

BYLAWS

of the

ALLIANCE FOR NEW JERSEY ENVIRONMENTAL EDUCATION, INC.

Adopted by Executive Board, January 7, 2008

Ratified at Annual Members' Meeting, February 1, 2008

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BYLAWS
of the
Alliance for New Jersey Environmental Education, Inc.

ARTICLE I. NAME AND LOCATION.

Section 1. Name.

The name of the Corporation is Alliance for New Jersey Environmental Education, Inc. It is hereafter referred to as the “Corporation” or “ANJEE.”

Section 2. Location.

The initial principal office of the Corporation shall be in the township of Bernardsville, county of Somerset, State of New Jersey, located at New Jersey Audubon Society, Scherman-Hoffman Sanctuary, 11 Hardscrabble Road, Bernardsville, NJ 07924. The principal office of the Corporation shall be as aforesaid, or such other location or locations within or without New Jersey as the activities of the Corporation may require or as the Board of Trustees (hereinafter the “Board”) may from time to time determine.

ARTICLE II. CHARACTER AND PURPOSES.

The Corporation is organized and operated exclusively for charitable, educational and scientific purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including but not limited to:

(a) To receive funds and property and to apply the income and principal thereof, either in whole or in part, as the Board may from time to time determine, directly for exclusively charitable, educational or scientific purpose(s), or indirectly through contributions to charitable organizations. The term “charitable organizations” as used in this these Bylaws shall include only a corporation, trust, or community chest, fund, or foundation, organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder, member or individual; and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(b) Notwithstanding and subject to section 501(h) of the Code, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public

office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities prohibited to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Code.

(c) To acquire, take and hold, by grant, bequest, devise, gift, purchase, exchange or lease, either absolutely or in trust, for or in connection with any of its objects and purposes, any property, real, personal or mixed; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof; and to deal with and expend the income therefrom for any of the aforementioned purposes without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for any of the Corporation's purposes and, in administering the same, to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received.

(d) To borrow money, sell, mortgage, exchange, lease, convey, transfer or otherwise dispose of any of its property; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign; to enter into, make, perform and carry out contracts of every kind, with any person, firm, association or corporation and to do any acts necessary or expedient for carrying on any or all objects and purposes of the Corporation, not forbidden by its Certificate of Incorporation, these Bylaws, or the laws of the State of New Jersey.

(e) To do any one or more of the acts and things herein set forth as its purposes anywhere within or without the United States of America.

(f) In general, to have all the powers conferred upon corporations and associations not for profit, and such additional powers as may be conferred upon such organizations in the future under the laws of the State of New Jersey.

(g) Without limiting the foregoing purposes, the Corporation seeks to create, through education, awareness, understanding, and concern for the quality of the environment, and the conviction that all human well being is dependent upon a healthy environment in accordance with the provisions set forth in the Certificate of Incorporation.

ARTICLE III. MEMBERSHIP.

Section 1. Eligibility.

Any individual or organization that supports the purpose of ANJEE and meets the additional requirements of membership that may be set by the Board from time to time is eligible for membership. The Corporation does not and shall not discriminate in permitting persons to become Members or in permitting access to any of its programs on the basis of race, color, ethnicity, national origin, gender, or sexual orientation.

Section 2. Members in Good Standing.

To be a Member in good standing, an individual or organization shall pay dues annually at the rates and according to the terms that are determined by the Board from time to time. The Board may accept goods, services, pledge, other items of value to the Corporation, or any combination thereof, as payment in lieu of cash or credit payment of dues and thereby establish membership in good standing according to policies and procedures as set by the Board from time to time.

Section 3. Compensation of Members.

Members shall not receive any fee, salary or remuneration of any kind for their services in such capacities, provided however, that Members may be reimbursed for reasonable expenses incurred with prior approval of the Board upon presentation of vouchers or receipts in accordance with policies and procedures as set by the Board from time to time.

Section 4. Nonliability of Members

No Members of the Corporation shall be held personally liable for the debts, liabilities, or obligations of the Corporation, except this provision shall not relieve a Member for any breach of duty based upon an act or omission:

1. In breach of such person's duty of loyalty to the Corporation or its Members; or
2. Not in good faith or involving a knowing violation of law; or
3. Resulting in receipt by such person of an improper personal benefit.

The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by N.J.S.A. 15A:3-4, and to the full extent otherwise permitted by law.

Section 5. Nontransferability of Memberships

No Member may transfer a membership or any right arising therefrom. All rights of membership cease upon the Member's death.

Section 6. Termination of Membership

The membership of a Member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the President or Secretary of the Corporation personally or by mail or other means, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail, unless otherwise specified in the resignation notice.

2. Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Membership Director of the Corporation. A Member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the Member's receipt of the written notification of delinquency. Any Member so removed shall be reinstated as a returning Member in good standing upon acceptance of the appropriate dues.

3. After providing the Member with at least five (5) days' written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Trustees that the Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation. No person expelled from the Corporation shall receive a refund of dues already paid for the current dues period.

All rights of a Member in the Corporation shall cease on termination of membership as herein provided.

Section 7. Honorary Titles.

The Corporation may create honorary titles for persons who are not Members of the Corporation, such as "contributing members" or "honorary members", as the Board sees fit. Such persons shall not possess the rights of Members under Title 15A, Corporations, Nonprofit of the Revised Statutes of New Jersey.

The Board may create such honorary titles or classes of officers or director, such as "Editorial Board" or "Founders", as the Board sees fit, but such persons shall not have the rights of an officer, director, Trustee, Board member, or Corporation officer under Title 15A, Corporations, Nonprofit of the Revised Statutes of New Jersey.

ARTICLE IV. MEMBERSHIP MEETINGS.

Section 1. Place of Members' Meetings.

Meetings of Members shall be held at the principal office of the Corporation or at such place within or without the State of New Jersey as the Board shall authorize from time to time. The Board may, in its discretion, designate the place of the annual meeting to coincide with the place of the Annual Statewide Environmental Education Conference (hereinafter "Annual Conference") conducted by the Corporation.

Section 2. Annual Members' Meeting.

The annual meeting of the Members may be held each year as an element of the Annual Conference conducted by the Corporation.

