

BY-LAWS OF THE GREAT SWAMP WATERSHED ASSOCIATION
ADOPTED MARCH 11, 1981
REVISED JULY 16, 1996; MARCH 2004; JANUARY 2005; OCTOBER 29, 2008;
OCTOBER 4, 2012; MAY 16, 2016; and March 16, 2016

PURPOSES: The purposes for which the corporation, hereafter referred to as the “Association,” is formed are as more particularly set forth in Article SECOND of the Association’s Certificate of Incorporation, as may be amended and/or restated from time to time (the “Certificate”). The Association shall qualify as an organization described in Section 501(c)(3) of the United States Internal Revenue Code of 1986 (as amended and/or restated from time to time, the "Code"), or any corresponding provision of the Code, and any other applicable provisions of state or local law, in order to exempt it from federal income tax and/or any applicable state and local taxes.

The Great Swamp Watershed Association is dedicated to protecting and improving the water resources of the Passaic River region, from the Great Swamp headwaters to Newark Bay, for present and future generations. Through education, advocacy, science, land preservation and stewardship, in collaboration with partners, we work to instill our communities with an awareness of water’s effect on health and the beauty of the environment, from source to sea.

ARTICLE I – THE BOARD OF TRUSTEES; MEMBERS

Section 1. GENERAL POWERS

The Board of Trustees of the Association (the “Board” or the “Board of Trustees”) shall exercise all the corporate powers of the Association, except to the extent specifically provided otherwise by law, the Certificate or these By-Laws. They shall control and manage all of the property, business and affairs of the Association. The Trustees shall have only the power to act as a Board and individual Trustees shall have no power or authority to act for or on behalf of or to bind the Association in their individual capacity, subject to ARTICLE V of these By-Laws.

Section 2. NUMBER, TENURE AND QUALIFICATIONS

The Board of Trustees shall consist of not less than five (5) or more than twenty-five (25) Trustees who shall be elected at the first meeting of the calendar year by the vote of that number of Trustees equal to at least a majority of the entire Board. They shall serve for a term of up to three (3) years and until their successors are elected. The terms of the Trustees shall be so staggered that approximately one-third shall expire each year. The Board of Trustees may elect new Trustees at any time during the year (so long as the total number of Trustees does not exceed the number of Trustees authorized under the Certificate or these By-Laws) and can elect to modify the term of a newly-elected Trustee to a term that is less than three years to balance equality of term among all Trustees. Each Trustee shall be limited to serving no more than two (2) consecutive terms of up to three (3) years; provided however, (i) a Trustee who is serving as an Officer hereunder may continue as a Trustee for up to two (2) additional years beyond such term limitation so long as the Trustee is serving as such Officer and (ii) a Trustee who is the

immediate past Chairperson of the Board may continue as a Trustee for up to one (1) additional year beyond such term limitation so long as the Trustee is serving as a member of the Executive Committee. The Officer who is the Executive Director shall serve as a member of the Board of Trustees for the purposes of a quorum but shall not vote.

Section 3. RESIGNATION OR REMOVAL OF TRUSTEES

Any vacancy on the Board due to death, resignation, removal, or otherwise of a Trustee (any such event, a "Removal Event") shall be filled with the approval of that number of Trustees equal to at least a majority of the then-current Board. Upon the approval of that number of Trustees equal to at least 2/3 of the then-current Board, any Trustee may be removed, with cause.

Section 4. REGULAR MEETINGS

The annual meeting of the Board of Trustees shall take place as soon as practicable after January 1 or it may be held on any day set pursuant to a resolution of the Board, provided at least ten (10) days' electronic notice of the date for the annual meeting is given to each Trustee. The Board shall provide the time and place for the holding of additional regular meetings of the Board. Notice of all regular meetings shall set the time and place and shall be given to each Trustee by mail, telephone, e-mail, or otherwise to afford reasonable notice, not less than twenty-four (24) hours, to attend such other regular meeting.

Section 5. SPECIAL MEETINGS

Special meetings of the Board of Trustees may be called at any time by the Chairperson, by five (5) or more Trustees, or by the Executive Director of the Association. Notice of any special meeting shall be given to each Trustee by mail, telephone, e-mail, or otherwise in time to afford reasonable notice, not less than twenty-four (24) hours, to attend such meeting. Said notice shall set forth the general purpose of any special meeting, and the business that may be transacted at any special meeting shall be limited to the purpose or purposes set forth in such notice.

