

**BYLAWS
OF
PTOs OF PEMBERTON, INC.**

ARTICLE 1 - DEFINITIONS

Section 1.1 Definitions.

The following terms used in these Bylaws shall have the meanings set forth below.

- (a) The “Act” means the New Jersey Nonprofit Corporation Act, as amended.
- (b) The “Board” means the Board of Trustees of the Corporation.
- (c) The “Code” means the Internal Revenue Code of 1986, as amended, and any successor Internal Revenue laws of the United States of America.
- (d) The “Corporation” means PTOs of Pemberton, Inc.
- (e) A “Member” means individuals who satisfy the requirements for membership set forth in Article 4 of these Bylaws.
- (f) A “Trustee” means an individual serving on the Board as provided in these Bylaws.

ARTICLE 2 - PURPOSES

Section 2.1 Purposes.

The purposes of the Corporation are set forth in its Certificate of Incorporation. In furtherance of, but not in limitation of, the foregoing, the purposes of the Corporation shall be to support, through various activities, programs and fundraising, the students, teachers, administrators and parents of the elementary schools within the Pemberton Township School District. The Corporation shall have the power: (a) to attract support for and to receive grants, contributions, donations and gifts to be used to further these corporate purposes and the purposes of any not-for-profit and federally tax-exempt organizations which are affiliated with the Corporation; (b) to hold, administer, invest and reinvest, convert, and manage property and funds; (c) to have all powers vested in it by the Act, such as are consistent with qualification for exemption from federal and state income tax, particularly under §501(c)(3) of the Code; and (d) to engage in any lawful activities within the purposes for which a corporation may be organized under the Act that are incidental to the foregoing purposes.

All of the assets and earnings of the Corporation shall be used exclusively for purposes within the meaning of Section 501(c)(3) of the Code. However, the Corporation shall at no time exercise any of its corporate powers in such a manner as to deprive itself of the right to exemption from taxation under Section 501(c)(3) of the Code, including, without limitation,

always adhering to the following: (x) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Trustees, officers, or other 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 the Corporation; (y) 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 any candidate for public office except as authorized under the Code; and (z) notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 3 - OFFICES

Section 3.1 Offices.

The registered office of the Corporation shall be located in New Jersey. The Corporation may have any number of other offices at such places as the Board may determine.

ARTICLE 4 - MEMBERS

Section 4.1 Classes.

The Corporation shall have one class of Members.

Section 4.2 Qualifications of Members.

Membership shall be open to, and the Members of the Corporation shall consist of, each Parent-Teacher Organization (each, a “Local PTO” and collectively, the “Local PTOs”) that represents an elementary school within the Pemberton Township School District in Burlington County, New Jersey (each, a “Member” and collectively, “Members”). Currently, the Local PTOs eligible for membership in the Corporation consist of the Local PTOs that represent the following elementary schools:

- Samuel T. Busansky School
- Aletta Crichton School
- Alexander Denbo School
- Howard L. Emmons School
- Fort Dix Elementary School
- Harker-Wylie Haines School

- Joseph S. Stackhouse School
- Pemberton Early Childhood Education Center
- Marcus Newcomb/Helen Fort Middle School
- Pemberton High School (no PTO as of 11-12 School Year0

Each Member shall appoint one person who currently serves as an officer of the Local PTO Member (such as the President or his/her duly appointed designee in accordance with the bylaws, rules or other internal regulations governing such Local PTO Member) to serve as a representative of the Member (“Member Representative”) with respect to the Corporation that such Member is entitled to and also to serve on the Board of the Corporation as set forth in these Bylaws.

Section 4.3 Voting Rights.

Each Member shall be entitled to one vote in person through its Member Representative. No Member Representative may vote by proxy.

Each Member Representative shall represent the interests of, and act on behalf of, his/her Local PTO in its capacity as a Member of the Corporation. The Corporation and the other Members shall be entitled to rely on the actions and omissions of such Member Representative, which actions and omissions shall be deemed by the Corporation and the other Members to reflect the execution of the independent desires and wishes of such Member.

Section 4.4 Membership Fees and Assessments.

