

**BYLAWS OF
WOOD RIDGE PUBLIC EDUCATION FOUNDATION
A NJ NONPROFIT CORPORATION**

**ARTICLE I
NAME, SEAL AND OFFICES**

SECTION 1 – Name: The name of the organization shall be Wood Ridge Public Education Foundation A NJ Nonprofit Corporation (hereinafter referred to as the “Foundation”)

SECTION 2 – Seal: The Foundation shall have no corporate seal.

SECTION 3 – Offices: The principal office of the Foundation shall be located at 359 Windsor Road, PO Box 80, Wood Ridge, New Jersey 07075. The Foundation may also have other offices as the Board of Trustees deems necessary for Foundation purposes.

**ARTICLE II
PURPOSED AND LIMITATIONS**

SECTION 1 - General Purpose: The purpose of the Foundation is to encourage, solicit, seek and accept contributions of money and property, real and personal, tangible and intangible, restricted, designated or unrestricted, and to maintain, use and apply the whole or any part thereof (income and principal) to or for the benefit of public school children enrolled in the Wood Ridge Public School District. The Foundation, an independent body, is organized exclusively for charitable and educational purposes.

SECTION 2 - Mission Statement and Goals: The Mission of the Foundation is to generate and distribute resources to or for the benefit of the Wood Ridge School District. The main purpose is to enrich, maintain and expand programs needed to meet the school district's stated mission of excellence in education.

Formed to enhance educational opportunities for the town’s public school students, the goal of the Foundation is to provide supplemental funding for programs which are already supported by public financing at a basic level. The funding provided to the students can be substantially improved through additional private sector financing towards programs that may not receive funding from traditional sources such as the district budget or state aid.

SECTION 3 - Tax Exemption: The Foundation is organized exclusively for the charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, including for such purposes the making of distributions to organizations that qualify as exempt organizations under said Section or the corresponding provisions of any subsequent laws. The Foundation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501 deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

SECTION 4 - Funding Mechanisms: The Foundation will secure resources from individuals, corporations, community organizations, and other foundations to be distributed in accord with the mission and funding criteria established by the Foundation.

SECTION 5 - Distribution of Funds: No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its directors, Trustees, Officers, or other private persons except that this organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth herein. No substantial part of the activities of the Foundation shall be directed toward an attempt to influence legislation and the Foundation shall not participate in any political campaign on behalf of any candidate for public office.

SECTION 6 – Dissolution: Upon the dissolution or other termination of the Foundation, no part of the property of the Foundation or any of the proceeds shall be distributed to or inure to the benefit of any of the Trustees or Officers of the Foundation, but all such property and proceeds, subject to the discharge of valid obligations of the Foundation, shall be distributed exclusively to Federal, State or Local government bodies or to other charitable or educational organizations which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

ARTICLE III BOARD OF TRUSTEES

SECTION 1 - Powers and Duties: Except where the law, the Certificate of Incorporation or these bylaws require that action be otherwise authorized or taken, all of the business, affairs and property of the Foundation shall be managed, and all corporate powers to do all lawful acts shall be exercised, by or under the direction of the Board of Trustees.

SECTION 2 – Number of Trustees: The number of Trustees shall not be less than five (5) nor more than twenty-one (21). Ex-officio nonvoting members of the Board shall be the Superintendent of Schools or his/her designee, and the President of the Board of Education or his/her designee, 2 student representatives, as appointed by the Superintendent of Schools, and the WREA President or Co-Presidents. Additional ex-officio members can be added by the Board of Trustees.

SECTION 3 – Manner of Selection and Term: All Trustees, except the ex-officio Trustees, shall serve for a term of two (2) years, with no more than one-third (1/3) of the terms expiring each year, and until their successors are qualified and elected in their place and stead. All of the initial Trustees shall be elected by the simple majority vote of the first Executive Board named in the Certificate of Incorporation of the Foundation. The initial Board of Trustees for the Foundation formation year of 2013 shall be two (2) members that will be elected to a two (2) year term, two (2) members elected to a three (3) year term, and one (1) member elected to a one (1) year term. Thereafter, the Trustees shall be elected by a simple majority of all of the Trustees

at elections which shall be held at the annual meeting of the Board of the election year. A Trustee, upon the expiration of his or her term of office, may become eligible for re-election to the Board, but shall not serve more than six (6) consecutive years and may only be considered for an additional term(s) with a unanimous decision of the then in office Trustees. Nominations of qualified individuals may be made by any Trustee and shall be taken before or at the annual meeting; provided, however, that any nomination shall remain open until the time of election. Nominations for Trustees may be submitted by the nominating committee, by individual Trustees or from the floor.

