

**RESTATED AND AMENDED BY-LAWS OF
THE ESSEX FELLS FOUNDATION
FOR EDUCATIONAL EXCELLENCE, INC.**

ARTICLE I

Name and Location. The name of the organization shall be the Essex Fells Foundation of Educational Excellence, Inc. (hereinafter referred to as the “EFFEE”). The registered office of the EFFEE shall be located at 102 Hawthorne Road, Essex Fells, New Jersey 07021.

ARTICLE II

Mission. The Mission of the EFFEE is to enhance the educational experience of Essex Fells School (EFS) students by providing community- based partnerships and financial support for exceptional, innovative, and creative educational programs.

Purpose. The EFFEE, run entirely by volunteers, is a community-based and directed not-for-profit organization that was established in 1994 to address the dramatic reduction in state funding to the EFS. In order to continue the legacy of educational excellence at the EFS, programs and resources beyond state mandates were deemed essential. The EFFEE was created to bridge this financial and resource gap.

Goals. The goals of the EFFEE is to fund projects and provide financial resources to:

- Foster school-community partnerships and shared resources that will enhance the educational opportunities for the students of the Essex Fells School
- Support innovation in teaching and inspire learning
- Strengthen the curriculum in collaboration with EFS educators and administrators
- Enrich the learning environment for the students at EFS.

ARTICLE III

Operation Limitations. Notwithstanding any other provisions of these By-Laws, the EFFEE 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) or Section 501(c)(7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future internal revenue law); or
- b. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future internal revenue law).

ARTICLE IV

The Board of Trustees. Except as otherwise required by law, all business affairs and property of the EFFEE shall be managed, and all corporate powers to conduct all lawful acts shall be exercised by or under the direction of the Board of Trustees ("Board"). The EFFEE shall have no members outside the Board.

- a. Number of Trustees. The Board shall consist of a maximum of fifteen (15) and a minimum of nine (9) trustees. In addition, ex-officio members of the Board consisting of the following persons are permitted to attend Board meetings: the School Superintendent, a member of the School Board, a member of the PTA, former presidents of the EFFEE and a designated teacher from the Essex Fells School.
- b. Qualifications. All trustees of the Board shall be at least 18 years of age or older and reside in the Borough of Essex Fells or be a family member of a student of Essex Fells School ("EFS"). No trustee shall be the spouse of another trustee or officer of the EFFEE Board. A trustee shall make an annual contribution to the EFFEE. No trustee shall be an elected public official, a candidate for any publically elected position, or an officer of the PTA of EFS.

ARTICLE V

Election of Trustees. To provide for continuity, trustees of the EFFEE shall be elected in three (3) annual classes of three (3) to five (5) trustees whose terms shall expire in different years. The initial Board shall be elected to terms of one, two and three years. Thereafter, each class shall serve a term of three (3) years. Except for the initial terms, all terms shall commence and terminate on the date of the Annual Meeting. The Trustees shall be elected from a slate submitted by the Nominating Committee as described herein, and shall be submitted at least thirty (30) days before the election at the Annual Meeting. Nominations may also be accepted from the floor.

A Trustee may be re-elected, up to a maximum length of continuous service of six (6) years. A Trustee may stand for election again after having been off the Board for one term i.e. three (3) years.

Resignation and Vacancies. A trustee may resign at any time by instrument in writing to that effect filed with the Secretary or to any officer of the Board of the EFFEE.

The Trustees shall have the power to fill any vacancy caused by resignation from office or death. And the term of the Trustee so named by the Board by the act of the majority of the Board at a meeting of the Board, shall be for the remainder of the unexpired term of the vacating Trustee.

Compensation. Neither Trustees nor Officers shall receive any fee, salary or remuneration of any kind for their services as Trustees and/or Officers provided, however, that Trustees and Officers may be reimbursed for reasonable expenses incurred in conducting its affairs and carrying out its purposes with the approval of the Board upon presentation of appropriate vouchers.