If the Board elects not to hold an Annual Conference in any year, then the annual meeting of the Members shall be held at the principal office of the Corporation at 10 am local time on January 5th, or if that date is a Saturday, Sunday, or legal holiday, then the next regular business day, unless the Board shall set another date, place, or time and provide notice thereof to the Members at least ten (10) days in advance.

The purpose of the annual members' meeting shall be to elect Trustees to the Board, to elect representatives to the Advisory Council, to receive a report of the activities and finances of the Corporation, to ratify the actions of the Board since the last members' meeting, and such other business as may come before it.

Section 3. Notice of Members' Meetings.

Unless otherwise provided by the Certificate of Incorporation, these Bylaws, or provisions of law, notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by regular mail, or through electronic means, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage prepaid. Personal notification includes notification by telephone, email or by facsimile machine, provided however, in the case of facsimile and email notification, the Member to be contacted shall acknowledge personal receipt of the facsimile or email notice by a return message or telephone call within twenty-four (24) hours of receiving the first facsimile or email transmission.

The notice of any meeting of Members at which Trustees are to be elected shall also state the names of all those who are nominees or candidates for election to the Board at the time notice is given.

Whenever any notice of a meeting is required to be given to any Member of this Corporation under provisions of the Certificate of Incorporation, these Bylaws, or the law of the State of New Jersey, a waiver of notice in writing signed by the Member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

In the event that the Board sets the annual members' meeting to coincide with a portion of the conference conducted by the Corporation, posting the above-required information on the Corporation's website within the above-required time for a period of not less than five (5) consecutive days shall constitute sufficient notice to all Members and requirement of mailed or personal receipt of notice is automatically waived or hereby satisfied.

Section 4. Voting.

(a) Except as otherwise required by the Certificate of Incorporation or the laws of the State of New Jersey:

1. One day prior to any meeting of the Members, the Secretary of the Corporation, Membership Director, or any other Member so authorized by the Board, shall certify a list of Members in good standing and shall produce such list at the meeting for the use of those people administering the voting and to any Member who produces a written request for such list at least one (1) business day prior to the meeting.
2. All Members whose names appear on the certified membership list shall be the "Members eligible to vote" at that meeting. Each of those Members shall be entitled to cast only one vote on each matter submitted to a vote of Members, unless otherwise provided in the Certification of Incorporation, and unless such right to vote is otherwise legally suspended or withheld pursuant to these Bylaws or the Certificate of Incorporation.

(b) Votes Required.

1. Whenever any action, other than the election of Trustees, is to be taken by vote of the Members, it shall be authorized by a majority of the votes cast at a meeting of Members by the Members entitled to vote thereon, unless a greater plurality is required by the Certificate of Incorporation or the New Jersey Nonprofit Corporation Act.
2. Except as otherwise provided by the Certificate of Incorporation, Trustees and others shall be elected by a plurality of the votes cast at an election. In the event of a tie, the

election shall be decided by a coin toss supervised by the Chair of the Nominating Committee.

Section 5. Conduct of Meetings.

Meetings of Members shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President of the Corporation or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting Members present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of Members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by the laws of the State of New Jersey; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Certificate of Incorporation, these Bylaws, or with provisions of law.

Section 6. Proxies.

Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for him or her by proxy.

Every proxy must be signed by the Member or his or her attorney-in-fact. Proxy by way of electronic means of communication shall be permitted. For the purpose of proxy by electronic means, verification of the source of the proxy shall be equal to signature.

No proxy shall be valid after expiration of eleven months from the date thereof unless or otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

Section 7. Meeting by Electronic Means.

Subject to the limitations provided herein, the Members may participate in a meeting of the Members by any combination of means of communication, now known or hereafter discovered, by which all persons participating in the meeting are able to understand each other. Without limiting the foregoing, said means of communication may include e-mail, chat, conference telephone call, or video conferencing.

Members may prepare written consents, powers of attorney, proxies, or any other documents or instruments and deliver them to the President, Secretary or Corporation by electronic means.

The Corporation is not liable for any misdelivery, loss, lack of completeness or clarity, delay, or

untimeliness of such electronic communication. The Corporation is under no obligation to accept electronic means of communication if doing so would require the Corporation to alter any of its then existing procedures or incur any added expense. The Corporation's ability or willingness to receive, accept, and authenticate, electronic means of communication may vary from time to time. The Corporation is under no obligation to maintain its ability or willingness to receive, accept, or authenticate, electronic means of communication and it is the Member's duty to verify the current status and availability of electronic means of communication prior to each occasion where the Member so desires to use it. The Corporation is under no obligation to supply any Member with electronic means of communication. If electronic means of communication are not available for any reason, it is the Member's responsibility to attend and participate in the meeting or communicate, in a timely and effective manner, by other means.

No electronic communication shall be effective until it is received, authenticated, and understood by the intended recipient or all the intended recipients, if more than one. It is the Member's duty to verify that the communication so delivered has been received and authenticated at a proper time, place, and manner so as to be effective.

Section 8. Quorum of Members.

A quorum shall consist of the presence, either physically, by electronic means, or by proxy, of a majority of the voting Members of the Corporation.

Except as otherwise provided under the Certificate of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Members at any meeting at which the required quorum is not present, and the only motion which the person presiding over such meeting shall entertain at such meeting is a motion to adjourn.

Section 9. Majority Action is Membership Action.

Every act or decision done or made by a majority of voting Members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the Members, unless the Certificate of Incorporation, these Bylaws, or provisions of law require a greater number.

ARTICLE V – BOARD OF TRUSTEES.

Section 1. Powers.

Subject to the provisions of the laws of New Jersey and any limitations in the Certificate of Incorporation and these Bylaws, the Board of Trustees shall have all powers and authority necessary for the management of the business, property and affairs of the Corporation, to do such lawful acts and things as it deems proper and appropriate to promote the objectives and purposes of the Corporation. The Board of Trustees may delegate, as necessary from time to time, responsibility for such affairs, business and property to its Trustees or Officers.

Section 2. Number and Titles of Trustees.

Except as provided in Section 7 of this Article, The number of Trustees shall be eleven (11); they shall be named as follows:

- a. President-elect
- b. President
- c. Secretary
- d. Treasurer
- e. Vice President
- f. Advancement Director
- g. Communications Director
- h. Finance Director
- i. Membership Director
- j. Planning Director
- k. Program Director

The officers of the Board shall be the President, President-elect, Secretary, Vice-president, and Treasurer.

