

BYLAWS
of the
AMERICAN WINE SOCIETY EDUCATIONAL FOUNDATION, INC.
A New Jersey Nonprofit Corporation

Revised and Adopted by the Board of Trustees Feb. 4, 2008

*Compared to the previous (Feb. 29, 2004) version, the only change is replacement of "5%" with "3%" in
Section 5.5, Quorum*

Modified March 19, 2010

Changed the term "Class B member" to "Affiliate Member"

Article One. Offices

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4 **Section 1.1. Principal Office.** The American Wine Society Educational Foundation, Inc.
5 (hereinafter referred to as "the corporation") shall maintain an office and mailing address in the State of
6 New Jersey, and such address shall be updated as necessary and transmitted to those Federal and State
7 authorities requiring a corporate address of record.
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9 **Section 1.2. Other Offices.** The corporation may have such other offices as the board of
10 trustees may from time to time determine.
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Article Two. Membership

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14 **Section 2.1. Classes of Membership.** The corporation shall have two classes of members,
15 and membership may be held by any person or organization in either class but not both. The rights and
16 privileges of all members shall be equal. Each member shall be entitled to one vote on resolutions
17 requiring approval by the membership.

18 *Class A Membership:* Any member in good standing of the American Wine Society is eligible
19 for Class A membership in this corporation.

20 *Affiliate Membership:* Any person or organization not a member of the American Wine
21 Society that has made a qualifying donation to the corporation is eligible for Affiliate membership in
22 this corporation.
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24 **Section 2.2. Qualifications.** Any individual or organization that pays such dues as may
25 be provided in Article Four or that makes a qualifying donation to the corporation and who agrees to be
26 bound by the certificate of incorporation of this corporation, by these bylaws, and by such rules and
27 regulations as the trustees may from time to time adopt, is eligible for membership in this corporation as
28 either a Class A or an Affiliate member. The board of trustees shall, from time to time, define what
29 constitutes a qualifying donation and the term for which such qualifying donation entitles the donor to
30 the privileges accompanying Affiliate membership in this corporation.
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32 **Section 2.3. Admission to Membership.** The trustees shall from time to time prescribe the
33 form and manner in which application may be made for membership.
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35 **Section 2.4. Property Rights.** No member shall have any right, title, or interest in any of
36 the property or assets, including any earnings or investment income of this corporation, nor shall any of
37 such property or assets of the corporation be distributed to any member upon its dissolution or winding

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Section 2.5. Liability of Members. No member of this corporation shall be personally liable for any of its debts, liabilities, or obligation, nor shall any member be subject to any assessment.

Section 2.6. Transfer, Termination, and Reinstatement. Membership in this corporation is nontransferable. Membership shall terminate upon the resignation or death of a member, and in the case of a Class A member a termination of his or her membership in the American Wine Society. Failure by an Affiliate member to meet the stipulations for a qualifying donation shall terminate his or her membership in this corporation. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

Article Three. Certificates of Membership

Section 3.1. Certificate of Membership. The board of trustees may provide for the issuance of certificates evidencing membership in the corporation, which shall be of such form as may be determined by the board from time to time. Such certificates, if issued, shall be signed by the president or the vice president, or the secretary, and shall bear the seal of the corporation. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the dates of issuance and expiration shall be entered on the records of the corporation. If any certificate should become lost, mutilated, or destroyed, a new certificate may be issued to replace it on such terms and conditions as the board of trustees may determine.

Section 3.2. Issuance of Certificates. If the board of trustees shall have provided for the issuance of certificates of membership under the provisions of Section One of this Article, then, when a person becomes a member, such a certificate shall be issued in the name of and delivered to the new member by the secretary.

Article Four. Membership Fees and Dues

Section 4.1. Initiation Fee and Annual Dues. The board of trustees may determine from time to time the amount of initiation fee, if any, and the amount of annual dues payable to the corporation by members of both Classes.