Conflict of Interest. A Trustee having a conflict of interest or conflict of responsibility on any matter involving the EFFEE shall refrain from voting on such matter. No Trustee shall vote on any issue in which such Trustee or any member of his or her family has, or potentially may have, any direct or indirect financial interest. A Trustee shall recuse him or herself from any and all discussion or any

issue in which such Trustee or any member of his or her family has, or potentially may have, a direct or indirect financial interest. No Trustee shall use his or her position as a Trustee of the EFFEE for his or her own direct or indirect financial gain.

ARTICLE VI

Voting, and Quorum. The presence or a majority (51%) of the Trustees shall constitute a quorum or majority of the Board for the transaction of business. The act of the majority of Trustees present at a meeting at which a quorum is present shall be the act of the Board.

Annual Meeting. The Annual Meeting of the Board shall be held in May of each year upon not less than ten (10) nor more than sixty (60) days written notice of the date, time, and place of the meeting as may be fixed by the Board of Trustees, or if it fails to do so, by the President of the Board of Trustees. The annual meeting shall be held for the purpose of electing Trustees and officers and transacting any other business as may properly come before the Board.

Regular Meetings. The Board shall provide for not less than four (4) regular meetings of the Board each year, arranged quarterly. Additional regular meetings of the Board may be held upon not less than ten (10) days written notice of the date, time, and place of the meeting.

Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President or by any three (3) of the Trustees. Such meetings shall be held upon not less than two (2) days' notice given personally, by telephone or by e-mail or upon not less than four (4) days' notice given by the U.S. Mail. Such notice shall also provide the date, time, and place of the meeting.

ARTICLE VII

Officers. At its Annual Meeting, the Board shall elect a President, two (2) Vice-Presidents, Treasurer and Secretary for a one-year term. Officer vacancies may be filled at any meeting of the Board by a majority vote. The Board, by resolution adopted by a majority of the entire Board, may remove any officer, with or without cause. The duties and authority of the Officers shall be determined from time to time by the Board. Subject to any such determinations, the Officers shall have the following duties and authority:

- (a) The President shall be chief officer of the EFFEE and shall have general charge and supervision over and responsibility for the affairs of the Foundation, and shall preside at all meetings of the Board. Unless otherwise directed by the Board, all other officers shall be subject to the authority and the supervision of the President. The President may enter into and execute in the name of the EFFEE only those contracts or other instruments, which are authorized, either generally or specifically, by the Board. The President may delegate from time to time to any other officer, any or all of such duties and authority. The President shall be responsible for appointing the Nominating Committee.
- (b) The Vice-Presidents shall have such duties and possess such authority as may be delegated to each Vice-President by the President. One Vice-President shall be chairman of the Fund-Raising Committee (Finance VP). The other Vice-President shall be chairman of the Grants Committee (Grants VP). In addition, in the absence of the President, the Grants VP shall perform the duties of the President. If both the President and the Grants VP are absent, the Finance VP shall perform the duties of the President.

- (c) The Treasurer shall be responsible for the accounting of all monies of the EFFEE, including depositing and/or investing them in accordance with policy adopted by the Board. The Treasurer shall pay bills with the approval of the majority of the Board of Trustees, tender reports at Board meetings, and have such additional powers and duties as may be assigned by the Board.
- (d) The Secretary shall cause notices of all meetings to be served as prescribed in these by-laws and shall keep or cause to be kept the minutes of all meetings of the Board. The Secretary shall have charge of the seal of the Foundation and shall perform such other duties and possess such powers as are incident to the office or as shall be assigned by the President or the Board. The Secretary shall also keep all the books and records of the Foundation. The Secretary shall be the Chairperson of the Communications Committee.
- (e) Term Limits. An officer may be re-elected, up to a maximum length of continuous service in that office of 3 years. A Trustee may stand for election to that Trustee's former office after having been out of that office for one (1) year. This provision shall not apply to an officer's ability to stand for election and to serve in another office.

