

**BYLAWS OF
GREAT EGG HARBOR WATERSHED ASSOCIATION
A NEW JERSEY NOT-FOR-PROFIT CORPORATION**

ARTICLE 1. PURPOSES

SECTION 1. The purposes for which this corporation is formed are:

- (1) To protect and restore the natural, cultural and recreational resources of the Great Egg Harbor River watershed;
- (2) To promote research and action to determine and secure a healthy river system;
- (3) To expand public awareness, education and appreciation of the watershed's many valuable and unique resources;
- (4) To serve as the host organization for the local management and implementation of the Comprehensive Management Plan for the Great Egg Harbor National Scenic and Recreational River;
- (5) To coordinate and/or facilitate permanent preservation of land along or in close proximity to the river and its tributaries, or preservation of any land within the watershed that is of high benefit to wildlife or rare plants, for groundwater recharge or reduction of nonpoint pollution.
- (6) The acquisition and preservation of land or water areas or of a particular land or water area, or either thereof, in a natural, scenic or open condition.

ARTICLE II. LOCATION

SECTION 1. Registered Office. The registered office of the Great Egg Harbor Watershed Association shall be at P.O. Box 395, 175 Ninth St., Newtonville, NJ 08346. The name of the agent at such address is Julie O. Akers.

SECTION 2. Principal Office. Unless otherwise provided by the Board of Trustees, the principal office will be located at the Post Office Box address of GEHWA.

SECTION 3. Other Offices. The corporation may have such other offices within the state of New Jersey, as the Board of Trustees may determine or as the affairs of the corporation may require from time to time.

ARTICLE III. BOARD OF TRUSTEES

SECTION 1. General Duties and Powers. The Board of Trustees shall have the control and management of the property, affairs and activities of the Corporation and shall exercise all such powers of the Corporation, and do all lawful acts and things necessary or expedient in the control and management thereof, as are not by statute and by the Certificate of Incorporation or by these Bylaws directed or required to be done by the Members. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Corporation as it may deem proper, not inconsistent with law. The Trustees shall act only as a Board, and the individual Trustees shall have no power as such.

SECTION 2. Number, Qualification and Term of Office. The number of Trustees shall be no less than three (3) or more than fifteen (15). Each Trustee must be at least eighteen (18) years of age. Each Trustee must be and remain a Member in good standing of the Corporation. Within such limits, the Board of Trustees may determine the number of Trustees which shall constitute the Board from time to time. The Trustees shall be elected by a majority vote of the Trustees. Such elections shall take place every even-numbered year at the annual meeting of the Board of Trustees commencing after 1991. Each Trustee shall hold office for a term of two (2) years and until that Trustee's successor shall have been elected and shall qualify, or until that Trustee's death, resignation or removal.

SECTION 3. Quorum and Manner of Acting. A majority of the Board of Trustees shall constitute a quorum for the transaction of business matters at any meeting, but if less than a majority is present, they may adjourn the meeting. All matters coming before the Board shall be decided by a majority vote of those present, unless otherwise required by law or these bylaws.

SECTION 4. Place of Meetings, etc. The Board of Trustees may hold its meetings at such place or places within or without the state of New Jersey as the Board may from time to time determine, or in the case of special meetings, as shall be specified or fixed in the respective notices or waivers of notice thereof.

SECTION 5. Annual Meetings. The Board of Trustees shall hold an annual meeting for the purpose of election of trustees and officers and the transaction of other activities and affairs on the day of their election or as soon thereafter as convenient, at the same place at which the annual Members' meeting was held or such other place as may be provided by resolution of the Board. Notice of such meeting need not be given.

SECTION 6. Regular Meetings. From time to time, the Board of Trustees may provide by resolution the time and place for the holding of regular meetings of the Board, without other notice than such resolution.

SECTION 7. Special Meetings; Notice. Special meetings of the Board of Trustees shall be held whenever called by the President or by the Secretary at the request of a majority of Trustees at time being in office. Notice of each such meeting shall, by written notice, be deposited in the United States mails, postage prepaid, or sent by electronic mail to each Trustee at the Trustee's residence or usual place of business at least five (5) days before the day on which the meeting is to be held, or shall be given to the trustee orally by telephone not later than three (3) days before the day on which the meeting is to be held. Every such notice shall state the time and place of the meeting, but need not state the purposes. Notice of any meeting of the Board need not be given to any trustee, however, if waived by the Trustee in writing or if the Trustee is present at such meeting and does not protest prior to the conclusion of such meeting the lack of notice of such meeting.

SECTION 8. Action Without Meetings. Unless otherwise provided by the Certificate of Incorporation or the Bylaws, any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board, or any committee thereof, may be taken without a meeting if, prior or subsequent to such action, all the members of the Board or of such committee, as the case may be, consent thereto in writing. Such written consent or consents shall be filed with the minutes of the Corporation.

SECTION 9. Resignations. Any Trustee of the Corporation may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as shall be specified in the notice of resignation.

SECTION 10. Removal. Any Trustee, whether chosen by the Members or by the Board of Trustees, may be removed from the Board, with or without cause, at any time, by the vote of two-thirds (2/3) of the entire Board of Trustees (other than that Trustee).