Section 4.2. Payment of Fees and Dues. Dues shall be payable in advance by the first day of each fiscal year. Dues of new members will be prorated from the first day of the month in which a person becomes a member for the remainder of the fiscal year of the corporation, and shall be payable, together with any initiation fee in effect at the time the new member becomes a member.

Section 4.3. Default and Termination of Membership. When any member shall be in default in the payment of fees or dues for a period of ninety days from the beginning of the fiscal year or period in which such dues become payable, that person's membership may be terminated by the board of trustees.

Article Five. Meeting of Members

Section 5.1. Annual Meeting. An annual meeting of members shall be held during the fall of each year, during the annual American Wine Society National Conference, or at such other place

87 or places and times as the board of trustees may designate by resolution. All business of this corporation
88 as may come before the meeting shall be conducted and carried out by those members of this
89 corporation in good standing who are in attendance.

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91 **Section 5.2. Special Meetings.** Special meetings of members may be called by the
92 president, the board of trustees, or by not less than one-twentieth (5%) of all members of record in good
93 standing.

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95 **Section 5.3. Place of Meeting.** The board of trustees may designate any place, either
96 within or without the State of New Jersey, as the place of meeting for any annual or special meeting of
97 members.

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99 **Section 5.4. Notice of Meetings.** The board of trustees shall direct to each member of
100 record in good standing a notice of each annual meeting, stating the time and place where the meeting
101 will be held, along with the substance of any business intended to be transacted at the meeting. Good
102 notice shall consist of sending such a notice by U.S. mail, e-mail, or by other electronic means addressed
103 to the member at his or her address of record as it appears in the records of this corporation, not less than
104 ten nor more than sixty days prior to such meeting. Attendance at any meeting without protesting lack of
105 notice prior to the conclusion thereof shall be a waiver of the notice of the time, place and purpose of the
106 meeting.

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108 **Section 5.5. Quorum.** The members of this corporation present either in person or by
109 proxy at any meeting shall constitute a quorum for the transaction of all business, provided however that
110 at least 100 members or not less than 3% of all members of record in good standing, whichever is the
111 greater number, be so represented. If a quorum is not present at any meeting, a majority of those present
112 either in person or by proxy may adjourn the meeting without further notice.

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114 **Section 5.6. Proxies.** At any meeting of members, a member may vote by proxy executed
115 in writing by the member or by the member's duly authorized attorney in fact. No proxy shall be valid
116 after eleven months from the date of execution unless a longer time is expressly provided therein, but in
117 no case shall the term be longer than three years.

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119 **Section 5.7. Voting by Mail.** The election of trustees may be conducted by U.S. mail, e-
120 mail, or by other electronic means in such manner as the board of trustees shall determine. To constitute
121 a valid election of trustees the quorum requirements of Article Five, Section 5.5 must be met.

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123 **Section 5.8. Voting Rights.** Each member in good standing shall be entitled to vote. In
124 the case of election of trustees each member will be entitled to as many votes as trustees to be elected. If
125 an organization is a member, the organization shall designate one person who shall have the right to
126 exercise that organization's voting rights.

127 128 **Article Six. Trustees**

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130 **Section 6.1. Number.** The authorized number of trustees of the corporation shall be
131 seven. Six trustees shall be elected as provided in Article Five, Section 5.7 of these bylaws and the
132 seventh trustee shall be the sitting President of the American Wine Society or his or her designee,
133 chosen from among its elected Directors.

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135 **Section 6.2. Qualifications of Trustees.** Trustees must be members of this corporation.

136 One Trustee shall be designated Treasurer and must be a credentialed professional with a baccalaureate
137 degree in accounting, finance, or business administration or must possess equivalent training and
138 experience with financial reports, balance sheets, and tax returns and their preparation in accordance
139 with generally accepted accounting practices.
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142 **Section 6.3. Term of Office.** Three Trustees shall be elected by the membership each odd
143 calendar year and shall serve for a term of four years. The term of a trustee shall begin on the first day of
144 January following the year in which he or she is elected and shall end on the thirty-first day of
145 December of his or her fourth year in office.
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147 **Section 6.4. Powers.**

148 (a) Except as otherwise provided in the Certificate of Incorporation, or by law, the powers of
149 this corporation shall be exercised, its properties controlled, and its affairs conducted by the board of
150 trustees, which may, however, delegate the performance of any duties or the exercise of any powers to
151 such officers and agents as the board may from time to time, by resolution, designate.

