

BY - LAWS

of the

LENAPE WRESTLING PARENTS, INC.

ARTICLE I

Purposes

The purposes of the Corporation as stated in its Certificate of Incorporation are to provide financial assistance to the Lenape High School Wrestling Program:

- (a) to provide supplemental programs which would not normally be made available through the school board budget;
- (b) to provide additional training tools for the coaches not provided by the school board budget;
- (c) to provide recognition to the students involved in the Lenape High School Wrestling Program;
- (d) to promote any other educational or charitable purpose within the meaning of Section 501(c) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax law (the "Code"), subject, however, at all times, to the restrictions and limitations contained in the Certification of Incorporation.

Notwithstanding any other provision of these By-laws, the 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE II

Offices

The Corporation shall have and continuously maintain in the State of New Jersey, its principal place of business, and a registered office and a registered agent whose office is identical with such registered office which principal place of business and registered office may be the same or different, as the Board may from time to time determine by resolution.

ARTICLE III

Board of Trustees

Section 1. General Powers

The direction and management of the Corporation shall be vested in a Board of Trustees, which shall pursue such policies and principles and shall exercise all of the powers of the Corporation in accordance with the provisions of the Certificate of Incorporation, these By-Laws and the laws of the State of New Jersey.

Section 2. Number and Tenure

(a) The number of trustees, which shall constitute the whole Board of Trustees, shall be not less than three (3) nor more than twenty-five (25). Additional trustees can be added to the Corporation as the Trustees may from time to time determined by resolution.

(b) Thereafter trustees of each class shall serve for a term of one (1) year.

(c) At each annual meeting following the initial election of trustees, the number of trustees equal to the number of trustees whose term expires at the time of such meeting shall be elected to hold office until his/her term expires and his/her successor is elected and qualified, or until his/her earlier resignation or removal.

Section 3. Resignation; Removal, Vacancies

(a) Any trustee may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein or if no time be specified, at the time of its receipt by the Chairman of the Board, the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective.

(b) A trustee may be removed from office by resolution of the Board of Trustees at any time with or without cause.

(c) Any vacancy occurring in the Board of Trustees shall be filled by resolution of the Board of Trustees.

Section 4. Regular Meetings

An annual meeting of the Board of Trustees shall be held at the registered office during the month of November in each year or at a date determined by the Board for the election of trustees and for the transaction of such other business as may come before the meeting. The Board of Trustees may provide by resolution the time and place within the State of New Jersey for the holding of additional regular meetings of the Board without other notice than such resolutions.

Section 5. Special Meetings

Special meetings of the Board may be called by or at the request of three or more of the Trustees. The person or persons authorized to call a special meeting of the Board may fix any place, within the State of New Jersey, as the place for holding such special meeting.

Section 6. Notice

Except where otherwise required by statute, the Certificate of Incorporation or these By-Laws, notice of the date and location of all meetings of the Board shall be delivered personally or sent by mail, telegram or telefax within ten (10) days of the date of the meeting and need not state the purpose of the meeting.

Section 7. Quorum

A majority of the Board of Trustees who shall be present in person, but in no event less than three (3) members of the Board, shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum of the Trustees are present at any meeting, said meeting shall be adjourned.

Section 8. Compensation

Trustees as such shall not receive any stated compensation for their services, but by resolution of the Board may be reimbursed for their necessary expenses.

ARTICLE IV

Committees

Section 1. Executive Committee

The Board of Trustees shall have the power to appoint by resolution an Executive Committee comprised of two (2) or more trustees, who, to the extent provided in such resolution, shall exercise the authority of the Board of Trustees in the management of business of the Corporation between the meetings of the Board of Trustees. The Executive Committee shall make and adopt such rules and regulations, as it may deem prudent for its management, including but not limited to the following:

- (a) To present a report at regular meetings of the Corporation;
- (b) To recommend to the Board of Trustees an independent auditor for an annual audit of the Corporation;
- (c) To approve routine bills within the limits of the budget;
- (d) To develop, review and approve a Procedures and Policies Guideline.

Section 2. Nominating Committee

The President, in consultation with the Board of Trustees, shall appoint a Nominating Committee consisting of the Vice-President as chair and two (2) other members to nominate officers and trustees for election at the next annual meeting of the Board of Trustees.

The Vice-President shall cause a solicitation of nominations from the trustees of candidates to be sent at least one (1) month prior to the annual meeting of the Board of Trustees.

Section 3. Other Committees

The Board of Trustees may, by resolution, provide for and create other committees not having or exercising the authority of the Board in the management of the Corporation. Persons may be designated as committee members who are not trustees of the Corporation.

ARTICLE V

Officers

Section 1. Officers

The officers of the Corporation shall be a President/Chairman of the Board, a Vice- President, a Secretary and a Treasurer.

Section 2. Election, Qualification and Term of Office

The officers of the Corporation shall be Trustees and shall be elected annually by the Board at its regular annual meeting. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Duties of Officers

(a) President/Chairman of the Board. The President, or if absent, the Vice-President, shall serve as Chairman of the Board and shall preside at all meetings of the Corporation and shall perform the duties generally appertaining to said office. The President shall be the chief executive officer of the Corporation; shall preside at all meetings of the Board of Trustees; shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of

Trustees are carried into effect subject however to the right of the Board of Trustees to delegate any specific powers, except as may be by statute exclusively conferred on the President, or on any officer or officers of the Corporation.

