

BY-LAWS

OF

PRESERVATION NEW JERSEY INCORPORATED

ARTICLE I

NAME AND PRINCIPAL OFFICE OF CORPORATION

Section 1.01: The name of the corporation shall be Preservation New Jersey Incorporated (hereinafter referred to as the “Corporation”). Its principal office will be located within the State of New Jersey at such place as established by the Board of Directors.

ARTICLE II

MEMBERS

Section 2.01: Any individual or organization interested in supporting the purposes of the Corporation may become a member of the corporation by filing an application in such form as the Board of Directors shall prescribe, and subject to the payment of such dues as the Executive Committee shall establish from time to time. Each member shall be entitled to one vote. The first members of the Corporation shall consist of the members of the Board of Directors first elected at the organization meeting of the Corporation.

Section 2.02: The Board of Directors may in its discretion suspend the voting privileges of any member who has been and remains in default in his or her dues to the Corporation for a period of six (6) months.

Section 2.03: A member shall be considered in good standing if payment of dues is current. If membership dues are not paid within a time period of six (6) months, the member shall no longer be current and shall be considered lapsed. Lapsed payment of membership dues shall constitute notice of resignation to the Secretary.

ARTICLE III

MEETING OF MEMBERS

Section 3.01: Meetings of members shall be held at such a place or places, as determined by the Board of Directors from time to time.

Section 3.02: An annual meeting shall be held at approximately the same time each year, and written notice sent to the entire membership at least thirty (30) days prior to the day cited. A report of the meeting and of the activities of the Corporation for the preceding year shall be sent to members following the annual meeting upon request. The business of the annual meeting shall include the election of Directors and such other business as may be laid before the members by the President who shall preside at the meeting.

Section 3.03: Special meetings of the members may be called by the President, the Executive Director, the Secretary or by one third of the Directors or upon written request of one

third (1/3) of the membership. Special meetings shall be preceded by at least ten (10) days written notice to the membership.

Section 3.04: At least five percent (5%) of the members must be present at any annual or special meeting of the members in order to achieve a quorum for the transaction of business of the Corporation. Members may vote on the transaction of business by returning a signed absentee official ballot of the Corporation which shall be counted for purposes of constituting a quorum. The favorable vote of a majority shall be required for adoption of any proposal submitted to members in good standing provided that a quorum is present.

Section 3.05: Notwithstanding any other provisions of these By-Laws, voting by members on all matters, including the election of Directors shall be done only at the annual meeting, except, that a Director vacancy may be filled by a majority vote of a quorum of the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01: The Corporation shall be governed by a Board of Directors (hereinafter called the "Board") of not less than eleven (11) persons nor more than seventeen (17) persons, which shall include a President, Vice President(s), the Secretary, and the Treasurer. Within the limits herein set forth, the Board shall fix the number of Directors. In proposing new board members, the Nominating Committee shall endeavor to maintain a board that is representative of all regions of New Jersey.

The first Board shall be elected by the incorporators of the Corporation named in the Certificate of Incorporation, and thereafter the Board shall be elected by members of the Corporation. The term of office for each Director shall be three (3) years, except that the term of the office for the first Board shall be determined by the incorporators. One-third (1/3) of the Board shall be elected annually for a three (3) year term. Nominations for Board members shall be made by a nominating committee appointed by the Board and the nominating committee's recommendations shall be set forth in the notice for the annual meeting to the members who will elect the Board members. A Director may hold no more than three (3) consecutive terms.

Section 4.02: The Board shall have the power to fill, on an interim basis, a vacancy created in the Board either through resignation, death or termination by an affirmative vote of a majority of the then remaining members of the Board, with not less than a quorum of the Board present for such a vote, until such vacancy can be filled pursuant to Sections 3.04 and 3.05 hereof. A Director selected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any Director may resign by submitting written notice of resignation to the Secretary.

Section 4.03: Any Director may be removed from office at any time with or without cause by the affirmative vote of two thirds (2/3) of the Directors in Office. All Directors must be a member in good standing of the Corporation during the entirety of their term. Failure to attend three (3) consecutive regular meetings of the Board shall, except for good cause shown, entitle the Board to terminate the term of office of any Director. Any such Director proposed to be

removed from office shall be given at least fifteen (15) days advance written notice of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Section 4.04: The Board may adopt rules and regulations not inconsistent with these By-Laws for the administration and conduct of the affairs of the Corporation and may alter, amend or repeal any such rules or regulations adopted by it.

ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS

Section 5:01: The Board shall hold no fewer than four (4) regular meetings a year. Regular meetings of the Board shall be held upon not less than fourteen (14) days notice and special meetings shall be held upon not less than seven (7) days notice either personally, or by mail, electronically, or by telephone. Special meetings of the Board may be held at the discretion of the President or by written request of one-third (1/3) of the Board.

Section 5:02: The lesser of (i) one-half or (ii) seven (7) of the number of the Directors currently sitting on the Board shall constitute a quorum for the transaction of business. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board. For the purposes of establishing a quorum, a Director can be included in a meeting via telephone or electronic conferencing technology.

ARTICLE VI COMMITTEES

Section 6.01: The Board, by resolution adopted by a majority of Directors in office, may designate or appoint one or more standing committees, consisting of officers and members at large, including without limitation an Executive Committee, a Nominating Committee, a Finance Committee, and a Governance Committee. The President shall have the power to designate the Chair of any standing committee from amongst the Board of Directors. Each of the standing committees shall consist of at least one Director as Chair and such other members or Directors as the Chair of the said committee shall appoint. Standing committees shall report to the Board.

Other ad hoc committees may be designated and appointed by a majority of the Directors present at a meeting at which a quorum is present. Ad hoc committees shall consist of at least one Director and such other members or Directors as the Chair of the said committee shall appoint. Ad hoc committees shall report to the Board.

The designation and appointment of any such standing or ad hoc committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director of any responsibility imposed upon them by law.

Section 6.02: A majority of the numbers of members constituting any committee established pursuant to this section shall constitute a quorum for the transaction of business and the affirmative vote of a majority of such committee members present at the meeting of such committee shall be required for any action of such committee, unless the act of a greater number

is required by the Board establishing such committee. The Board shall have the power at any time to fill vacancies in or change membership of, and to discharge any committee.

ARTICLE VII OFFICERS

Section 7.01: The officers of the Corporation shall be elected biannually by the Board of Directors and shall consist of a President, one or more Vice President(s), a Secretary and a Treasurer, and such other officers and assistant officers as may be deemed necessary. All officers shall be members in good standing of the Corporation.

Section 7.02: Each officer shall be elected by a plurality of the votes cast and may succeed him or herself in office for no more than two (2) consecutive two-year terms. The Board may choose to hold elections of one-half (1/2) of the officers annually.

Section 7.03: The Board shall have the power to fill, on an interim basis, an officer vacancy either through resignation, death or termination by an affirmative vote of a majority of the then remaining members of the Board, with not less than a quorum of the Board present for such a vote, until such vacancy can be filled pursuant to Sections 3.04 and 3.05 hereof. A Director selected to fill an officer vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 7.04: Any elected officer may be removed from office by the affirmative vote of two-thirds (2/3) of the members of the Board at any regular, or special meeting called for that purpose, for nonfeasance, malfeasance or misfeasance, for refusal to render reasonable assistance in carrying out the purposes of the Corporation, or whenever in the judgment of the Board the best interest of the Corporation would be served thereby. Any officer proposed to be removed shall be entitled to at least fifteen (15) days advance written notice of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such a meeting. Any officer who is also a Director may not vote on his own removal, and two-thirds (2/3) voting requirement shall be calculated as if the officer were not a serving Director for this purpose. Removal of an officer shall be without prejudice to the contract rights of any of the persons so removed.

THE PRESIDENT

Section 7.05: The President shall be the Chief Executive Officer of the Corporation and shall preside at meetings of the Board and at the meetings of members. The President shall be an ex officio member of all committees of the Board.

EXECUTIVE DIRECTOR

Section 7.06: An Executive Director shall be appointed by the Board and may be removed by a vote of two thirds (2/3) vote of the Board, and shall be the Chief Operating Officer of the Corporation. The Executive Director shall have active and general management of the affairs and property of the Corporation and shall see that all orders and resolutions of the Board are carried out. The Executive Director shall have authority, to hire and discharge employees and agents, and shall have power and authority to perform all other duties incident to his/her office

within the general policies established by the Board. The Executive Director shall be compensated for his or her services at a rate which shall be determined by the Board. The Executive Director shall be an ex officio member of all committees of the Board and shall serve at the pleasure of the Board.