152 (b) *Management of Income Property.* As described in Article Eight, the board of trustees may
153 determine, by resolution from time to time duly adopted, to delegate in whole or in part, the
154 management, investment, and disposition of the property of the corporation for the purpose of earning
155 an income from that property, as distinguished from the matter of applying property and funds to
156 charitable purposes, to a finance committee consisting of not less than two members of the board (who
157 shall be elected by board resolution), augmented by one or more financial advisors if the board so
158 designates, or to one or more trust companies or banks duly authorized to conduct a trust or banking
159 business under the laws of a state.

160 (c) *Common Trust Funds.* The board of trustees may, by resolution from time to time duly
161 adopted, establish one or more common trust funds for the purpose of investing the corporation's funds
162 and those of any charitable or educational institution affiliated with the corporation, whether the
163 corporation holds such funds or property as a fiduciary or otherwise, subject to such terms and
164 conditions as are set forth in the certificate of incorporation of this corporation and by applicable law.
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166 **Section 6.5. Replacement of Trustees.**

167 (a) Whenever a vacancy exists on the board of trustees of an elected trustee, whether by death,
168 resignation, or otherwise, the vacancy shall be filled by nomination of a new trustee by the president of
169 the corporation, and confirmation by a majority of the trustees at a regular or special meeting of the
170 board. Any person so appointed or elected to fill the vacancy of a trustee shall have the same
171 qualifications as were required of the trustee whose office was vacated.

172 (b) Any trustee may be removed, with or without cause, by a vote of two-thirds of the members
173 of the board of trustees at a special meeting called for that purpose. At any such meeting, a vacancy
174 caused by removal may be filled as stated in sub-section (a) of this Section.

175 (c) Any person appointed or elected to fill a vacancy in the board of trustees shall hold office for
176 the unexpired term of his or her predecessor in office, subject to the power or removal stated in sub-
177 section (b) of this Section.
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179 **Section 6.6. Compensation.** No member of the board of trustees shall receive any
180 compensation from the corporation for his or her service as a trustee. However, members of the board
181 may be reimbursed for actual expenses incurred by them in the performance of their duties.
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183 **Section 6.7. Meetings.**

184 (a) *Regular meetings* of the board of trustees may be held at such time and place as shall be

185 determined, from time to time, by a majority of the board. At least two meetings shall be held each year.
186 Notice of each meeting, stating the time and place and an agenda stating the purpose of the meeting,
187 shall be distributed to each trustee, personally or by U.S. mail, telephone, e-mail, or other form of
188 electronic transmission, at least ten days prior to the meeting date. The agenda may be amended at the
189 meeting. Attendance by a trustee at any meeting, without protesting lack of notice prior to the
190 conclusion thereof, shall be a waiver of notice of the time, place and purpose of the meeting.

191 (b) *Special meetings* of the board of trustees may be called by the president on ten days notice
192 personally or by U.S. mail, telephone, e-mail, or other form of electronic transmission, to each trustee.
193 The notice shall state the time, place and purpose of the meeting. Special meetings of the board of
194 trustees shall be called by the president or secretary in like manner and on like notice upon the written
195 request of at least three trustees.

196 (c) *Conference Telephone Meetings.* Meetings of the board of trustees may be held by
197 conference telephone call among the trustees of the board or with some trustees assembled in one
198 location and other trustees attending by conference telephone.

199 (d) *Quorum.* A simple majority of the board of trustees shall constitute a quorum for the
200 transaction of business at any meeting of the board or trustees. However, if less than a quorum is present
201 at any meeting, a majority of the trustees present may adjourn the meeting without further notice.