The Board may, by resolution, determine (a) the amounts of any annual or other periodic membership fees or assessments payable by the Members, and (b) the time and method of their payment. The Board shall impose such membership fees or assessments upon all Members of the same class in an equal manner in the same amounts and in the same proportions. The Board may, by resolution, terminate membership of any Member for nonpayment of fees.

Section 4.5 Nontransferable.

Membership in the Corporation is not transferable.

Section 4.6 Termination

Membership may be terminated by a unanimous vote of all of the members of the Board of Trustees.

ARTICLE 5 - MEETINGS OF MEMBERS

Section 5.1 Place of Meetings.

Meetings of the Members shall be held at such place as may be fixed by the Board. If no place is fixed by the Board, meetings of the Members shall be held at the Office of

Administration of the Corporation, located at One Egbert Street, Pemberton, New Jersey 08068.

Section 5.2 Annual Meeting.

Unless the Board provides by resolution for a different time, the annual meeting of the Members, for the election of Trustees and the transaction of any other business which may be brought before the meeting, shall be held within the month of October in each fiscal year.

Section 5.3 Special Meetings of Members.

Special meetings of the Members may be called at any time by the President, the Board or Members entitled to cast at least [10]% of the votes which all Members are entitled to cast at the particular meeting. Upon written request of any person entitled to call a special meeting, the Secretary shall (a) fix the date and time of the meeting, which shall be held not more than thirty (30) days after receipt of the request, and (b) give notice to the Members. If the Secretary neglects or refuses to fix the meeting date or give notice within thirty (30) days after receipt of the written request for the special meeting, the person or persons calling the meeting may do so.

Section 5.4 Notice of Meetings of Members.

Written notice of every meeting of the Members shall be given by, or at the direction of, the Secretary to each Member of record entitled to vote at the meeting at least five days prior to the date of the meeting, unless a greater period of notice is required by the Act in a particular case. In the case of special meetings of the Members, the notice shall specify the general nature of the business to be transacted. When a meeting of the Members is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken, unless the Board fixes a new record date for the adjourned meeting or the Act requires notice of the business to be transacted and such notice has not previously been given.

Section 5.5 Determination of Members of Record.

The Board may fix a time, not more than fifteen (15) days prior to the date of any meeting of the Members or any adjournment thereof, as a record date for the determination of the Members entitled to notice of, or to vote at, such meeting. The Board may similarly fix a record date for the determination of the Members of record for any other purpose. When a determination of the Members of record has been made for purposes of a meeting, the determination shall apply to any adjournment thereof unless the Board fixes a new record date for the adjourned meeting. If no record date is fixed, the record date shall be determined in accordance with the Act.

Section 5.6 Quorum and Voting.

The presence in person of Member Representatives representing Members entitled to cast at least a majority of the votes which all Members are entitled to cast on the matters to be acted upon at the meeting shall constitute a quorum. The Member Representatives

present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Member Representatives to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided in the Act, adjourn the meeting to such time and place as they may determine. In the case of any meeting called for the election of Trustees, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing Trustees. Except as may be otherwise required by law or specified in the Certificate of Incorporation, whenever any action, other than the election of Trustees, is to be taken by a vote of the Members, it shall be authorized by the Member Representatives in person representing Members that hold at least a majority of the votes cast at a meeting of Members entitled to vote thereon at which a quorum is present.

Section 5.7 Participation in Meetings.

Any Member Representative may participate in a meeting of the Members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participate remotely in such conference.

Section 5.8 Adjournment.

Adjournments of any meeting of the Members may be taken. Any meeting at which Trustees are to be elected shall be adjourned only from day to day, or for such longer periods not exceeding fifteen (15) days each as the Member Representatives present and entitled to vote shall direct, until such Trustees have been elected.

Section 5.9 Organization.

At every meeting of the Members, the Ex-Officio President, or in his or her absence, a representative of the Pemberton Township School District designated by the Ex-Officio President, or in his or her absence, a Member Representative chosen by the Members, shall act as chair. The Secretary, or in his or her absence, a person appointed by the chair, shall act as secretary of such meeting.

Section 5.10 Consent of Members in Lieu of Meeting.

Any action that may be taken at a meeting of the Members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the Member Representatives representing all of the Members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Corporation.

ARTICLE 6 - BOARD OF TRUSTEES

Section 6.1 Board of Trustees.