Section 6. QUORUM

At any annual, special, or regular meeting of the Board of Trustees, a majority of the entire Board of Trustees shall constitute a quorum for the transaction of business; provided, that the adoption of all budgets and any material changes or modifications to the Association's operating or capital budgets, removal of an Officer, removal of a Trustee, appointment of the Executive Director, amendment and/or restatement of these By-Laws, and any other action specifically set forth in these By-Laws shall require the consent of that number of Trustees equal to at least 2/3 of the entire Board of Trustees.

Section 7. MANNER OF ACTING

The act of a majority of the entire Board of Trustees present at a meeting at which a quorum is present shall be an act of the Board, except where otherwise provided by law, the Certificate or these By-Laws. At every meeting of Trustees, each Trustee shall be entitled to one (1) vote in person and not by proxy. Any action required or permitted to be taken pursuant to authorization

voted at a meeting of the Board may be taken without a meeting if, prior or subsequent to the action, all members of the Board consent thereto in writing and the written consents are filed with the minutes of the proceedings of the Board. The consent shall have the same effect as a unanimous vote of the Trustees for all purposes.

Members of the Board may participate in a meeting through the use of conference telephone, electronic video screen communications, or other communications equipment by which all participants are able to hear each other participant.

Business may be conducted via email, provided the appropriate email participation is documented as minutes, including voting on such matters which require a formal vote and otherwise in accordance with applicable law, the Certificate and these By-Laws.

Section 8. COMMITTEES

The Board, by resolution approved by that number of Trustees equal to at least a majority of the entire Board, may establish one or more advisory committees (each, a “Committee”). The resolution shall include the appointment of a Trustee as chairperson of the committee, who shall be responsible for appointing its members. Subsequent appointments of chairpersons shall be made by the Executive Committee. The Treasurer, if any, and if the Association shall not have a Treasurer, any Officer determined by the Board, shall serve as chairperson of the Finance Committee.

Committees currently constituted by the Board are Finance, Development, Education and Outreach, Land Preservation and Advocacy, and Land and Water Stewardship. The Board, by resolution adopted by that number of Trustees equal to at least a majority of the entire Board, may abolish any committee at its pleasure or remove any members of a committee at any time, with or without cause. The Committees shall be reconstituted annually in January.

Members of Committees, at the discretion of the committee chairperson, may include non-trustees but such non-trustee committee members may not serve as the chairperson of any committee in the absence of specific authority of the Board of Trustees. Committees are advisory in nature and shall not take action binding the organization without prior Board approval.

Each Committee shall keep a record of its proceedings. The record shall be reported to the Board at the next meeting.

Section 9. [Intentionally omitted]

Section 10. EXECUTIVE COMMITTEE

The Executive Committee of the Board shall consist of the Officers of the Association, the immediate past Chairperson of the Board of Trustees so long as s/he is a member of the Board, and Chairpersons of the Committees. The Executive Committee shall have the authority to (i) fill the vacancy of a Chairperson of a Committee and (ii) propose a slate of nominees for election

to the Board of Trustees. Otherwise, all actions of the Executive Committee shall be subject to ratification by the Board. The Executive Committee shall meet from time to time between the meetings of the Board to develop recommendations to the Board on matters that might be cumbersome or inefficient to deliberate at the Board level, including without limitation the recommendation of individuals for appointment to the Board of Trustees. The Executive Committee shall fix its own rules of procedure and shall keep a record of its proceedings.

Section 11. MEMBERS

The Association shall not be governed by members. No member of the Association shall be entitled to vote for any reason, including without limitation for the election of Trustees or as provided under the New Jersey Nonprofit Corporation Act (the "Act") as a non-voting member. Except as otherwise expressly provided in these By-Laws, no member shall have any authority to participate in any matters concerning the management or direction of the Association in any respect.

The Board may, from time to time, establish, continue, alter, or repeal various categories of membership in the Association and the criteria, designations, benefits and privileges pertaining thereto, except that no member category shall entitle any persons not serving as a Trustee of the Association to vote upon any matter concerning its affairs. Such criteria may be based upon such factors as the Board deems advisable including, but not limited to, levels of monetary contribution to the Association, volunteer services performed for the Association or in furtherance of its purposes, honorary membership, and such other parameters as the Board may determine. The Board has currently established a category of members for any individual or entity who or which has contributed financially to the Association. Membership in the Association shall be designated, initially, for a 14-month period from receipt of such donation, subject to any further determination of the Board related thereto.