202 (e) *Actions at Meeting.* Except as may otherwise be provided in these bylaws, or in the
203 Certificate of Incorporation, or by law, an act approved by a simple majority of trustees present at any
204 meeting at which a quorum is present shall be the act of the board of trustees. The president shall have
205 the power to break tie votes.

206 (f) *Actions Without Meeting.* Any action required or permitted to be taken by the board of
207 trustees under any provision of law may be taken without a meeting if all members of the board shall
208 individually or collectively consent in writing to such action. The terms “consent in writing” and
209 “written consent” shall include both a consent evidenced by a signed document or by an e-mail message
210 or other form of electronic communication. Such written consent or consents shall be filed with the
211 minutes of the proceedings of the board, and any such action by written consent shall have the same
212 force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed
213 under any provisions of law that relates to action so taken shall state that the action was taken by
214 unanimous written consent of the board of trustees without a meeting and that the certificate of
215 incorporation and bylaws of this corporation authorize the trustees to so act. Such a statement shall be
216 *prima facie* evidence of such authority.

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218 **Section 6.8. Liability of Trustees.** The trustees of this corporation shall not be held
219 personally liable for its debts, liabilities, or other obligations incurred not in violation of the Certificate
220 of Incorporation, these bylaws or applicable law.

221 222 **Article Seven. Officers**

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224 **Section 7.1. Designation of Officers.** The officers of this corporation shall be a
225 president, an executive vice president, one or more additional vice presidents (as shall be determined
226 from time to time by the board of trustees), a secretary, a treasurer, and such other officers as may be
227 elected by the board of trustees in accordance with the provisions of this article. The board of trustees
228 may elect or appoint such other officers, including but not limited to, one or more assistant secretaries,
229 and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and to
230 perform the duties prescribed from time to time by the board of trustees. Any two or more offices may
231 be held by the same person, except the offices of president, secretary, and treasurer.

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Section 7.2. Election and Terms of Office. Officers shall be elected by and chosen from among the new board of trustees that is elected by the membership each odd calendar year. Tentative selection of officers may be performed at the first board meeting at which the newly elected trustees are present, usually in the fall of the year during the annual American Wine Society National Conference, but such tentative selection of officers must be affirmed by board resolution once the terms of the newly elected trustees officially begin on the first day of January the following year. The term of office for each officer, with the exception of the Treasurer, shall be two years. The Treasurer shall serve concurrent with his or her entire term as trustee. Any and all officers may be reelected to the same office or elected to a different office an unlimited number of times.

Section 7.3. Removal. Any officer elected or appointed by the board of trustees may be removed by the board of trustees whenever in its judgment the interests of the corporation would best be served by such removal. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 7.4. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by resolution duly adopted by the board of trustees for the unexpired portion of the term.

Section 7.5. President. The president shall be the chief executive officer of this corporation. He or she shall exercise general supervision and control over all activities of the corporation. The president shall:

- (a) preside at all meetings of members and of the board of trustees;
- (b) sign, in conjunction with the secretary or other officer authorized by the board of trustees, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the board of trustees, except in cases where the signing and execution of such instruments has been expressly delegated by the board of trustees, by these bylaws, or to some other officer or agent of the corporation by law; and
- (c) perform all other duties and exercise all other powers generally incident to the office of president and such other duties as may be prescribed by the board of trustees.

Section 7.6. Vice Presidents. The vice presidents assist the president. In the absence of the president or in the event of the president's inability or refusal to act, the executive vice president shall perform the duties of the president, and when so acting shall have all the powers of, and be subject to all of the restrictions upon, the president. Any vice president shall perform such additional duties as may from time to time be assigned to him or her by the president or by the board of trustees.