The President shall prepare an annual report of the activities of the Corporation, which shall be submitted to the annual meetings of the Board of Trustees.

When authorized by the Board of Trustees, the President shall execute bonds, mortgages, and other contracts requiring the seal of the Corporation, and the seal when affixed shall be attested by the signature of the Secretary.

The President shall be an ex-officio member of all committees and shall have the general power and duties of supervision in management usually vested on the officers of the President of the Corporation.

(b) Vice-President. The Vice-president shall perform such duties as are delegated by the President.

(c) Treasurer. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation.

At each annual meeting of the Board of Trustees, the Treasurer shall make a report to the Board of the accounts for the last fiscal year. He shall keep proper books of account and other books showing at all times, the character, value and the amount of the property and funds of the Corporation and all receipts and disbursements. Such books shall at all times be open to inspection by the members of the Board of Trustees.

At such meeting of the Board of Trustees the Treasurer shall present statements' of account showing receipts and disbursements of the Corporation since its last report.

(d) Secretary. The Secretary shall record all votes and keep minutes of the proceedings of all Board meetings as well as a record of all other Corporation matters. The Secretary shall give or cause to be given notice of all meetings of the Board of Trustees and immediately upon election of members of the

Board of Trustees, he/she shall give notice in writing to them of their election and shall perform such other duties as may be presented by the Board of Trustees or the President under whose supervision he shall be.

Section 4. Bonding of Treasurer and Other Officers

At the direction of the Board, the Treasurer and/or any other officer or employee of the Corporation shall be bonded.

Section 5. Resignation, Removal, Vacancy

(a) Any officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein or if no time be specified at the time of its receipt by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective.

(b) An officer may be removed from office by majority vote of the Board of Trustees at any time with or without cause.

(c) Any vacancy occurring in an officer's position shall be filled by majority vote of the Board of Trustees. In the event of the vacancy of the President, then the Vice President shall serve as President until the next President shall be elected and qualify.

Section 6. Compensation of Officers

Officers of the Corporation shall not receive any stated compensation for their services, but by resolution of the Board may be reimbursed for their necessary expenses.

ARTICLE VI

Contracts, Checks, Deposits and Funds. Audit

Section 1. Contracts

The Board may, by resolution, authorize any officer or officers, agent or agents 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.

Section 2. Deposits

All funds, securities and other valuable effects of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 3. Checks. Drafts. Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by at least two (2) officers or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 5. Audit

The accounts and financial statements submitted by the Treasurer of the Corporation as provided in Article V shall be audited annually by an audit committee as appointed by the Board of Trustees upon recommendation of the Executive Committee.

ARTICLE VII

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and the Board and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the Corporation may be inspected by any trustee, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of any law of the State of New Jersey or under the provision of the Certificate of Incorporation or the by-laws of the

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.

ARTICLE IX

Fiscal Year

The fiscal year of the Corporation shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December of each year, unless otherwise designated by resolution of the Board of Trustees.

ARTICLE X

Parliamentary Procedure

Roberts' Rules of Order Revised shall govern the proceedings of this Corporation as well as any ambiguity in the by-laws regarding corporate proceedings.

ARTICLE XI

Seal

The seal of this Corporation shall be circular in form with the words "Lenape Wrestling Parents, Inc." around the circumference thereof. The seal may be altered or changed at the discretion of the Board of Trustees.

ARTICLE XII

Amendments to By-Laws

These by-laws may be altered, amended or repealed or new by-laws adopted by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast by the Board of Trustees at any regular or special meeting of the Board, but no alteration or an amendment shall be made unless written notice of such

proposed amendment is given at least two (2) months before the date of the meeting in which the amendment is to be considered for such purpose. Any such by-law so amended shall be subject to repeal by the affirmative vote of the two-thirds (2/3) of the votes entitled to be cast by the Board of Trustees at any regular or special meeting of the Board.

ARTICLE XIII

Dissolution

Section 1. Referred Vote.

Dissolution of the Corporation shall be determined by the vote of two-thirds (2/3) of the votes entitled to be cast by the Board of Trustees at any annual or special meeting, in the manner provided by law. Written notice of the proposed dissolution shall be given at least two (2) months before the date of the meeting in which the question is to be considered.

Section 2. Distribution of Assets.

In the event of dissolution for whatever reason, then neither any member, nor any trustee, officer or other individual shall be entitled to receive any portion of the assets. The Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for educational or charitable purposes as shall from time to time qualify it or them as an exempt organization(s) under Section 501 (c)(3) of the Code as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of New Jersey, exclusively for such purposes or to such organization or organizations as said court shall determine which are exempt organizations under the Code.

Section 3. No Repeal

Insofar as this article forbids the distribution of assets to any member, trustee, officer or other individual, the same shall not be subject to repeal, alteration or amendment by any action of the Board.

ARTICLE XIV

These By-Laws are duly adopted by the Corporation, as of the date set forth below, upon the signature of the President and Secretary of the Corporation, pursuant to an authorized vote and resolution of the Corporation.

ATTEST:

LENAPE WRESTLING PARENTS, INC.

By: _____