Section 3. Qualifications.

Each Trustee shall be a Member in good standing at the time of election, and shall at all times meet such additional membership requirements as the Board may establish from time to time.

In addition, each Trustee must be an individual at least eighteen years of age who:

- a. Is currently, or has previously served on the Board of Trustees, the Executive Board, the Advisory Council, or their predecessors;
- b. Has been selected for nomination by the Nominations Committee according to terms and conditions

that the Board may set from time to time; and

- c. Has been duly elected by the Members eligible to vote at the annual Members' meeting, or
- d. Has been elected to fill a vacancy according to these Bylaws.

Section 4. Voting Rights.

Each Trustee is entitled to one vote on each matter submitted to a vote by the Trustees. Voting at duly held meetings shall be by voice vote.

Section 5. Election of the Board and Term Lengths

All Trustees shall be elected at the annual meeting of the Membership. Each individual shall serve for two years and until their successor is elected and qualified, unless he or she resigns or is suspended or removed.

Except as provided by Section 7 of this Article, the Membership shall elect a new President-elect each year. The individual elected as President-elect shall serve one year in that title and the following year as President.

The terms of the other Trustees shall be staggered. The Membership shall elect the Secretary, Vice President, Communications Director, Finance Director, and Planning Director once every two (2) years, in the years ending in an odd number, to serve concurrent terms. The Membership shall elect the Treasurer, Advancement Director, Membership Director, and Program Director once every two (2) years, in the years ending in an even number, to serve concurrent terms.

The President of the Corporation, or his or her delegate, shall preside over all meetings of the Board of Trustees.

Section 6. Leadership Year.

The leadership year of the Corporation shall begin on the first day of July in each calendar year. The leadership year shall be twelve (12) consecutive calendar months, and will end on the last day of June, to coincide with the Corporation's fiscal year. Each Trustee elected by the Membership at the Annual Members' Meeting shall serve a training and planning period from election until July 1, with such duties and responsibilities as the Board shall set from time to time, including attendance at the annual leadership retreat. The time period from election to July 1 shall not be counted in calculating a leader's term of service.

Section 7. Consecutive Terms.

The President-elect shall serve only one consecutive two-year cycle in the Presidency; however, in the absence of another qualified presidential candidate, the incumbent President may serve up to an additional year as President, thereby increasing his/her term to three (3) consecutive years. The absence of another qualified presidential candidate shall reduce the number of Trustees to ten (10) as referenced in Section 2 of this Article. In such instance, the President shall assume the duties of the President and the President-elect until a qualified President-elect is elected or appointed according to terms set by these Bylaws.

All other Trustees may serve up to two consecutive two-year terms. Although limiting the number of terms to two two-year terms in any one position is encouraged, after a Trustee has served two consecutive two-year terms, he or she may be nominated for election to additional two-year terms if the Nominations Committee, after review of the qualifications of all candidates and all terms and conditions that the Board may determine from time to time, finds that the incumbent Trustee is the best candidate for the position and the Board subsequently approves their nomination.

Section 8. Duties of Trustees.

The specific duties and authority of the Trustees, individually and as a group, shall be determined from time to time by the Board. Subject to such determination, the Trustees shall have the following duties and authority:

a. President.

The President shall be chief executive officer of the Corporation; he or she shall preside at all meetings of the Members and of the Board; and, subject to the control of the Board, shall have general charge and supervision over and responsibility for the affairs of the Corporation. The President shall see that all orders and resolutions of the Board and Membership are effected. The President may enter into and execute, in the name of the Corporation, contracts or other instruments not in the regular course of business, which are authorized specifically by the Board. The President may delegate from time to time to any other Trustee, any or all of such duties and authority. The President shall also mentor the President-elect concerning the duties of the Presidency.

b. President-elect

The President-elect shall have such duties and possess such authority as may be delegated to the President-elect by the President or the Board. The President-elect's chief duties are to become familiar with the operation of the Corporation and the duties of the Presidency, to assist the President as needed, and to contribute to the long-term growth and sustainability of the Corporation.

The President-elect, along with the appropriate regional committee, shall be responsible for the Annual Leadership Retreat.

The President-elect shall be Vice-chair of the Nominations Committee, a standing committee of the Board.

In the event of the President's resignation, absence, his or her death, or inability or refusal to act, the President-elect shall perform the duties and be vested with the authority of the President.

c. Treasurer.

The Treasurer shall:

1. Have custody of the corporate funds and securities.
2. Keep full and accurate accounts of receipts and disbursements in the corporate books.
3. Deposit all money and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board.
4. Disburse the funds of the Corporation as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements.
5. Render to the President and the Board at regular meetings of the Board, or whenever they require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.
6. Render a full financial report at the annual meeting of the Members if so requested.
7. Be furnished by all corporate officers and agents, at his or her request, with such reports and statements as he or she may require as to all financial transactions and financial reports of the Corporation.
8. Prepare or cause to be prepared tax forms and filings as required.
9. Perform such other duties and possess such powers as are incident to the office or as shall be assigned by the President or the Board.

e. Secretary.

The Secretary shall:

1. Attend all meetings of the Board and the Members.
2. Record all votes and minutes of all proceedings in a book kept for that purpose.
3. Schedule Board meetings at times and locations requested by President, publicizing the information to Trustees and others who should attend, and determining in advance of the meeting, through various means, exactly who will attend.
4. Keep, update and distribute the Corporation's calendar.
5. Maintain a supply of stationery, envelopes, and other office supplies, and distribute them to Trustees or committee chairs as needed.
6. Give or cause to be given notice of all meetings as prescribed by these Bylaws or by statute.
7. Keep in safe custody the seal of the Corporation and affix it to any instrument when authorized by the Board.

8. When required, prepare or cause to be prepared and available at each meeting of the Members, a certified list in alphabetical order of the names of Members entitled to vote thereat, indicating the number of Members in each respective class.
9. Keep all documents and records of the Corporation as required by law or otherwise in a proper and safe manner. In addition, maintain an archive of records and documents for internal purposes.
10. Perform such other duties and possess such powers as are incident to the office or as shall be assigned by the President or the Board.

g. Vice President.