The activities of the Corporation shall be managed by the Board. The powers of the Corporation shall be exercised by, or under the authority of, the Board except as otherwise provided by statute, the Certificate of Incorporation, these Bylaws, or a resolution adopted

unanimously by all of the Trustees.

Section 6.2 Qualifications of Trustees.

Each Trustee shall be a natural person at least eighteen (18) years of age who need not be a resident of New Jersey; provided, that such Trustee must be a Member Representative. No Member shall have more than one (1) Member Representative serving as a Trustee at any time.

Section 6.3 Number and Election of Trustees.

The initial Board shall consist of [9] Trustees, which equals the current number of Local PTO Members. Notwithstanding anything to the contrary in these Bylaws, the Board shall consist of at least three (3) Trustees at all times, and the actual number of Trustees shall be determined by the Members from time to time. The Trustees shall be elected by the Members at its annual meeting.

Section 6.4 Term of Office.

Each Trustee shall be elected for a term of one (1) year. Each Trustee shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.

Section 6.5 Election of Trustees.

Nominees for election to the Board of Trustees shall be presented to the general membership for voting and election at the annual meeting of Members. At such annual meeting, the Members shall elect one or more Trustees by a plurality of the votes. Announcement of the new Board members shall be made at the Annual Meeting.

Section 6.6 Vacancies.

Vacancies in the Board, including vacancies resulting from the death, resignation, or removal of a Trustee, shall be filled by a majority vote of the remaining Trustees even though less than a quorum, or by a sole remaining Trustee. Each person so elected shall be a Trustee to serve until the next annual meeting and until his or her successor has been elected and qualified.

Section 6.7 Removal of Trustees.

Any Trustee may be removed from office by a majority vote of the entire Board. If any Trustee is removed, the resulting vacancy may be filled immediately by the Board by a majority vote of the remaining Trustees.

Section 6.8 Resignations.

Any Trustee may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.

Section 6.9 Compensation of Trustees.

Trustees shall receive no compensation for their services, nor reimbursement of expenses incurred in performing such services, as Trustees or as committee members.

Section 6.10 Voting Rights.

Each Trustee shall be entitled to one (1) vote.

ARTICLE 7 - COMMITTEES

Section 7.1 Establishment and Powers.

The Board, by resolution adopted by a majority of the entire Board, may appoint from among the Trustees an executive committee and one or more other committees. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all the authority of the Board, except that no committee shall:

- (a) Make, alter, or repeal any bylaw of the Corporation;
- (b) Elect or appoint any officer or Trustee, or remove any officer or Trustee;
or
- (c) Amend or repeal any resolution previously adopted by the Board.

Section 7.2 Term.

Each committee of the Board shall serve at the pleasure of, and may be terminated at any time by, the Board.

Section 7.3 Committee Organization.

Except as otherwise provided by the Board, each committee shall be chaired by a Trustee who shall be the liaison between the Board and the committee. Each committee shall establish its own operating procedures. Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting of the Board. Each committee shall determine the times and places of its meetings.

Section 7.4 Chairpersons of Committees.

Chairpersons are responsible for selecting members for their committee. Chairpersons shall work with the Board in planning, coordinating and executing any support activities relating to their particular areas of responsibility. Chairpersons shall keep the Board informed of activity plans and obtain prior approval of any financial commitments.

ARTICLE 8 - MEETINGS OF TRUSTEES

Section 8.1 Place of Meetings.

The Board of Trustees may hold its meetings at such location designated by the Board in the notice of the meeting, or alternatively, if not so designated, at the Office of Administration of the Corporation, located at One Egbert Street, Pemberton, New Jersey 08068.

Section 8.2 Annual Meeting.

Unless the Board provides by resolution for a different time, the annual meeting of the Board, for the election of Trustees and the transaction of any other business which may be brought before the meeting, shall be held at such date and time each year as determined by the Board. If such day is a legal holiday under the laws of New Jersey, the annual meeting shall be held on the next succeeding business day which is not a legal holiday under the laws of New Jersey.

Immediately after each annual election of Trustees, the newly constituted Board shall meet without prior notice at the place where the election of Trustees was held, or at any other place and time designated in a notice given as provided in Section 9.1, for the purposes of organization, election of officers, and the transaction of other business.

