine by resolution. Trustees shall be residents of the Township of South Brunswick, County of Middlesex, State of New Jersey, or shall have had their place of work or employment located in South Brunswick Township. Each Trustee shall be elected to a three year term at the annual meeting of the Trustees of the Corporation, and shall serve until the completion of his or her term or until his or her earlier resignation or removal. Any Trustee may be removed, either with or without cause, and his or her successor elected, by a vote of the majority of the Trustees at a meeting called for such purpose, where a quorum is present. Any other vacancy occurring in the Board of Trustees may be filled for the unexpired term by the majority vote of the remaining Trustees of the Board of Trustees.
2. DUTIES AND POWERS. The Board of Trustees shall have the control and management of the affairs of the Corporation and shall exercise all such powers of the Corporation, and do all such lawful acts and things necessary or expedient in the control and management thereof, as are required to be exercised or done by the Trustees. The Trustees may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, so long as same are not *in* conflict with New Jersey law.
3. COMPENSATION. The members of the Board of Trustees shall not receive

## The Education Foundation of South Brunswick Township, Inc.

any compensation for their services as Trustees.

4. COMMITTEES OF TRUSTEES. The Board of Trustees, by resolution adopted by the majority of its members when a quorum is present, may designate one or more committees, to the extent provided in said resolution, to have and exercise the authority of the Board in the management of the Corporation, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board or any individual Trustee of any responsibility imposed upon the Board or any individual Trustee in accordance with these By-laws and New Jersey law.
5. EXECUTIVE COMMITTEE. An Executive Committee shall include not less than three (3) and not more than seven (7) members, all of whom shall be Trustees. The Executive Committee shall include: the President of the Corporation, who will serve as Chair of the Committee, Vice President, Treasurer, Secretary, and Grant Review Committee Chair. It may include up to two (2) Members At Large who will be appointed by the President at his or her discretion. The immediate Past President and the Executive Director are ex-officio members of the Executive Committee. In the event it becomes necessary to replace a member mid-term, excepting the President or Vice President, the President shall have the authority to appoint a replacement to serve until the time of the next annual meeting.
6. DUTIES AND POWERS OF THE EXECUTIVE COMMITTEE. The powers and responsibilities of the Executive Committee shall not supersede the ultimate authority of the Board of Trustees of the Corporation. The Executive Committee will act with the authority of the Board of Trustees in overseeing the day-to-day business operations of the Corporation. These operations include, but are not limited to, the search for and recommendation to hire staff as appropriate, supervising and conducting performance evaluation of the staff, timely payment of obligations including staff compensation, bills for services rendered, securing of supplies and equipment necessary to maintain operation, investigation and making recommendations as to policies and procedures of the Corporation, preparing an annual budget for review and approval, and preparing annually a slate of officers and names of other members of the Executive Committee for the coming year. The Executive Committee shall have the authority to commit the Corporation to expenditures of One Thousand (\$1,000) Dollars and less, including approval of time-sensitive grant requests. The Executive Committee will carry out other duties as approved by the Trustees of the Corporation at any annual, regular or special meeting.
7. MEETINGS OF THE EXECUTIVE COMMITTEE. Meetings of the Executive Committee will be held at the request of the Chair.

# The Education Foundation of South Brunswick Township, Inc.

## **ARTICLE VII WAIVERS OF NOTICE**

Any notice required by these By-laws, the Certificate of Incorporation or the laws of the State of Incorporation may be waived in writing by any person entitled to notice. The waiver or waivers may be executed before, at or after the event with respect to which notice is waived. Each Trustee attending a meeting without protesting the lack of proper notice prior to the conclusion of said meeting shall be deemed conclusively to have waived such notice.

## **ARTICLE VIII OFFICERS**

1. **ELECTION.** The Board of Trustees immediately after the annual meeting of the Trustees shall meet and elect a President, Vice President, Secretary and Treasurer. They may elect such other officers as the needs of the Corporation may from time to time require. All officers shall serve for one (1) year, or until the election and qualification of their successors or until their earlier resignation or removal, subject to the power of the Trustees to remove any officer without cause by the majority vote of the Board of Trustees. Two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by the By-laws to be executed, acknowledged, or verified by two or more officers. Appointment or election to a corporate office shall not, of itself, establish or create contract rights.
2. **PRESIDENT.** The President shall preside at all meetings of the Board of Trustees, and shall call to order all meetings of the Trustees. The President shall be the chief executive officer of the Corporation and shall perform all duties commonly incident to his or her office and shall have the general supervision of the affairs of the Corporation, subject to the authority of the Board of Trustees. The President shall report to the Board of Trustees from time to time all matters coming to his or her notice, relating to the interests of the Corporation that should be brought to the attention of the Board of Trustees.
3. **VICE PRESIDENT.** The Vice President shall perform such duties and have such authority as from time to time may be delegated to him or her by the Board of Trustees or the President. The Vice President, at the discretion of the Board of Trustees, shall have and exercise all the powers and duties of the President in case of the President's absence or inability to act.

## The Education Foundation of South Brunswick Township, Inc.

4. SECRETARY. The Secretary shall cause notices of all meetings to be served as prescribed in these By-laws and keep or cause to be kept minutes of all meetings of the Board of Trustees. The Secretary shall have charge of the seal of the Corporation. The Secretary shall perform such other duties and possess such other powers as are incident to that office or as assigned by the Board of Trustees.
5. TREASURER. The Treasurer shall have care and custody of all the funds and securities of the Corporation, and shall perform such other duties as the Board of Trustees may from time to time prescribe. The Treasurer shall keep or cause to be kept full and accurate regular books of account.

### **ARTICLE IX FISCAL YEAR**

The fiscal year of the Corporation shall be determined by the filing of the first Federal corporate income tax return.

### **ARTICLE X AMENDMENTS**

These By-laws may be altered, amended, or repealed, and new By-laws adopted, by the majority vote of members of the Board of Trustees at a meeting of same, when a quorum is present.

### **ARTICLE XI INDEMNIFICATION**

Every person who is or was a Trustee, officer, ex-officio member of the Board or employee of the Corporation, or any person who serves or has served in any capacity with any other enterprise at the request of the Corporation, shall be indemnified by the Corporation to the fullest extent permitted by law. The Corporation shall indemnify such persons against all expenses and liabilities reasonably incurred by or imposed on them in connection with any proceedings in which they may become involved by reason of being or having been a Trustee, officer, ex-officio member of the Board or employee of the Corporation, or by reason of serving or having served another enterprise at the request of the Corporation, whether or not in such capacities at the time of the expense or liability incurred.