Section 4 – Qualification:

The Trustees shall have such qualifications in both general and individual attributes, as the Board of Trustees shall from time to time determine, subject to the following requirements:

(A) Shall be a resident of the Boroughs of Wood Ridge or Moonachie, New Jersey and/or shall have children, grandchildren, or be a custodian of a child currently attending the Wood Ridge Public Schools.

(B) No Member of the Board of Education Shall be a Trustee of the Foundation.

(C) Neither the Superintendent of Wood Ridge Schools nor his or her administrative staff shall be Trustees of the Foundation.

(D) No Person who is a candidate for or elected to, a public office shall be a Trustee of the Foundation.

(E) No full-time teacher, permanent substitute teacher, or other full-time employee of the Wood Ridge Public School System shall be a Trustee of the Foundation.

(F) All Trustees must be at least eighteen (18) years of age to hold a position on the Board

SECTION 6 – Vacancies: Except as otherwise stated in these by-laws, any vacancy occurring among the members of the Board of Trustees shall be filled by a simple majority vote of the Trustees then in office. A Trustee elected to fill a vacancy shall be elected for the unexpired term of the predecessor.

SECTION 7 – Quorum: A minimum of one half of the then elected Trustees shall constitute a quorum for the transaction of business at any meeting of the Board. Trustees may not vote by proxy.

SECTION 8 – Compensation: No Trustee shall receive, directly or indirectly, any compensation for his/her services as director.

SECTION 9 – Vacancy on Board When Member Fails to Attend Meetings: The Executive Committee can recommend without prejudice to the Board and declare a seat vacant, if a

Trustee's attendance at Board and committee meetings is not meeting the standards set forth by the Foundation. If any Foundation Board member shall neglect or refuse to attend three (3) successive regular meetings of the Board, unless notification of absence is reported to President or Vice President prior to the meeting, the remaining Board members may, by simple majority vote, declare the seat vacant and proceed to fill it in accordance with the by-laws.

SECTION 11 – Board of Trustee Meetings:

(A) Annual Meeting of Board: The Annual Meeting of the Board will be held as soon as practicable after the close of the Corporation's fiscal year for the purpose of electing Officers and conducting any other business that may come before the meeting. The Annual Meeting may be held contemporaneously with a regular Board meeting and will be held at such time and place as may be determined by the Board.

(B) Regular Meetings: There will be no less than five (5) regular meetings, including the Annual Meeting of the Board in each calendar year and the Board will provide by resolution the time and place for the holding of such regular meetings.

(C) Special Meetings: A special meeting of the Board may be called by the President or three (3) or more Trustees. No business may be conducted at a special meeting that is not specifically set forth in the notice of meeting.

(D) Notice of Meetings: Unless otherwise provided by the Certificate of Incorporation, these Bylaws, or applicable law, the following provisions will govern the giving of notice for meetings of the Board:

(1) Regular Meetings: No notice need be given of any regular meeting of the Board if the Board fixes the time and place of such meetings and such time and place is set forth in the minutes of the Board meeting at which the action was taken.

(2) Special Meetings: The Secretary of the Corporation will give one week's prior notice of each special meeting of the Board to each Trustee. Such notice may be oral or written, may be given personally, by first class mail, electronic mail, by telephone or by facsimile machine, and will state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile or electronic mail notification, the Trustee contacted will acknowledge personal receipt of the facsimile or electronic mail notice by a return facsimile, electronic or telephonic message within forty-eight (48) hours of the first facsimile or electronic mail transmission.