Section 8.3 Regular Meetings

The Board may hold its regular meetings at such place and time as shall be designated by resolution of the Board. If the date fixed for any regular meeting is a legal holiday under the laws of New Jersey, the meeting shall be held on the next succeeding business day or at such other time as may be determined by resolution of the Board. The Board shall transact such business as may properly be brought before its meetings. Notice of regular meetings need not be given.

Section 8.4 Special Meetings of the Board.

The Ex-Officio President, the President or a majority of the then existing Board may call special meetings of the Board, which shall be held at such time and place as shall be designated in the call for the meeting. Five (5) days' prior notice of any special meeting shall be given to each Trustee pursuant to Section 9.1 or by telephone or by electronic transmission. Such notice shall state the time and place of such special meeting but need not state the purpose of the special meeting.

Section 8.5 Quorum and Voting by the Board.

At least a majority of the Trustees in office shall constitute a quorum for the transaction of business of any meeting of the Board. The acts of at least a majority of the Trustees present and voting at a meeting at which a quorum is present shall be the acts of the Board; provided, however, a vote of at least seventy-five percent (75%) of the Trustees is needed to amend the Corporation's Certificate of Incorporation or these Bylaws.

Section 8.6 Participation in Meetings.

Any Trustee may participate in a meeting of the Board or a committee thereof by means of conference telephone or similar communications equipment by means of which all

persons participating in the meeting can hear each other and participate remotely in such conference.

Section 8.7 Organization.

Every meeting of the Board shall be presided over by the Ex-Officio President, or in the absence of the Ex-Officio President, the President, or in the absence of the President, the Vice President, or in the absence of the President and the Vice President, a chair chosen by a majority of the Trustees present. The Secretary, or in his or her absence, a person appointed by the chair, shall act as secretary of the meeting.

Section 8.8 Unanimous Consent of Trustees in Lieu of Meeting.

Any action which may be taken at a meeting of the Trustees may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all Trustees then in office and filed with the Secretary of the Corporation.

ARTICLE 9 - OFFICERS

Section 9.1 Number.

The officers of the Corporation shall include an Ex-Officio President, a President, a Vice President, a Secretary, and a Treasurer. The officers may include such other officers as the Board may determine by resolution. No two or more offices may be concurrently held by the same person, and no officer shall execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law or by the bylaws to be executed, acknowledged, or verified by two or more officers.

Section 9.2 Qualifications of Officers.

The officers shall be natural persons at least eighteen (18) years of age except that the Treasurer may be a separate entity; provided, that, such officer must be a Member Representative. No Member shall have more than one (1) Member Representative serving as an officer of the Corporation at any time.

Section 9.3 Election and Term of Office.

The officers of the Corporation shall be elected by the Board at the annual meeting of the Board or at other times to fill a vacancy. Except as otherwise provided by these Bylaws or the Board, each officer shall serve for a term of one (1) year and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.

Section 9.4 Removal of Officers.

Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served. Such removal shall be without prejudice to the contract rights, if any, of any person so removed.

Section 9.5 Resignations.

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.

Section 9.6 Officer Compensation.

The officers of the Corporation shall receive no compensation for their services as officers, nor shall they receive reimbursement of expenses incurred in performing such services.

Section 9.7 Ex-Officio President.

The Ex-Officio President shall chair all meetings of the Board. The Ex-Officio President shall be the Business Administrator of the Pemberton Township School District or a duly appointed designee by such Business Administrator. Notwithstanding anything to the contrary in these Bylaws or the Corporation's Certificate of Incorporation, the Ex-Officio President shall have the authority to overrule and/or veto decisions made by the Members, the Board or any officer of the Corporation to the extent that the Ex-Officio President determines, in his/her sole discretion, that any act or omission taken or not taken, approved or proposed by the Members, the Board or any officer of the Corporation on behalf of the Corporation would, has or is in violation of any policy, rule, regulation or pronouncement of the Pemberton Township School District. The Ex-Officio President shall have the power and responsibility to take all actions reasonably necessary on behalf of the Corporation to assist the Local PTOs in opening, maintaining and withdrawing funds from their respective bank accounts, including without limitation acting as a signator with respect to such Local PTO bank account.