ARTICLE VIII

Committees of the Board. The Board, in its discretion, may do its work through Committees appointed by the Board. The chair of each Committee shall be a Trustee. Committee members shall include Trustees and may also include school administrators, teachers, other education-related groups, alumni and/or contributors, who shall serve at the pleasure of the Committee chair and who may be appointed as appropriate for the work to be done. The Committee will report its findings and recommendations to the Board, which will then vote on the action to be taken.

No Committee shall be comprised of less than three (3) trustees. A majority of each Committee shall constitute a quorum for the transaction of Committee specific business.

Actions taken at a meeting of any such Committee shall be kept in a record of its proceedings, which shall be reported to the Board at its next meeting following such Committee meeting.

Standing Committees. There shall be the following standing Committees of the EFFEE:

1. Fund-Raising Committee. The Fund-Raising Committee shall be in charge of raising funds and property for the EFFEE, seeking grants of funds and property from any and all sources, and shall make recommendations to the Board with respect thereto.
2. Communications Committee. The Communications Committee shall be in charge of publicizing the EFFEE's activities and handling any public relations responsibilities for the EFFEE. The Chairperson of the Communications Committee shall be the Secretary of the EFFEE.

3. Nominating Committee. The President shall appoint a Nominating Committee of three (3) trustees annually in advance of the annual meeting upon consent and approval of the majority of the Board. The Nominating Committee shall be in charge of recommending to the Board of Trustees at its annual meeting each year candidates for election as Trustees and Officers.
4. Grants Committee. The Grants Committee shall be in charge of stabiling the priority of needs to be addressed by the EFFEE, working closely with the EFS administration and staff to identify the most acute financial needs and projects most worthy of funding.
5. Finance Committee. The Finance Committee shall be in charge of all EFFEE finances, and shall make recommendations to the Board of Trustees with respect thereto. The Treasurer of the EFFEE shall be the Chairperson of the Finance Committee.

ARTICLE IX

Signatures. The signature of the Treasurer and anyone of the other officers shall be necessary for any transfer of funds.

ARTICLE X

Amendment to By-Laws. The by-laws of the EFFEE may be amended by two-thirds (2/3) vote of all Foundation Trustees at an Annual or Special Meeting of the Board, provided written notice of the character of the proposed amendment shall have been given to the Trustees at least twenty (20) days before the amendment is voted upon. Such amendment shall be consistent with the purpose, objectives, and intentions of the EFFEE.

ARTICLE XI

Order of Business. The regular order of business shall be as follows:

Reading of Minutes of Prior Meeting
Treasurer's Report
Reports of Officers
Reports of Committees
Correspondence
Unfinished Business
New Business

ARTICLE XII

Miscellaneous

- (a) The EFFEE shall not attempt to influence legislation, nor shall it be involved in any political campaign or issue.
- (b) No part of the net earnings of this EFFEE shall go or inure to the benefit of any member, Trustee, or private individual.

- (c) Indemnification of Members of the Board, Officers, and Others. The EFFEE shall indemnify members of the Board of Trustees and Officers and employees and representatives, and former members of the Board and Officers and employees and representatives of the EFFEE to the full extent as permitted by NJSA 15A:3-4.
- (d) Bonds of Officers. The Board may secure the fidelity of any or all such Officers by bond or otherwise, in such terms and with surety or sureties, conditions, penalties, or securities as shall be required by the Board. The premium or premiums for such bond shall be paid out of the corporate funds of the Foundation.
- (e) Books and Records. The EFFEE shall keep correct and complete book and records of account and shall also keep records of the actions of the Foundation, which records shall be open to inspection by Trustees of the Board at any reasonable time.
- (f) Annual Report. The President shall cause an Annual Report to be submitted to the Board no later than 120 days after the close of the fiscal year of the Foundation.
- (g) Fiscal Year: Accounting Election. The fiscal year of the EFFEE shall end on June 30, and methods of accounting for the EFFEE shall be as the Board shall determine from time to time by resolution of the Board.
- (h) Inactivity. The Board, by resolution adopted by a two-thirds (2/3) vote of the entire Board, may remove a Trustee for inactivity. Inactivity is defined as failure to attend three (3) regularly scheduled meetings of the Board in one fiscal year. Action may be taken at the next regularly scheduled Board meeting, provided written notice shall have been given to the Trustees at least twenty (20) days before the removal is to be voted upon.