(3) Waiver of Notice: Whenever any notice of a meeting is required to be given to any Trustee under provisions of the Certificate of Incorporation, these Bylaws or applicable law, a waiver of notice in writing signed by the Trustee, whether before or after the time of the meeting, or the attendance of a Trustee at such meeting without protesting the lack of notice, either prior to the commencement of the meeting or at its commencement, will be equivalent to the giving of such notice.

(4) Adjournments: A simple majority of Trustees present at any meeting, whether or not a quorum is present, may adjourn the meeting to another time and place. Notice of any adjournment will be given to any Trustee not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Trustees.

(E) Quorum and Voting: A simple majority of the Trustees on the Board shall constitute a quorum for the transaction of business. Except as otherwise provided under the Certificate of Incorporation, these Bylaws or applicable law, no business will be considered by the Board at any meeting at which the required quorum is not present, and the only motion that the President will entertain at such meeting is a motion to adjourn.

(G) Action without a Meeting: Any action required or permitted to be taken at a meeting of the Board or any committee of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken is signed by all of the Trustees or committee members entitled to vote upon such action at a meeting. Such consent, which may be signed in counterparts, will have the same force and effect as a unanimous vote of the Board or committee of the Board.

SECTION 12 – Duality of Interest: A Trustee Having a conflict of interest or a conflict of responsibility on any matter involving the Foundation and any business entity or person shall refrain from voting on such matter. No Trustee shall use his or her position as a Trustee of the Foundation for his or her own direct or indirect financial or other gain.

ARTICLE IV OFFICERS

SECTION 1 – Number and Qualifications: The Officers of the Foundation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other Officers as the Board of Trustees may from time to time appoint. An Officer must be at least eighteen (18) years of age and be a resident of the Boroughs of Wood Ridge or Moonachie New Jersey and/or shall have children, grandchildren, or be a custodian of a child currently attending the Wood Ridge Public Schools.

SECTION 2 – Election and Term of Office: The Officers shall be nominated and elected by the Trustees at elections which shall be held at the annual meeting of the election year. Nominations shall be taken at the annual meeting; provided, however, that nomination of Officers shall remain open until the time of election. Any candidate who wishes to be nominated but cannot be present at the annual meeting must send a written notice, to the Secretary or President, by no later than the call to order of the annual meeting. Each nomination must be seconded. A quorum of the Trustees must be present at the election. Election shall be by a simple majority vote of the Trustees constituting a quorum and may be by secret ballot. Vacancies may

be filled at any meeting of the Board of Trustees. Each Officer shall hold office for two years, with no term limitation, and until a successor shall have been duly elected and qualified.

SECTION 3 - Delivery of Official Material: All Officers shall deliver to their respective successors, all documents and records relating to their offices, not later than ten (10) days following the election of their successors.

SECTION 4 – President: The President shall serve as the Chairman of the Board of Trustees and chief executive Officer of the Foundation, shall preside at all meetings of the Foundation and the Board of Trustees, and shall perform such other duties as may be prescribed in these Bylaws or as may be delegated to him or her by the Board of Trustees. The President shall enforce the Bylaws of the Foundation, decide all questions of order, declare the results of all elections, appoint all committees, shall serve ex-officio on all committees, and sign or designate another Officer to sign all documents and instruments on behalf of the Foundation except in cases where the signing and execution thereof shall be expressly delegated by the Board, by these Bylaws or by statute to some other Officer or agent of the Board or Foundation. Without limiting the generality of the foregoing, the President shall sign and execute in the name of the Foundation all duly authorized contracts and other documents and writings.

SECTION 5 – Vice President: The Vice President shall act as aide to the President and shall assist in conducting the meetings of the Board of Trustees. In the event that the President shall be unable to perform his or her tasks on account of illness or injury for a period in excess of one (1) calendar quarter, the Vice President shall serve as interim President of the Foundation.

SECTION 6 – Secretary: The Secretary shall conduct all correspondence of the Foundation, record the minutes of all meetings of the Foundation, shall have a copy of the approved Bylaws available at every meeting, and shall perform such other duties as provided in the Bylaws or as the Board of Trustees may assign.