The Vice President shall assist the President and the Board in the completion of administrative tasks necessary for the operation of the Corporation. Duties shall include, but are not limited to:

1. Maintaining an accurate database of committee assignments, term limits, and contact information for all Board members, Advisory Council members, and other committee volunteers.
2. Chair the Nominations Committee; assist the Committee in its administrative functions, including organizing the annual election, through the use of the databases described above.
3. Conducting the Annual Election.
4. Coordinating the Mentoring Program.
5. Assist the President-elect in the coordination of the Leadership Retreat.
6. Perform such other duties and possess such powers as are incident to the office or as shall be

assigned by the President or the Board.

h. Advancement Director

The Advancement Director shall chair the Advancement Group, a standing committee of the Board. The Advancement Director shall oversee and manage the functions assigned to the Advancement Group, including, but not limited to, establishing advisory committees and appointing chairs of said committees, subject to approval by the Board. (See ARTICLE VIII. COMMITTEES OF THE BOARD.)

i. Communications Director

The Communications Director shall chair the Communications Group, a standing committee of the Board. . The Communications Director shall oversee and manage the functions assigned to the Communications Group, including, but not limited to, establishing advisory committees and appointing chairs of said committees, subject to approval by the Board. (See ARTICLE VIII. COMMITTEES OF THE BOARD.)

j. Finance Director

The Finance Director shall chair the Finance Group, a standing committee of the Board. The Finance Director shall oversee and manage the functions assigned to the Finance Group, including, but not limited to, establishing advisory committees and appointing chairs of said committees, subject to approval by the Board.

(See ARTICLE VIII. COMMITTEES OF THE BOARD.)

k. Membership Director

The Membership Director shall chair the Membership Group, a standing committee of the Board. The Membership Director shall oversee and manage the functions assigned to the Membership Group, including, but not limited to, establishing advisory committees and appointing chairs of said committees, subject to approval by the Board. (See ARTICLE VIII. COMMITTEES OF THE BOARD.)

l. Planning Director

The Planning Director shall chair the Policy and Planning Group, a standing committee of the Board. The Planning Director shall oversee and manage the functions assigned to the Policy and Planning Group, including, but not limited to, establishing advisory committees and appointing chairs of said committees, subject to approval by the Board. (See ARTICLE VIII. COMMITTEES OF THE BOARD.)

m. Program Director.

The Program Director shall chair the Program Group, a standing committee of the Board. The Program Director shall oversee and manage the functions assigned to the Program Group, including, but not limited to, establishing advisory committees and appointing chairs of said committees, subject to approval by the Board. (See ARTICLE VIII. COMMITTEES OF THE BOARD.)

Section 9. Majority Action is Board Action.

Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present is the act of the Board of Trustees, unless the Certificate of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Section 10. Place and Time of Board Meetings.

The Board may hold its meetings at the office of the Corporation or at such other places, either within or without the State of New Jersey, as it may from time to time determine.

Section 11. Annual Meeting and Regular Meetings.

An annual meeting of the Board for such business as may come before the meeting shall be held in March of each year at the Annual Leadership Retreat upon not less than ten (10) nor more than sixty (60) days' written notice of the time, place and purposes of the meeting. The Board shall meet at least four (4) times a year, in four (4) different calendar months. The Board may provide for additional regular meetings that may be held without notice.

Section 12. Special Meetings of the Board.

Special meetings of the Board for any purpose or purposes may be called at any time by the President or by any three Trustees. Such meetings shall be held upon not less than two days' notice given personally or by telephone, facsimile or email, 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, place and purpose of the meeting.

Section 13. 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.

A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Trustees who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Trustees.

Section 14. Board Action Without Meeting.

The Board or any committee of the Board may act without a meeting if, prior or subsequent to such action, all of the Trustees or committee members shall consent in writing to such action. Such written consent or consents may be executed in counterparts and shall be filed with the minutes of the meeting.

Section 15. Proxies.

Every Trustee entitled to vote at a Board meeting or to express consent or dissent without a meeting may authorize another Trustee or Trustees to act for him or her by proxy.

Every proxy must be signed by the Trustee or his or her attorney-in-fact. Proxy by way of electronic means of communication shall be permitted. For the purpose of proxy by electronic means, verification of the source of the proxy shall be equal to signature.

No proxy shall be valid after expiration of eleven months from the date thereof unless or otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Trustee executing it, except as otherwise provided by law.

Section 16. Board or Committee Meeting by Electronic Means.

A Trustee or a committee member of the Board may participate in a meeting of the Board or such committee, by means of any means of communication by which all persons participating in the meeting are able to understand each other. Without limiting the foregoing, said means of communication may include e-mail, chat, conference telephone call, or video conferencing.

Trustees or committee members may prepare written consents, or any other documents or instruments and deliver them to the President, Secretary or Corporation by electronic means.

The Corporation is not liable for any misdelivery, loss, lack of completeness or clarity, delay, or untimeliness of such electronic communication. The Corporation is under no obligation to accept electronic means of communication if doing so would require the Corporation to alter any of its then existing procedures or incur any added expense. The Corporation's ability or willingness to receive, accept, and authenticate, electronic means of communication may vary from time to time. The Corporation is under no obligation to maintain its ability or willingness to receive, accept, or authenticate, electronic means of communication. It is the Trustee's or committee member's duty to verify the current status and availability of electronic means of communication prior to each occasion where the Trustee or committee member so desires to use it. The Corporation is under no obligation to supply any Trustee or committee member with electronic means of communication. If electronic means of communication are not available for any reason, it is the Trustee's or committee member's duty to attend and participate in the meeting or communicate, in a timely and effective manner, by other means.

No electronic communication shall be effective until it is received, authenticated, and understood by the intended recipient or all the intended recipients, if more than one. It is the Board Member's or committee member's duty to verify that the communication so delivered has been received and authenticated at a proper time, place, and manner so as to be effective.

Section 17. Quorum.

A majority of the Trustees shall constitute a quorum of the Board of Trustees for the transaction of business. The act of the majority of the Trustees at a meeting at which a quorum is present shall be the act of the Board of Trustees (except that the act of a majority of the entire Board of Trustees shall be required with respect to any amendment to these Bylaws or the Certificate of Incorporation).