Section 9.8 The President.

The President shall be the chief executive officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject to the control of the Board and subject to the authority of the Ex-Officio President set forth herein. The President shall execute in the name of the Corporation deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board. The President shall appoint all special committees. The President shall be an ex-officio member on all committees, except the Nominating Committee. The immediate past President shall serve in an advisory capacity to the Corporation's Board.

Section 9.9 The Vice President.

In the event of the absence, disability or death of the President, or when so directed by the President, the Vice President may perform all the duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as may be assigned by the Board

or the President. The Vice-President will be responsible for conducting an annual audit of the Corporation's booster club funds and reporting the results to the Board on at least an annual basis.

Section 9.10 The Secretary.

The Secretary shall attend all meetings of the Board. The Secretary shall record all votes of the Board and the minutes of the meetings of the Board in a book or books to be kept for that purpose. The Secretary shall see that required notices of meetings of the Board are given and that all records and reports are properly kept and filed by the Corporation. The Secretary shall be the custodian of the seal of the Corporation and shall see that it is affixed to all documents to be executed on behalf of the Corporation under its seal. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or the President.

Section 9.11 The Treasurer.

The Treasurer shall be responsible for corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Corporation, and to endorse checks, drafts, and warrants in its name and on its behalf and to give full discharge for the same; provided, that any and all withdrawals of funds from the Corporation's account(s) shall require written approval or signatures of at least two (2) current officers of the Corporation. The Treasurer shall deposit all funds of the Corporation, except such as may be required for current use, in such banks or other places of deposit as the Board may designate. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the President.

ARTICLE 10 - NOTICE

Section 10.1 Written Notice.

Whenever written notice is required to be given to any person, it may be given to the person, either personally or by sending a copy by first class or express mail, postage prepaid, courier service, charges prepaid, or by facsimile transmission, or by e-mail, to his or her address (or to his or her facsimile number or to his or her e-mail address) appearing on the books of the Corporation or, in the case of Trustees, supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given when deposited in the United States mail or with a courier service for delivery to that person and if the notice is by facsimile or by e-mail, it shall be deemed to have been given when receipt has been confirmed. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Act. Except as otherwise provided by the Act or these Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 10.2 Waiver by Writing.

Whenever any written notice is required to be given, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

Section 10.3 Waiver by Attendance.

Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 11 - CONFLICTS OF INTEREST

Section 11.1 Conflict of Interest Policy Purpose.

The purpose of the conflict of interest policy is to protect the Corporation's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 11.2 Definitions.

A "Financial Interest" means, directly or indirectly, through business, investment, or family: (i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or (iii) 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. A Financial Interest is not necessarily a conflict of interest. Under Section 11.2.2, a person who has a Financial Interest may have a conflict of interest only if the Board or appropriate Committee, as hereafter defined, decides that a conflict of interest exists.

An "Interested Person" means any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect Financial Interest.

Section 11.3 Conflict of Interest Procedures

11.2.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Board and Committee Members with Board delegated powers considering the proposed transaction or arrangement.

11.2.2 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 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.

11.2.3 Procedures for Addressing the Conflict of Interest. An Interested Person may make a presentation at the 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 Chairman of the Board or Chairman of the Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the 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 Board or Committee shall determine by a majority vote of the disinterested directors 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.

11.2.4 Violations of the Conflict of Interest Policy. If the Board or Committee has reasonable cause to believe a Member or Trustee has failed to disclose actual or possible conflicts of interest, it shall inform the Member or Trustee of the basis for such belief and afford the Member or Trustee 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 Board or Committee determines the Member or Trustee has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 11.4 Records of Proceedings

The minutes of the Board and all Committees with board delegated powers shall contain 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 Board's or Committee's decision as to whether a conflict of interest in fact existed. 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 11.5 Receipt of Policy.

Each Trustee, officer, and Committee Member shall annually sign a statement

which affirms 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 that 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 11.6 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 11.7 Use of Outside Experts

When conducting the periodic reviews as provided for in Section 11.6, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 12 - INDEMNIFICATION; INSURANCE; NONASSESSABILITY

Section 12.1 Indemnification.