ARTICLE II – OFFICERS

Section 1. DESIGNATION AND ELECTION

The Officers of the Association shall be an Executive Director, Chairperson, Vice Chairperson, Secretary, Treasurer, and such other Officers as the Board of Trustees shall from time to time determine; provided, that the immediate past Chairperson may hold any applicable officer positions as determined by the Board for so long as the immediate past Chairperson is a member of the Board. The Officers shall be nominated from among the members of the Board of Trustees. The Officers shall be elected to their respective offices at the first meeting of the Board of the calendar year. Any individual may be elected to, and may hold, more than one office of the Association, except the Chairperson, who may not serve in any other Officer position while serving as Chairperson.

Section 2. TERM OF OFFICE

The term of the Officers of the Association shall extend for two years and shall run from the time of their election as an Officer, whether at the first Board meeting of the calendar year or in

connection with the resignation or removal of an existing Officer, until the election of the succeeding Officers. Each Officer other than the Chairperson shall be limited to serving no more than two (2) consecutive two-year terms, and the Chairperson shall be limited to serving a single two-year term. Thereafter, any such Officer would need to wait at least one year before being eligible for the same Officer role, although he/she may serve in a different capacity.

Section 3. RESIGNATION OR REMOVAL OF OFFICERS

In case of the absence of any Officer of the Association or for any other reason, the Board of Trustees may (i) fill any such vacancy or (ii) delegate the powers and duties of any such Officer for the time being to any other Officer or to any Trustee. Upon the affirmative consent of that number of Trustees equal to at least 2/3 of the entire Board, any Officer may be removed, with cause or in accordance with the fiduciary responsibilities of the Board.

Section 4. CHAIRPERSON

The Chairperson shall preside at all meetings and elections of the Association and of the Board of Trustees. S/he shall be ex-officio a member of all committees. S/he shall execute deeds and instruments on behalf of the Association as provided for in ARTICLE V hereof.

Section 5. VICE CHAIRPERSON

The Vice Chairperson shall perform such duties as shall be assigned to him/her by the Board of Trustees or by the Chairperson. The Vice Chairperson shall exercise and perform the duties of the Chairperson in the absence or disability of the latter, or in the case of a vacancy in the office of the Chairperson.

Section 6. SECRETARY

The Secretary shall be Secretary of the Association. S/he shall attend all meetings and elections of the members of the Board of Trustees. S/he shall keep or cause to be kept full and accurate minutes of the proceedings of the Association in a place convenient for access. S/he shall have charge of the corporate seal of the Association, shall give all notices on behalf of the Association, and shall conduct such correspondence and perform such other duties as may be assigned to him/her by the Chairperson or by the Board of Trustees. If so determined by the Board, the Secretary's duties may be delegated to the Treasurer, Executive Director or Director of Finance.

Section 7. TREASURER

The Treasurer shall oversee custody of the funds and securities of the Association, including the designation of a fiduciary to invest the endowment funds of the Association in accordance with guidelines approved by the Board of Trustees, and shall keep or cause to be kept regular books of account for the Association. The Treasurer shall perform other duties and possess other powers that are incident to the office or that shall be assigned by the Chairperson or the Board. The

Treasurer, if any, and if the Association shall not have a Treasurer, any Officer determined by the Board, shall serve as chairperson of the Finance Committee.

Section 8. EXECUTIVE DIRECTOR

The Chairperson, upon the approval of that number of Trustees equal to at least 2/3 of the entire Board of Trustees, shall appoint an Executive Director for the Association. The Executive Director shall serve at the pleasure and direction of the Board, subject to the terms and conditions of any employment agreement approved by the Board. The Executive Director shall exercise and maintain a general supervision and control over the affairs of the Association, subject to the power and authority of the Board of Trustees. The Executive Director shall execute all deeds and instruments on behalf of the Association, except as otherwise provided in Sections 1 and 2 of ARTICLE V hereof. The Executive Director may be removed by the Board with or without cause; provided, however, the approval of that number of Trustees equal to at least 2/3 of the entire Board is required to remove the Executive Director.

ARTICLE III -- ADVISORS

One or more advisors may be appointed from time to time by the Board of Trustees to serve in an advisory capacity. Each such advisor shall hold office at the pleasure of the Board. An advisor shall not be entitled to vote on matters presented to the Board of Trustees for decision, shall have no fiduciary responsibilities in their capacity as an advisor, unless otherwise required by applicable law, and shall not be considered a “trustee”.