VICE PRESIDENT(S)

Section 7.07: The Vice President(s) shall respectively have such powers and perform such duties as may be assigned to them by the Board or by the President. In the absence or disability of the President, the Vice President(s), in the order determined by the Board, shall perform the duties and exercise the power of the President.

SECRETARY

Section 7.08: The Secretary shall maintain the minutes of all meetings of the Board, of all meetings of committees of Directors appointed in accordance with Section 6 of these By-Laws, and of all meetings of members. He/she shall give or cause to be given, such notice of all meetings of the Board and all meetings of the members as may be required by the By-Laws and shall perform such other duties as shall be assigned to him/her by the Board or the President.

TREASURER

Section 7.09: The Treasurer shall have the responsibility of assuring the safe custody of the corporate funds and securities, shall supervise full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall regularly report to the Board and Executive Committee about the financial situation of the Corporation. He/she shall be responsible for the disbursement of funds of the Corporation in accordance with the Financial Policy of the Board, and shall render to the Board, at each regular meeting or when the Board so require an account of Corporation transactions and of the financial condition of the Corporation.

IMMEDIATE PAST-PRESIDENT

Section 7.10: The Immediate Past President shall be an Officer for a one-year term after their term as President has expired. Should the Immediate Past President have completed three (3) consecutive terms on the Board, then they will serve as an Ex-Officio member of the Board of Directors and Executive Committee for the one-year term.

TRANSFER OF POWERS OF OFFICERS

Section 7.11: In case of the absence of any Officer or for any other reason that the Board shall deem sufficient, the Board may transfer the powers or duties of that officer to any other officer or to any Director or employee of the Corporation.

Section 7.12: Other officers of the Corporation may be compensated for their services pursuant to resolutions adopted by the Board.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 8:01: Except as the Board may generally, or in particular cases, authorize the execution thereof in some other manner all checks, drafts and other instruments for the payment of money shall be signed on behalf of the Corporation by the Treasurer or by such other officers,

agents or employees of the Corporation as may from time to time be designated by the Board. All instruments of transfer of personal property, securities, and all instruments of conveyance of real property the President and Secretary of the Corporation. The Board may authorize and empower one or more officers or agents to do other acts or things on behalf of the Corporation, including signing of contracts and agreements, and any acts or things required or convenient in dealing with Governmental authorities.

Section 8.02: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 8.03: The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE IX SEAL

Section 9:01: The corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the date of this incorporation and the words, Preservation New Jersey.

ARTICLE X FISCAL YEAR

Section 10:01: The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in any year.

ARTICLE XI DISSOLUTION

Section 11:01: Upon dissolution of this Corporation, the assets of the Corporation shall be donated to a fund, foundation or organization whose purposes are consistent with the purposes of Preservation New Jersey and that is organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE XII CORPORATE INDEMNIFICATION

Section 12:01: To the extent not inconsistent with the laws of the State of New Jersey, every person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was a Director or officer of the Corporation shall be indemnified by the Corporation to the extent permitted by the New Jersey Non-Profit Corporation Act, N.J.S.A. 15A:3-4.

ARTICLE XIII AMENDMENTS TO THE BY-LAWS

Section 13:01: These By-Laws may be amended or repealed by the Board by an affirmative vote of not less than two-thirds (2/3) of the members of the Board at any regular or special meeting, provided that written notice thereof be given in the notice of the meeting with a

clear statement of the respect in which the By-Laws are proposed to be made, amended or repealed. No such action shall be taken if this would in any way adversely affect the Corporation's qualification under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any successor provision).

The hereinabove By-Laws of Preservation New Jersey, Incorporated, were duly amended and adopted by resolution pursuant to Section 13.01 hereof, by a vote of not less than two-thirds (2/3) of the members of the Board present, at a regular or special meeting, at which a quorum of the said Board was present to transact business. Record of the resolution adopting these amended By-Laws is recorded in the formal minutes of the meeting of said date.

These Bylaws of Preservation New Jersey were approved as amended on June 19, 2018 at a regular meeting of the Board at which a quorum was present.

*Board Members present:
Scot Pannepacker, President
Helen Kull, Secretary
Jack Abgott
Michael Hanrahan
Michael Marguiles
William Neumann
Matthew Pisarski
Barton Ross*