Section 18. Resignation, Suspension or Removal of Trustees.

A Trustee may resign by submitting his or her resignation in writing to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

The Board may, at its discretion, remove a Trustee who fails to attend two consecutive Board

meetings and is either otherwise inactive or negligent of their duties, for cause. The Board shall consider, without limitation, such issues as whether the underlying cause of absence would likely cause the Trustee to be unable or unwilling to serve in the future. Such action shall require an affirmative vote of a majority of the Board. The Board shall then appoint a Trustee to fill that vacancy. In any instance of vacancy, the Nominating Committee shall nominate the candidate for appointment to the vacant position.

A Trustee may be removed with or without cause by the affirmative vote of the majority of the entire Membership entitled to vote. A Trustee whose removal is to be considered by the Membership shall receive at least five (5) days written notice of such proposed action and shall have the opportunity to address the Membership regarding such action prior to any vote on such removal.

A Trustee may be suspended with or without cause by the Board pending action of the Membership. A suspended Trustee may not exercise any power or authority as a Trustee pending action of the Membership. The Board may appoint an acting Trustee to exercise all powers previously held by the suspended Trustee, pending action of the Membership regarding the suspension.

Section 19. Vacancies.

Vacancies occurring in the Board for any reason - except the removal of Trustees without cause - may be filled by a vote of the majority of the Board then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of Trustees without cause shall be filled by vote of the Members. A Trustee elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his or her predecessor. In any instance of vacancy, the Nominating Committee shall nominate the candidate for election to the vacant position.

Section 20. Board Compensation.

Trustees shall not receive any fee, salary or remuneration of any kind for their services in such capacities, provided however, that Trustees may be reimbursed for reasonable expenses incurred with approval of the Board upon presentation of vouchers or receipts in accordance with policies and procedures as set by the board from time to time.

Section 21. Conduct of Meetings

Meetings of the Board of Trustees shall be presided over by the chairperson of the board, or, if no such person has been so designated, or in his or her absence, the President of the Corporation, or in his or her absence, by the Vice President of the Corporation, or in the absence of each of these persons, by a chairperson chosen by a majority of the Trustees present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by the laws of the State of New Jersey, insofar as such laws are not inconsistent with or in conflict with the Certificate of Incorporation, these Bylaws or with provisions of law.

Section 22. Nonliability of Trustees

The Trustees shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 23. Indemnification by Corporation of Trustees and Officers

The Trustees and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the State of New Jersey.

Section 24. Insurance For Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Certificate of Incorporation, these Bylaws, or provisions of law.

ARTICLE VI. ADVISORY COUNCIL.

Section 1. Number

The Advisory Council shall consist of not less than six (6) persons, as set by the Board from time to time.

Section 2. Qualifications.

To serve on Advisory Council, an individual must be a Member in good standing of the Corporation, who has been selected for nomination by the Nominations Committee according to terms and conditions that the Board may set from time to time, and who has been duly elected by the Members eligible to vote at the annual Members' meeting or elected to fill a vacancy according to these Bylaws.

Section 3. Duties.

The Advisory Council shall serve as advisors to the Board. Advisory Council Members shall serve as chairpersons or members of advisory committees to the Board. Advisory Council Members may serve as members of advisory committees and/or standing committees to the Board.

Advisory Council members shall also perform such other duties as may be requested of them from time to time by the President, Board or their respective Committee Director.

Section 4. Terms and Consecutive Terms.

The terms of Advisory Council members shall be staggered. One-half (1/2) of the total number of Advisory Council members shall be elected each year to serve a two-year term beginning with the upcoming leadership year. Advisory Council members shall serve no more than two (2) consecutive two-year terms. An individual may be re-nominated to Advisory Council if it is determined by the Nominations Committee that he or she meets all criteria, terms, and conditions that the Board may determine from time to time.

Section 5. Advisory Council Service Year.

The term for each Advisory Council member shall begin on July 1 of the calendar year in which that member is elected, and shall continue for twenty-four (24) consecutive months until June 30, or such other dates as coincide with the Corporation's fiscal year, of their second year. Each Advisory Council member elected by the membership at the annual Members' Meeting shall serve a training and planning period, with such duties and responsibilities as the Board shall set from time to time, including attendance at the annual leadership retreat, from election until July 1. That time period shall not be counted in determining the term that each Advisory Council member serves.

Section 6. Termination or Suspension of Advisory Council Membership

(a) Termination.

The membership of a member of the Advisory Council shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the President or Secretary of the Corporation personally or by mail or other means, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
2. Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Membership Director. An Advisory Council Member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the Advisory Council Member's receipt of the written notification of delinquency.
3. After providing the Advisory Council Member with at least five (5) days written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Trustees that the Advisory Council Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation. Any person expelled from the Corporation shall receive a refund of dues already paid for the current dues period.

All rights of an Advisory Council Member in the Corporation shall cease on termination of membership as herein provided.

(b) Suspension.

A member of the Advisory Council may be suspended with or without cause by the Board pending action of the Membership. A suspended Advisory Council Member may not exercise any power or authority as an Advisory Council Member pending action of the Membership. The Board may appoint an acting Advisory Council Member to exercise all powers previously held by the suspended Advisory Council Member, pending action of the Membership regarding the suspension.

Section 7. Vacancies.

Vacancies occurring in the Advisory Council for any reason – except the removal of Advisory Council members without cause – may be filled by a vote of the majority of the Board then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of Advisory Council

members without cause shall be filled by vote of the members. An Advisory Council member elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his or her predecessor. In any instance of vacancy, the Nominating Committee shall nominate the candidate for election to the vacant position.

ARTICLE VII. AGENTS; CONTRACTS.

Section 1. Agents and Representatives.

The Board may appoint agents and representatives of the Corporation with such powers to perform acts or duties on behalf of the Corporation as the Board may see fit, so far as may be consistent with these Bylaws and to the extent authorized by law.

Section 2. Contracts.

The Board, except as otherwise provided in these Bylaws, may authorize any person to enter into any contract or execute any document on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, Certificate of Incorporation, or these Bylaws, no person shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or for any amount.