Section 7.7. Secretary. The secretary shall:

- (a) keep the minutes of meetings of members and of the board of trustees, in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with these bylaws or as required by law;
- (c) be custodian of the corporate records and of the seal of the corporation;
- (d) keep and maintain a membership record containing the names and addresses of all members and trustees of the corporation, and with respect to any membership which has been terminated, record that fact together with the date of termination. The secretary may rely on the membership records of the American Wine Society as records of the Class A members of this corporation; and

280 (e) exhibit to any trustee of this corporation, or to a trustee's agent, to any member, and to any
281 person or agency authorized by law to inspect them, at all reasonable times and upon demand with
282 adequate notice, these bylaws, the Certificate of Incorporation, the membership records, the minutes of
283 any meeting, financial reports, and other records of the corporation.
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285 **Section 7.8. Treasurer.** If so required by the board of trustees, the treasurer shall:

- 286 (a) give a bond for the faithful discharge of the treasurer's duties in such sum and with such
287 surety or sureties as the board of trustees may deem appropriate;
288 (b) have charge and custody of, and be responsible for, all funds and securities of the
289 corporation;
290 (c) receive and give receipts for monies due and payable to the corporation from any source and
291 deposit all such monies in the name of the corporation in such banks, trust companies, or other
292 depositories, as shall be selected by the board of trustees;
293 (d) perform all duties generally incidental to the office of treasurer and such other duties as may
294 from time to time be assigned to the treasurer by the president or by the board of trustees; and
295 (e) render an accounting, at least annually, of all the transactions of, and the financial condition
296 of, the corporation.
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298 **Section 7.9. Assistant Secretaries and Treasurers.** The assistant secretaries and
299 treasurers shall perform such duties as may be assigned to them by the board of trustees, the president,
300 the treasurer, or the secretary of the corporation. If so required by the board of trustees, the assistant
301 treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties
302 as the board of trustees may deem appropriate.
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304 **Article Eight. Committees**

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306 **Section 8.1. Executive Committees.** The board of trustees may, by resolution duly
307 adopted, establish one or more committees, each of which shall consist of two or more trustees. Such
308 committees, to the extent provided by such resolution, and not inconsistent with the Certificate of
309 Incorporation, these bylaws, and applicable law, shall have and exercise the authority of the board of
310 trustees in the management of the corporation. However, the designation of and delegation of authority
311 to such committees shall not relieve the board of trustees, or any trustee individually, of any
312 responsibility imposed on the board of trustees or on any individual trustee by the Certificate of
313 Incorporation, these bylaws, or by applicable law.
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315 **Section 8.2. Finance Committee.** The matter of controlling, managing, investing, and
316 disposing of the property of this corporation for the purpose of earning an income — as distinguished
317 from applying property and funds to charitable purposes — shall be exclusively vested in a finance
318 committee which shall consist of not less than two trustees and, optionally, such other persons as may be
319 deemed appropriate, all of whom shall be elected by resolution duly adopted by the board of trustees.
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321 **Section 8.3. Other Committees.** Other committees, by whatever name called, not having
322 and exercising the managerial authority of the board of trustees, may be established by resolution duly
323 adopted by majority vote of the board of trustees. Except as may be provided by resolution members of
324 committees shall be members of the corporation and shall be appointed by the president. The president,
325 with the consent of a majority of the board of trustees, may remove any committee member, whenever
326 in his or her judgment the interests of the corporation would best be served by such removal.

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Section 8.4. Terms of Office. Each member of a committee shall continue as such until the next meeting of newly elected trustees of the corporation and until reappointed, or his or her successor is appointed, unless such committee shall be sooner abolished, or unless such member be removed or cease to qualify as a member of the committee.

Section 8.5. Chairperson. One member of each committee shall be appointed chairperson by the president. The principal duties of the chairperson are to plan, lead, and track progress of the committee’s work, and to report work status to the board of trustees as they may direct.

Section 8.6. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so selected shall serve for the unexpired term of his or her predecessor.

Section 8.7. Quorum. Unless otherwise provided in the resolution establishing the committee, a simple majority of the whole committee shall constitute a quorum, and the act of a simple majority of members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8.8. Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate. However, such rules and regulations shall be consistent with these bylaws, and provided further that regular minutes of all proceedings shall be kept.

Article Nine. Contracts, Deposits, Checks, and Funds

Section 9.1. Contracts. The board of trustees may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances.