ESSEX FELLS FOUNDATION FOR EDUCATIONAL EXCELLENCE, INC

Written Consent of Board of Trustees
Pursuant to Section 14A:6-7.1(5)
Of the New Jersey Business Corporation Act

THE UNDERSIGNED, being Trustees of the Essex Fells Foundation for Educational Excellence, Inc., a New Jersey 501(c)(3) charitable corporation, in lieu of a meeting of the Board of Trustees and acting pursuant to Section 14A:6-7.1(5) of the New Jersey Business Corporation Act, DO HEREBY CONSENT to the adoption of and DO HEREBY ADOPT these RESTATED AND AMENDED BY-LAWS OF THE ESSEX FELLS FOUNDATION FOR EDUCATION EXCELLENCE, INC., which HEREBY SUPERSEDES AND REPLACES any and all by-laws previously adopted.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of this 2nd day of March, 2017.

Maggie O'Connor	<i>President</i>	_____
Tricia MacEvoy	<i>VP Grants</i>	_____
Arianne Criqui	<i>VP Finance</i>	_____
Miriam Shih	<i>Treasurer</i>	_____
Lisa Housel	<i>Secretary</i>	_____
Bethany Buccino	<i>Trustee</i>	_____
Susan Carpenter	<i>Trustee</i>	_____
Leslie Chodorcoff	<i>Trustee</i>	_____
Kathy Critchley	<i>Trustee</i>	_____
Laura D'Avella	<i>Trustee</i>	_____
Marlon Dungo	<i>Trustee</i>	_____
Angelica Facchini	<i>Trustee</i>	_____
Dawn Farese	<i>Trustee</i>	_____

The Essex Fells Foundation for Education Excellence, Inc.

ESSEX FELLS FOUNDATION FOR EDUCATIONAL EXCELLENCE, INC

Written Consent of Board of Trustees
Pursuant to Section 14A:6-7.1(5)
Of the New Jersey Business Corporation Act

THE UNDERSIGNED, being Trustees of the Essex Fells Foundation for Educational Excellence, Inc., a New Jersey 501(c)(3) charitable corporation, in lieu of a meeting of the Board of Trustees and acting pursuant to Section 14A:6-7.1(5) of the New Jersey Business Corporation Act, DO HEREBY CONSENT to the adoption of and DO HEREBY ADOPT these RESTATED AND AMENDED BY-LAWS OF THE ESSEX FELLS FOUNDATION FOR EDUCATION EXCELLENCE, INC., which HEREBY SUPERSEDES AND REPLACES any and all by-laws previously adopted.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of this 2nd day of March, 2017.

- Maggie O'Connor *President*
- Tricia MacEvoy *VP Grants*
- Arianne Criqui *VP Finance*
- Miriam Shih *Treasurer*
- Lisa Housel *Secretary*
- Bethany Buccino *Trustee*
- Susan Carpenter *Trustee*
- Leslie Chodorcoff *Trustee*
- Kathy Critchley *Trustee*
- Laura D'Avella *Trustee*
- Marlon Dungo *Trustee*
- Angelica Facchini *Trustee*
- Dawn Farese *Trustee*

Maggie O'Connor

Tricia MacEvoy

Arianne Criqui

Miriam Shih

Lisa Housel

Bethany Buccino

Susan Carpenter

Leslie Chodorcoff

Kathy Critchley

Laura D'Avella

Marlon Dungo

Angelica Facchini

Dawn Farese