ARTICLE IV -- WAIVERS

Whenever any notice of any meeting is required to be given pursuant to these By-Laws or by any law, such notice may be waived by attendance at such meeting or in writing before or after such a meeting.

ARTICLE V – FIDUCIARY DUTIES

Section 1. GENERAL

The Executive Director, as set forth in Section 4 of ARTICLE II, shall execute all deeds and instruments on behalf of the Association. The Board of Trustees may authorize any Officer or Officers, agent or agents of the Association, in addition to the Executive Director, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Association and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer or Trustee shall have power or authority to bind the Association by any contract or engagement or to render it liable for any purpose or to any amount.

Section 2. CHECKS, DRAFTS, LOANS, ETC.

All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by any Officer of the Association, or such person or persons that the Board may designate.

The Board authorizes the Executive Director and the Director of Finance (if one has been duly appointed) to sign checks, make deposits, and open and close bank accounts, for general business purposes.

Section 3. INDEMNIFICATION

Insofar as permitted by applicable law, the Association shall indemnify and hold harmless any former and current Trustee or Officer, and his/her heirs and assigns, from any action, claim, or liability brought or incurred against him/her in the name of the Association or by any third party against him/her individually. The Association shall purchase and maintain insurance in this regard. Any significant change in coverage will be promptly communicated to the Board.

The Association shall not indemnify Trustees for any intentional acts which violate the purpose and intent of the organization or of these By-Laws or any knowing violation of law.

Section 4. COMPENSATION

The Officers and Trustees shall perform their respective duties without compensation, except as may be permitted under ARTICLE X hereof.

ARTICLE VI – BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and Committees, and shall keep a record giving the names and addresses of the Board of Trustees. Financial reports shall be presented to the Board on a periodic basis as determined by the Board. All books and records of the Association may be inspected by any Trustee for any proper purpose at any reasonable time upon reasonable notice, subject to applicable legal requirements.

ARTICLE VII – ANNUAL AUDIT

The Association may provide for an annual audit of its accounts by an independent accountant chosen by the Board of Trustees.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the Association shall run from July 1st to June 30th.

ARTICLE IX – CORPORATE SEAL

The corporate seal of this Association shall be in the form of a circle, in the center of which shall be “New Jersey 1981,” around which shall be the impression: The Great Swamp Watershed

Association.

ARTICLE X – EARNINGS OF ASSOCIATION; DISSOLUTION

No part of the net earnings of the Association shall inure to the benefit of any private member or individual, provided, however, that this shall not prevent the payment to any Trustee, officer, employee, committee member or other person connected with the Association of reasonable compensation, as determined by the Board of Trustees for services rendered to or for the Association and/or for reimbursement of reasonable expenses incurred in connection with such services. In the event of the dissolution of the Association, no individual shall have any right, title, or interest in the net assets. In such event, the net assets, including all property interests (both fee and easement), shall be distributed entirely to or among one or more non-profit organizations, to be selected by the Board of Trustees, of which the organizations shall be devoted primarily to the purposes of the Association set forth in the Certificate or other purposes relating to the protection of the environment, generally; provided that no part of the net earnings of such organizations inures to the benefit of any private shareholder or individual, except that any such private shareholder or individual shall be entitled to reasonable compensation for services rendered to or for such organization, and provided further, that no substantial part of such organizations' activities is the carrying-on of propaganda, or otherwise attempting to influence legislation. Appropriate state and governmental agencies shall be considered eligible to participate in such distribution. The Association may impose such additional conditions or restrictions on the transfer as the Board deems appropriate to better assure the property and easements so distributed, if any, will be monitored and enforced as per the terms of the conservation easement and intent of the Association.

ARTICLE XI – AMENDMENTS

These By-Laws may be supplemented, altered, amended, or rescinded by vote of that number of Trustees equal to at least 2/3 of the members of the Board of Trustees.

ARTICLE XII – CONFLICT OF INTEREST AND WHISTLEBLOWER POLICY

At all times the Board shall have in effect a written Conflict of Interest Policy which must be reviewed and executed annually by all Trustees and employees. At all times the organization shall have a Whistleblower Policy in effect which shall be reviewed periodically at the direction of the Board.

ARTICLE XIII – MISCELLANEOUS

The invalidity or unenforceability of any provision of these By-Laws shall in no way affect the validity or enforceability of any other provision. If any provision of these By-Laws shall be found to be inconsistent or to conflict with any provisions of the Certificate or the Act, the Certificate or the Act, as applicable, shall govern, and such provision shall be deemed modified to the extent necessary to resolve such conflict.