ARTICLE VIII. COMMITTEES OF THE BOARD.

Section 1. General Provisions

The Board shall establish Standing Committees known as “Groups” and shall appoint one of its own Members to such committees as Chair. The Board, at any time, may appoint one or more additional persons as vice-chair. Said committees of the Board shall include: Advancement, Communications, Finance, Membership, Policy and Planning, and Program.

Section 2. Establishment of an Executive Committee.

In addition to the provisions for the foregoing committees, the Board, by resolution approved by a majority of the entire Board, may from time to time designate an Executive Committee consisting of the Officers of the Board and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the Corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 3. Nominations Committee.

In addition to the provisions for the foregoing committees, the Board shall establish a standing committee of the Board called the Nominations Committee. The Vice President shall serve as Chair, and the President-elect shall serve as Vice-chair, of this committee. The Secretary shall serve as a member of this committee. Other members may be selected by the chairs as required.

The Nominations Committee shall recommend to the Board the names of persons to be submitted for election as Trustees and Advisory Council members. Such recommendations shall be based upon a careful review of qualifications of individuals and each group as a whole, according to terms and conditions that the Board may determine from time to time.

Should any member of the Nominations Committee become interested in pursuing a Trustee or Advisory Council position, he/she:

- a. must give immediate notice to the Board of such interest;
- b. recuse him/herself from any and all nominations discussions or deliberations regarding the position of his/her interest; and,
- c. shall not vote or use his/her personal influence on any nomination matters regarding such interest.

Section 4. Advancement Group

The Board shall establish a standing committee of the Board called the Advancement Group. The chair of this committee shall be the Advancement Director. It may also include any other Trustees or Members that the Advancement Director may appoint from time to time.

This Advancement Group shall have the power to deal with all matters concerning the advancement of environmental education on behalf of the Corporation, and to propose actions, programs, events, plans, policies and procedures for consideration by the Board that advance the status of environmental education in New Jersey in furtherance of the purposes of the Corporation. Such matters may include, without limitation, establishment of an environmental education resource directory, resource review, advocacy for environmental education, professional development for pre-service and in-service teachers, and for non-formal and informal environmental educators, certification for formal and non-formal environmental educators, and programs concerning excellence in environmental education.

The Advancement Group shall supervise/oversee all advisory committees that may be created from time to time to deal with specific aspects of the advancement of environmental education that achieves standards of excellence. This committee may, in the Board's discretion, coordinate, review, manage, supervise, oversee, or carry out some or all of the actions and policies authorized by the Board to be taken by the Corporation within the scope of this committee.

The Advancement Director shall serve as the Corporations' liaison to the National Association for Environmental Education (NAAEE).

Section 5. Communications Group

The Board shall establish a standing committee of the Board called the Communications Group. The chair of this group shall be the Communications Director. It may also include any other Trustees or Members that the Communications Director may appoint from time to time.

The Communications Group shall have the power to deal with all matters concerning internal and external communication on behalf of the Corporation and to propose actions, programs, events, plans, policies and procedures for consideration by the Board that will improve communications services to Members by the Corporation, or involve communication from the Corporation to the public in furtherance of the purposes of the Corporation. Such matters may include, without limitation, such methods of communication as websites, newsletters, periodicals, e-mail news, and list-serves. It may also include other publications, and public relations, including contact with the media.

The Communications Group shall supervise/oversee all advisory committees that may be created from time to time to deal with communication. This committee may, in the Board's discretion, coordinate, review, manage, supervise, oversee, or carry out some or all of the actions and policies authorized by the Board to be taken by the Corporation within the scope of this committee.

Section 6. Finance Group.

The Board shall establish a standing committee of the Board called the Finance Group. The chair of this Group shall be the Finance Director. It may also include any other Trustees or Members that the Finance Director may appoint from time to time.

The Finance Group shall have the power to deal with all financial matters of the Corporation and to propose actions, programs, events, plans, policies, and procedures for consideration by the Board that will improve the financial health and accountability of the Corporation. Such matters may include, without limitation, review and supervision of the budget, grant applications, fundraising proposals, the endowment, and any mechanisms to finance staffing.

The Finance Group shall supervise/oversee the Audit Committee, as well as all advisory committees that may be created by the Board from time to time to deal with specific aspects of finance. This committee may, in the Board's discretion, coordinate, review, manage, supervise, oversee, or carry out, some or all of the actions and policies authorized by the Board to be taken by the Corporation within the scope of this committee.

Section 6.1 Audit Committee

The Board shall convene an advisory committee of the Board called the Audit Committee. The members of this committee shall include the Treasurer, the Finance Director, and the President. It may also include any other Trustees that the Board may wish to appoint from time to time.

This committee shall have the power to review the books and records of the Corporation, to work with the accountant chosen to prepare an audit report or an annual audit, and to do any other work related to audits as the Board shall from time to time determine. This committee shall be supervised/overseen by the Finance Group.

Section 7. Membership Group.

The Board shall establish a standing committee of the Board called the Membership Group. The chair of this Group shall be the Membership Director. It may also include any other Trustees or Members that the Membership Director may appoint from time to time.

The Membership Group shall have the power to deal with all matters concerning membership on behalf of the Corporation and to propose actions, programs, events, plans, policies, and procedures for consideration by the Board that will improve services to Members by the Corporation or increase membership and participation in furtherance of the purposes of the Corporation. Such matters may include, without limitation, registration of Members, maintenance of all membership data, development and implementation of strategies to acquire new Members and keep current ones (membership campaigns),

changes to the structure or rates of membership, and development, implementation, maintenance, and improvement of Member benefits.

In addition, the Membership Director shall oversee the Corporations affiliate member organizations, including reviewing their affiliate status and Memorandums of Understanding with the Corporation.

The Membership Group shall supervise/oversee all advisory committees that may be created by the Board from time to time to deal with specific aspects of membership.

Section 8. Policy and Planning Group.

The Board shall establish a standing committee of the Board called the Policy and Planning Group. The chair of this Group shall be the Planning Director. It may also include any other Trustees or Members that the Board may appoint from time to time.