Section 9.2. Gifts and Contributions. The board of trustees or an executive committee may:

- (a) accept on behalf of the corporation any contribution, gift, bequest, or devise of any type of property (“donations”), for the general and special charitable and educational purposes of the corporation, on such terms as the board or committee shall approve;
- (b) hold such funds or property in the name of the corporation or of such nominee or nominees and for such time as the board of trustees or committee may designate;
- (c) collect and receive the income from such funds or property;
- (d) distribute the principal and/or income from such donations to such benevolent and charitable endeavors as the board of trustees or committee may determine, consistent with the purposes of the corporation, and at such times as deemed appropriate; and
- (e) enter into an agreement with any donor to continue to devote and/or distribute the principal and/or income from the donation to a particular purpose [not inconsistent with the purposes stated in the Certificate of Incorporation and which are permitted to be carried on by an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such Code] as the donor may designate, and after approval of such agreement by the board of trustees or committee, devote and/or distribute the principal and/or income from that donation according to the terms of the agreement.

Section 9.3. Deposits. All funds of the corporation shall be deposited by the Treasurer, within five business days after receipt of the same, to the credit of the corporation in such banks, trust companies, or other depositories as the board of trustees may select.

Section 9.4. Checks, Drafts, Orders for Payment. All checks, drafts, and orders for payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer, or officers, agent or agents of the corporation and in such manner as the board of trustees shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the treasurer or an assistant treasurer.

Article Ten. Miscellaneous

Section 10.1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

Section 10.2. Execution of Corporate Documents. The board of trustees may authorize notes to be executed by the president and treasurer and contracts to be executed by the president and secretary or by the president in conjunction with at least one other officer. All corporate documents must be authenticated or attested by the secretary.

Section 10.3 Corporate Seal. The board of trustees shall provide a corporate seal containing the name of the corporation for the purpose of authenticating documents. The secretary shall have custody of the seal. If so directed by the board of trustees, a duplicate of the seal may be kept and used by such other officers as the board may direct. The seal appears as follows:



Section 10.4. Books and Records. The corporation shall prepare, maintain, and preserve correct and complete books and records of account, which shall be kept in proper order by the treasurer. The secretary of the corporation shall maintain and preserve minutes of all meetings of its members, the board of trustees, and all committees. The corporation shall maintain at the registered or principal office a membership record giving the names and addresses of all members entitled to vote. All books and records of the corporation may be inspected by any trustee, or member, or the agent or attorney of either, or by any proper person, at any reasonable time. Any such record required to be preserved may be kept in electronic as well as paper form, provided that redundant back-ups are also kept.

Section 10.5. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act of New Jersey or under the provisions of the Certificate of Incorporation or the bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 10.6. Governing Rules. All meetings of the board of trustees and the membership or of any committee thereof shall be governed by *Robert's Rules of Order*, including such revisions of those rules as may from time to time be published, except as those rules are inconsistent with these bylaws, with the Certificate of Incorporation of this corporation, or with applicable law.

Section 10.7. Indemnity. To the extent permitted by applicable law, each trustee, officer, agent, or employee of the corporation shall be indemnified by the corporation against costs and expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of he or she being, or having been in, such a position. Indemnification will not be provided for matters in which such a person has been finally adjudged in such action, suit or proceeding to have been derelict or to have intentionally acted wrongfully in the performance of his or her duties.

Section 10.8. Dissolution. In the event of dissolution of the corporation, the provisions of Article Eleven of the Certificate of Incorporation and the law applicable to an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such Code shall govern.

Article Eleven. Amendments

Section 11.1. Power of Trustees to Amend Bylaws. Subject to any limitations in the Certificate of Incorporation, these bylaws, or the Nonprofit Corporation Act of New Jersey concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution duly adopted by the board of trustees.

Section 11.2. Power of Members to Amend Bylaws. The bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by the vote or written assent of a two-thirds majority of the members of the corporation voting at an annual meeting or at a special meeting at which there is a quorum as defined in Article Five, Section 5.5.