SECTION 7 – Treasurer: The Treasurer shall have responsibility for the custody of all the funds and investments of the Foundation. He or she shall collect money due to the Foundation, pay out money as directed by the President, and keep an accurate account of same. He or she shall deposit money in such bank or other accounts as the President shall direct, and shall report an account of all of his or her transactions as Treasurer and of the financial conditions of the Foundation, to the Board at each of its meetings. He or she shall pay all bills by check or other accountable means. The Treasurer may be bonded, at the expense of the Foundation, at the discretion of the Board of Trustees.

SECTION 8 - Resignations; Removal: Any Officer can resign by delivering a written resignation to the Secretary or to the President. Any Officer can be removed from office on account of incompetency, inattention to the duties of his or her office or conduct unbecoming the office, by the affirmative vote of a simple majority of the Trustees at any regular or special meeting of the Board at which a quorum is present. In addition, any Officer who is absent for

three (3) consecutive meetings, unless excused, may be removed from office by a simple majority vote of the Trustees.

SECTION 9 - Vacancy: Any vacancy in office during a year on account of the resignation, removal, death or incapacity of any Officer shall be filled for the unexpired portion of the term of the affected Officer by a simple majority vote of the Trustees at a meeting of the Board.

SECTION 10 - Other Officers And Assistants: Other Officers, if any, whom the Board of Trustees may elect shall have such authority and perform such duties as may be determined by the Board of Trustees. Assistant Officers, if any, shall act under the direction of their superior Officers and shall be vested with all of the powers, or be required to perform any duties, of their superior Officers in their absence, and they shall perform such other and further duties as may from time to time be required of them by the Board Of Trustees.

SECTION 11 - Surety Bonds: In Case the Board of Trustees shall so require, any Officer or agent of the Foundation shall execute to the Foundation a bond in such sum and with such surety or sureties as the Board of Trustees or the Executive Committee may direct, conditioned upon the faithful performance of his or her duties to the Foundation, including the responsibility for negligence and the accounting for all property, moneys or securities of the Foundation which may be entrusted into his or her hands.

ARTICLE V FOUNDATION MEMBERS

SECTION 1 – Qualifications: Foundation Members must be nominated by the existing Board of Trustees, Officers of the Foundation, the Nominating Committee, or an existing Foundation Member. A Foundation Member must be at least eighteen (18) years of age and a resident of the Boroughs of Wood Ridge or Moonachie and/or shall have children, grandchildren, or be custodian of a child currently attending the Wood Ridge Public School system.

SECTION 2 – Committees: Foundation Members have the right to serve on any committee they choose with the exception of the Executive Committee, and the Grant Committee and any other Committee the Board of Trustees or President of the Foundation should add and so see fit to eliminate Foundation Members from.

SECTION 3 – Voting Rights: No Foundation Member shall have any voting rights except when serving on a committee in which they have the right to vote for the needs of that committees' chair only.

ARTICLE VI COMMITTEES

SECTION 1 – General: The President of the Foundation may appoint one or more Trustees or Officers to constitute one or more committees of the Foundation. The Board of Trustees may likewise appoint persons who are not members of the Board of Trustees as members of any committee except for the Executive, Nominating and Grant Committee.

(A) Except To the extent otherwise provided in these bylaws, the President shall appoint the chairperson(s) of each committee from among the Trustees or Officers appointed as members of the committee.

(B) The bylaws establishing each such committee shall specify a designation by which it shall be known and shall fix its powers and authority. The Board of Trustees may delegate to any such committee any of the authority of the Board of Trustees, however conferred. Each such committee shall serve at the pleasure of the Board of Trustees, shall act only in the intervals between the meetings of the Board of Trustees, and shall be subject to the control and direction of the Board of Trustees. All Actions by any such committee shall be subject to revision and alteration by the Board of Trustees.

(C) Any Such committee may act by a simple majority of its members at a meeting or by a writing or writings signed by all of its members.

(D) Only Foundation Members may be appointed to serve in official roles of the committees. Volunteers may help carry out the work of a committee but the Members of the committee are responsible for all actions of said committee.