The Corporation shall indemnify, to the extent permitted by Section 15A:3-4 of the Act and to the extent otherwise permitted by law, any person and such person's heirs, executors, administrators and legal representatives, who was or is made or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that (a) such person serves or served as a Trustee or officer of the Corporation; (b) such person serves or served on any formally constituted advisory body or voluntary committee of the Corporation; or (c) such person serves or served at the request of the Corporation as a trustee, member, officer, director, shareholder, employee, or agent of any other corporation, partnership, joint venture, trust,

association, or any other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding. The foregoing indemnification shall apply only if the person acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful.

Notwithstanding the foregoing provisions of this Article, the indemnification provided to any person described above shall be only in excess of any valid and collectible insurance or other source of indemnification available for the benefit of such person, including any benefit available under any insurance or self-insurance plan of the Corporation, and no rights of subrogation are intended to be created hereby. Moreover, no indemnification shall be made under this Article or otherwise to or on behalf of a person if:

(a) A judgment or other final adjudication adverse to the person establishes that his or her acts or omissions (i) were in breach of his or her duty of loyalty to the Corporation, (ii) were not in good faith or involved a knowing violation of law, or (iii) resulted in receipt by the person of an improper personal benefit; or

(b) The Board determines that under the circumstances indemnification would constitute an excess benefit transaction or an act of self-dealing under the Code.

Section 12.2 Insurance.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee or officer of the Corporation or is or was serving at the request of the Corporation as a trustee, director or officer of another corporation, partnership, joint venture, trust, association, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against that liability under the Act, the Certificate of Incorporation, or these Bylaws. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction or an act of self-dealing under the Code.

Section 12.3 Nonassessibility.

The private property of the Trustees and the officers of the Corporation shall be nonassessable and shall not be subject to the payment of any corporate debts, nor shall the Trustees or the officers of the Corporation become individually liable or responsible for any debts or liabilities of the Corporation.

ARTICLE 13 - DISSOLUTION

Section 13.1 Dissolution.

Upon the dissolution of the Corporation, the Board shall, after paying or making provisions for payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or to a federal, state or local government for a public purpose, as the Board shall determine.

ARTICLE 14 - CORPORATION FUNDS AND RECORDS

Section 14.1 Maintenance and Disbursement of Funds.

All monies, donations, contributions and all other funds received by the Corporation shall be kept in the Corporation's separately-owned bank accounts and shall be paid out only in accordance with the Corporation's approved disbursement procedures and policies. Corporation funds shall be allocated between its Operating Fund and Special Use Fund, both of which shall be used for the benefit of the Local PTOs generally, as follows:

(a) Operating Funds. Requests for funds for ongoing or new activities planned for the upcoming year should be submitted for approval at a regular meeting of the Board. Emergency requests for funds between Board meetings or during the summer months must be submitted to the President for approval. For any such request amounts up to \$100.00, the President, Treasurer and two other Board members must provide prior approval for the allocation of funds outside of the normal approval process. The Board must approve of the allocation of any funds in excess of \$100.00.

(b) Special Use Funds. Requests for funds for the purchase of supplies, equipment, other material items, or for the special use of funds benefiting all of the Local PTOs on an equal basis must first be approved by the Pemberton Township School District. Once approved, a written request shall be submitted to the Corporation's President by the Pemberton Township School District at least one week prior to the next Board meeting at which it will be presented.

Section 14.2 Corporate Records.

The Corporation shall keep (a) an original or a duplicate record of the proceedings of the Members and the Board and all committees, (b) the original or a copy of its Certificate of Incorporation and Bylaws, including all amendments thereto to date, and (c) appropriate, complete, and accurate books or records of account, at its registered office or at its principal place of business.

ARTICLE 15 - AMENDMENTS

Section 15.1 Amendments.

The Bylaws of the Corporation may be amended by the Board pursuant to the approval of at seventy five percent (75%) of the current members of the Board of Trustees; provided, that the proposed amendment must have been previously distributed to the entire Board in writing at least seven (7) days prior to the Board meeting at which such vote shall

occur. A vote of at least ninety percent (90%) of the Board is needed to amend Section 8.5 and/or this Section 15.1.

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Date of approval by the Board of Directors: November 21, 2011