The Policy and Planning Group shall have the power to deal with all matters concerning planning on behalf of the Corporation, and to propose actions, programs, events, plans, policies and procedures for consideration by the Board that will improve the ability of the Corporation to achieve its purposes. Such matters may include, without limitation, development and supervision of the implementation of plans for the Corporation each year based on the development and implementation of longer-range (such as 3, 5, 7, or 10 year) plans and the collation and distribution of Corporation Policy and Procedures.

The Policy and Planning Group shall supervise/oversee all advisory committees that may be created by the Board from time to time to deal with specific aspects of strategic planning or policy. This committee may, in the Board's discretion, coordinate, review, manage, supervise, oversee, or carry out, some or all of the actions and policies authorized by the Board to be taken by the Corporation within the scope of this committee.

Section 8.1 ByLaws Committee

The Board shall convene an advisory committee of the Board called the ByLaws Committee as required. This committee shall have the power to review the Bylaws of the Corporation and to propose additions, amendments, and revisions to those Bylaws for adoption by the Board. It shall also have the power to review board policies and to propose additions, amendments or revisions to those policies for adoption by the Board.

This committee shall be supervised/overseen by the Policy and Planning Group. It may also include any other Trustees or Advisory Council Members that the Board may wish to appoint from time to time.

Section 9. Program Group.

The Board shall establish a standing committee of the Board called the Program Group. The chair of this Group shall be the Program Director. It may also include any other Trustees or Members that the Board may appoint from time to time.

The Program Group shall have the power to deal with all matters concerning development and implementation of statewide programs, events, and workshops on behalf of the Corporation, and to propose actions, programs, events, plans, policies and procedures for consideration by the Board that will improve the quantity and quality of programming offered by the Corporation.

Such matters may include, without limitation, planning, coordination, and implementation of statewide events such as the Annual Conference and assist with the Annual Leadership Retreat.

The Program Group shall supervise/oversee all advisory committees that may be created by the Board from time to time to deal with specific aspects of programming, including advisory committees based upon geographic locality, known as regions.

The Corporation's decision to conduct or manage some or all of its business on a regional basis does not constitute a decision to conduct its activities as a chapter organization, or to serve as the central organization for chapters, or to be a chapter of another central organization. This committee may, in the Board's discretion, coordinate, review, manage, supervise, oversee, or carry out, some or all of the actions and policies authorized by the Board to be taken by the Corporation within the scope of this committee.

This committee may, in the Board's discretion, coordinate, review, manage, supervise, oversee, or carry out, some or all of the actions and policies authorized by the Board to be taken by the Corporation within the scope of this committee.

Section 10. Limits of Authority.

Notwithstanding any provision in these Bylaws to the contrary, no group or committee of the Board shall:

- (a) make, alter or repeal any Bylaw of the Corporation;
- (b) elect or appoint any Officer or Trustees, or remove any Officer or Trustee; or
- (c) amend or repeal any resolution previously adopted by the Board.

Section 11. Quorum.

A majority of each standing or advisory committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present at a meeting in which a quorum is

present shall be the act of such committee. The resolution of the Board establishing each committee shall designate the Chairperson unless otherwise designated in these Bylaws. In the event of a vacancy in the position of committee Chairperson, the Board shall fill the vacancy.

Section 12. Procedure.

Each committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

Section 13. Advisory Committees.

The Board may establish, from time to time, one or more advisory committees.

The chair and members of any such committee shall serve at the pleasure of the Board. Any such advisory committee may not exercise the authority of the Board, but shall serve to advise and aid the Trustees of the Corporation on all matters designated by the Board. Whenever possible, the chair of each advisory committee will be appointed from among the Advisory Council that is elected by the Corporation Members. Vice-chairs and members of each advisory committee may be appointed from the Advisory Council, the Board or the membership.

For each advisory committee that it authorizes, the Board shall adopt a policy that provides the name, description, scope of authority, and duties of that committee. The Board in its discretion may, from time to time, authorize one or more new advisory committees and may change policies for any advisory committee.

Section 14. Board Authority.

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

- (a) fill any vacancy in any committee;
- (b) appoint one or more persons to serve as alternate members of any 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 committee at its pleasure; or
- (d) remove any members of a committee at any time, with or without cause.

Section 15. Reporting.

Actions taken at a meeting of any such group or committee shall be kept in a record of its proceedings which shall be reported to the Board at the Board's next meeting following such committee

meeting, except that, when the meeting of the Board is held within two days after the committee meeting, such report shall, if not made at the first Board meeting, be made to the Board at the Board's second meeting following such committee or group meeting.

Section 16. Council and Committee Compensation.

No Advisory Council Member nor any members of any committee shall receive any fee, salary or remuneration of any kind for their services in such capacities, provided, however, that, Advisory Council members or committee members may be reimbursed for reasonable expenses incurred with approval of the Board upon presentation of vouchers or receipts in accordance with policies and procedures as set by the Board from time to time.

ARTICLE IX. CONFLICTS OF INTEREST.

Section 1. Conflicts of Interest

No Trustee, Officer or Advisory Council Member shall have any direct or indirect financial interest in, or receive any compensation or other benefits as a result of, transactions between any individual, corporation, firm or association:

- (a) From which the Corporation purchases supplies, materials, or property;
- (b) Which renders any service to the Corporation;
- (c) Which enters into leases or assignments to or from the Corporation;
- (d) To which the Corporation sells any of its products, materials, facilities or properties;
- (e) Which has any other contractual relations or business dealings with the Corporation.

Trustees, Officers and Advisory Council Members may not act in any matter in which they or their family have a direct or indirect personal, professional, political or financial interest that would reasonably conflict with the proper discharge of his/her duties. Nor may any Officer, Trustee or Advisory Council Member participate in any matter in which it has a direct or indirect personal, professional, political or financial interest that may reasonably be expected to impair his/her objectivity or independence of judgment.

Any contract, transaction, or act on behalf of the Corporation in a matter involving an Interested Person or Interested Persons shall be at arm's length and not violative of the proscriptions in the Certificate of Incorporation or the Bylaws against the Corporation's use or application of its funds for private benefit; and provided, further, that no contract, transaction, or act shall be taken on behalf of the Corporation which would result in the denial of the tax exemption under Section 501(c)(3) of the Code.