SECTION 2 - Standing Committees: There shall be the following standing committees of the Foundation, which shall be composed of at least one Trustee or Officer of the Foundation. All Board Members shall serve on at least one committee in addition to the Grants Committee and all Officers shall serve on at least one committee in addition to the Executive Committee:

(A) **The Executive Committee:** Shall consist of the President, Vice President, Secretary, Treasurer and Chair of the Grants Committee. The President shall be the Chair of the Executive Committee. The Committee shall be the liaison between the Board of Trustees and the Wood Ridge Board of Education and the Superintendent of the Wood Ridge Public Schools. Except As limited by law, the committee shall have such powers as may be delegated from time to time by the Board of Trustees, and, during the intervals between meetings of the Board of Trustees, shall have and may exercise all authority of the Board of Trustees in the management of the business, affairs and property of the Foundation.

(B) **The Grants Committee:** Shall make recommendations to the Board of Trustees With respect to the use of the funds of the Foundation. All Trustees elected to the Board of Trustees, By virtue of their election, shall be members of the Grants Committee as well as any Officers of the Foundation.

(C) The Nominating Committee: Shall be in charge of recommending to the Board of Trustees Candidates for elections as Trustees and Officers at the annual meeting. Foundation Members may serve on this committee.

(D) The Investment Committee: Shall oversee the investment of the funds of the Foundation and shall, from time to time, make recommendations on the investments of the Foundation to the Board of Trustees. The Treasurer shall be a member of the Investment Committee. The Investment Committee shall be required to report on the investments of the Foundation at the Annual Meeting and at other meetings as the Board of Trustees sees fit. Foundation Members may serve on this committee.

(E) The Fundraising Committee: Shall be in charge of raising funds and property for the Foundation and shall make recommendations to the Board of Trustees with respect thereto. This committee shall be responsible for oversight of all special fundraising sub-committees. Foundation Members may serve on this committee or its subcommittees.

(F) Alumni Development: Shall be in charge of raising funds and property from alumni of Wood Ridge Public Schools. Foundation Members may serve on this committee.

(G) The Public Relations, Marketing and Communications Committee: Shall be in charge of all aspects of the Foundation's public relations, marketing and communications. Foundation Members may serve on this committee.

SECTION 4 – Other Committees: The Board or Executive Committee may authorize such other standing and ad hoc committees as necessary. All committees and chairs shall be appointed by the President with the approval of the Board.

SECTION 5 – Quorum: At any committee meeting, the committee members present shall constitute a quorum of all purposes, except as otherwise prohibited by law, and the act of a simple majority of those present at any meeting shall be the act of the committee. Any meeting may be adjourned from time to time by simple vote of the majority of those present.

ARTICLE VII FISCAL YEAR

SECTION 1 – Fiscal Year: The fiscal year of the Foundation shall begin on the first day of January and end on the last day of December for any given year.

ARTICLE VIII DUES

SECTION 1 – Dues: All members of the Board of Trustees, Executive Board, and Foundation Members must pay annual dues of \$25 for each calendar year. Dues are to be paid to the Treasurer by the 31st day of January each year to continue membership.

**ARTICLE IX
FINANCE**

SECTION 1 – Finance: Any check issued by the Foundation, for any purpose, must meet the requirement of 2 signatures on the check. Only the President, Vice President or Treasurer of the Foundation is authorized as a signer of a check from the Foundation.

**ARTICLE X
AMENDMENTS**

SECTION 1 – Amendments: These bylaws may be adopted, amended, or repealed at any meeting of the Board Of Trustees by an affirmative vote of a simple majority of the Trustees who are then in office, provided that notice of the general nature or subject matter of the alteration or amendment shall have been given in the notice of the meeting, or, without a meeting, by the written consent of at least two-thirds of Trustees who are then in office.

**ARTICLE XI
INDEMNIFICATION**

SECTION 1 – Indemnification: Every person who is or was a Trustee, Officer, ex-officio member, Foundation Member, or any person who serves or has served in any capacity with any other enterprise at the request of the Foundation, shall be indemnified by the Foundation to the fullest extent permitted by law. The Foundation shall indemnify such persons against all expenses and liabilities reasonably incurred by or imposed on them in connection with any proceedings in which they may become involved by reason of being or having been a Trustee, Officer, ex-officio member or Foundation Member of the Foundation, or by reason of serving or having served another enterprise at the request of the Foundation, whether or not in such capacities at the time of the expense or liability incurred.