Section 2. Definitions

a. Interested Person. Any Trustee, Officer, member of a committee with governing Board delegated powers, Advisory Council Member, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
2. A compensation arrangement with the corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity

or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3. Conflict of Interest Avoidance Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the interest and be given the opportunity to disclose all material facts to the Trustees and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Trustees whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Conflict Board and Board Committee Proceedings.

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Annual Statements

Each Trustee, principal Officer, Advisory Board Member and member of a committee with governing board delegated powers shall annually sign a statement which affirms that such person:

- a. has received a copy of the conflicts of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and,
- d. understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 6. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 7. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X. EXECUTION OF DOCUMENTS.

Section 1. Execution of Instruments

The Board of Trustees, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Trustees, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other commercial paper and evidence of indebtedness of the Corporation shall be signed by the Treasurer of the Corporation or such other person as the Board of the Corporation may, from time to time, designate.

Section 3. Other Instruments.

All deeds, mortgages and other instruments shall be executed by the President of the Corporation and the Secretary, or such other person or persons as the Board may, from time to time, designate.

Section 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.

Section 5. Gifts

The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the non-profit purposes of this Corporation.

ARTICLE XI. PROHIBITION AGAINST SHARING IN CORPORATION EARNINGS; DISSOLUTION.

Section 1. Prohibition.

No Trustee, Officer, Member or employee, committee member, or person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of reimbursement for reasonable expenses incurred with prior approval of the Board upon presentation of vouchers or receipts in accordance with policies and procedures as set by the Board from time to time; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

Section 2. Dissolution.

Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed, in such amounts as the Board may determine, exclusively 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 code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII. INDEMNIFICATION OF OFFICERS AND TRUSTEES.

Trustees or officers of the Corporation shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, except any breach of duty based upon an act or omission:

1. In breach of such person's duty of loyalty to the Corporation; or
2. Not in good faith or involving a knowing violation of law; or
3. Resulting in receipt by such person of an improper personal benefit.

The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by N.J.S.A. 15A:3-4, and to the full extent otherwise permitted by law.

ARTICLE XIII. REFERENCES TO THE CERTIFICATE OF INCORPORATION.

References to the Certificate of Incorporation in these Bylaws shall include all amendments thereto or changes thereof unless specifically excepted.

ARTICLE XIV. FISCAL YEAR.

The fiscal year of the Corporation shall begin the first day of July in each calendar year. The fiscal year shall be twelve (12) consecutive calendar months. The fiscal year of the Corporation will end the last day of June.

ARTICLE XV. NON DISCRIMINATORY POLICY.

The Corporation has a racially nondiscriminatory policy. The Corporation does not discriminate on the basis of race, color, gender, sexual orientation, national or ethnic origin in administration of its education policies, scholarship and loan programs, and other Corporation administered programs. The Corporation does not discriminate on the basis of race, color, gender, sexual orientation, national or ethnic origin in employment of faculty and administrative staff of the Corporation. The Corporation shall make known its nondiscriminatory policy in its communications relating to membership solicitation, hiring, and offering programs or benefits. The Corporation may use such commonly understood and appropriate phrase as "Equal Opportunity Employer" in a hiring notice to communicate this policy. The Corporation admits students of any race, color, gender, sexual orientation, ethnicity, or national origin, to all rights, privileges, programs, and activities generally accorded or made available to all students of the Corporation.

ARTICLE XVI. AMENDMENT TO BYLAWS.

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the entire Board of Trustees. Written notice of any such Bylaw change to be voted upon by the Board of Trustees shall be given not less than ten (10) days prior to the meeting at which such change shall be proposed.

ARTICLE XVII. FORCE AND EFFECT OF BYLAWS.

These Bylaws are subject to the provisions Title 15A, Corporations, Nonprofit of the Revised New Jersey Statutes and the Certificate of Incorporation as they may be amended from time to time. If any provision in these Bylaws is inconsistent with a provision in Title 15A or the Certificate of Incorporation, the provision of Title 15A or the Certificate of Incorporation shall govern to the extent of such inconsistency.

ARTICLE XIX – IRC 501(C)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitations on Activities

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any 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 2. Prohibition Against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 3. Distribution of Assets

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation: 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XX - CORPORATE RECORDS, REPORTS AND SEAL

Section 1. Maintenance of Corporate Records

The Corporation shall keep at its principal office:

- a. Minutes of all meetings of Trustees, committees of the Board, Advisory Council Members, and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its Members, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the Corporation's Certificate of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members, of the Corporation at all reasonable times during office hours.

Section 2. Corporate Seal

The Board of Trustees may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments; however, shall not affect the validity of any such instrument.

Section 3. Trustees' Inspection Rights

Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation, and shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the Certificate of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 4. Members' Inspection Rights

Each and every Member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a Member:

- a. To inspect and copy the record of all Members' names, addresses, and voting rights, at reasonable times, upon written demand on the Secretary of the Corporation, which demand shall state the purpose for which the inspection rights are requested.

- b. To obtain from the Secretary of the Corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the Corporation, a list of the names, addresses, and voting rights of those Members entitled to vote for the election of Trustees as of the most recent record date for which the list has been compiled or as of the date specified by the Member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the Secretary of the Corporation or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the Board or committees of the Board, upon written demand on the Secretary of the Corporation by the Member, for a purpose reasonably related to such person's interests as a Member.

Members shall have such other rights to inspect the books, records, and properties of the Corporation as may be required under the Certificate of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 5. Right To Copy And Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 6. Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the Members of the Corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE XXI – CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Certificate of Incorporation of this Corporation, the provisions of the Certificate of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Certificate of Incorporation shall be to the Certificate of Incorporation of this corporation filed in the State of New Jersey and used to establish the legal existence of this Corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

THE ABOVE BYLAWS WERE APPROVED AND ADOPTED BY A TWO-THIRDS (2/3) VOTE OF THE BOARD OF TRUSTEES OF THE ALLIANCE FOR NEW JERSEY ENVIRONMENTAL EDUCATION ON THE 7thst DAY OF JANUARY 2008 and ratified by the full membership at the Annual Meeting, February 1st, 2008.

ATTEST:

Recording Secretary/ Secretary, 2007-2009
ALLIANCE FOR NEW JERSEY
ENVIRONMENTAL EDUCATION