SECTION 11. Vacancies. Any vacancy in the Board of Trustees caused by death, resignation, removal or any other cause may be filled by a majority vote of the remaining Trustees. A Trustee elected by the Board to fill a vacancy shall hold office for the unexpired term to which such vacancy relates. Any trusteeship to be filled by reason of an increase in the number of Trustees shall be filled by election at an annual meeting or at a special meeting of Trustees called for that purpose.

SECTION 12. Compensation of Trustees. Trustees as such shall receive no compensation for their services; however, by resolution of the Board of Trustees, any Trustee may be reimbursed for reasonable expenses in connection with his/her activities on behalf and for the benefit of the Corporation upon submission of signed vouchers and approval of the Board.

SECTION 13. Nominating Committee. The President shall, with the advice and consent of the Board, appoint a nominating committee of five (5) Members, at least two of whom shall be Trustees. The Nominating Committee shall recommend to the Board a slate of Members to be submitted for election as Trustees. Nothing herein shall prevent Members from making a nomination for an alternative slate of Trustees at the annual meeting.

SECTION 14. Meeting by Telephone and E-mail. Trustees of the Board or a committee of the Board may participate in a meeting by means of e-mail communication if all members are in agreement. At the request of one or more members, a telephone conference call will be required for the transaction of specified business.

SECTION 15. Attendance Requirements. Any Trustee who is absent from three (3) or more meetings of the Trustees during any given year may, upon unrecorded voice vote of the remainder of the Board, be deleted from the Board of Trustees and as an officer, if applicable.

SECTION 16. Committees of the Board. The Board may, by resolution, appoint from among the Trustees one or more committees, other than the Nominating Committee. Each Committee may have one or more members who are not Trustees provided, however, that no act of any committee which has members who are not Trustees shall bind the Board or Corporation, and each act of such committee shall be advisory only and shall be subject to Board approval. The President shall appoint the members of each committee and fill any vacancy on the committee; each committee shall appoint from among its members a chairman. The Board may, from time to time, abolish any such committee, and may remove any members of such committee, with or without cause. Except as otherwise provided in Section 16, each committee, to the extent provided in the resolution, shall have and may exercise the authority of the Board, except that no such committee shall:

- a. Make, alter or repeal any Bylaw of the Corporation;
- b. Elect or appoint any officer or Trustee, or remove any officer or Trustee;
- c. Make any grants or distribution of funds;
- d. Submit to Members any action that requires the approval of Members;
- e. Amend or repeal any resolution previously adopted by the Board.

A majority of each committee shall constitute a quorum for the transaction of business, and the act of the majority of the committee members present at a meeting shall be the act of such committee. 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.

ARTICLE IV. OFFICERS

SECTION 1. Number. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. The officers may, but need not, be Trustees. One person may hold two or more offices, but no officer shall execute, acknowledge or verify any instruments in more than one capacity if such instrument is required by law or the Bylaws to be executed, acknowledged or verified by two or more officers.

SECTION 2. Election, Term of Office and Qualifications. The officers shall be chosen annually by the Board of Trustees immediately after the annual meeting of the Members or as soon thereafter as convenient. Each officer shall hold office until his or her successor is chosen and shall have qualified, or until the officer's death, resignation or removal in the manner hereinafter provided.

SECTION 3. Resignation. Any officer may resign at any time by giving written notice to the Board of Trustees or to the President, or Secretary. Unless otherwise Specified, the acceptance of such resignation shall not be necessary to make it effective. The resignation shall become effective upon receipt thereof by the Corporation or at such subsequent time as shall be specified in the notice of resignation.

SECTION 4. Removal. Any officer may be removed from such office, either with or without cause, at any time, by the vote of two-thirds (2/3) of the entire Board of Trustees (other than that officer).

SECTION 5. Vacancies. A vacancy in any office due to death, resignation, removal or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election to such office.

SECTION 6. The President. The President shall be the chief executive officer of the Corporation and shall have general management and direction of the activities and affairs of the corporation, subject to the control of the Board of Trustees. The President, shall, in general, perform all duties incident to the office of President and such other duties as from time to time may be assigned to the President by the Board of Trustees. The President shall, when present, preside at all meetings of the Board of Trustees, and shall act as chairman at and call to order all meetings of the Members. At the annual meeting of Members, the President shall submit a complete report of the operations and the activities of the Corporation for the previous fiscal year, together with a statement of the Corporation's affairs at the close of such year. The President shall also report to the Board from time to time all significant matters coming to the President's notice relative to the interest of the Corporation.

SECTION 7. The Vice President. At the request of the President, or in the case of the President's absence or inability to act, the Vice President shall act in the President's place, and, in that capacity, the Vice President shall have and exercise all the powers and duties of the President. The Vice President shall have such other powers and perform such other duties as may, from time to time, be assigned to that office by the Board of Trustees or by the President.

SECTION 8. The Secretary. The Secretary shall attend all meetings of the Board of Trustees and of the Members and shall record all votes and minutes of all proceedings in a book provided for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law. The Secretary shall be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws. The Secretary shall perform, in general, all duties incident to the office of the Secretary and such other duties as may, from time to time, be assigned to the Secretary by the Board of Trustees or by the President. The Secretary shall also make such reports to the Board of Trustees as may be requested and shall prepare and cause to be filed such reports and statements as may be required by the laws of the state of New Jersey.

SECTION 9. The Treasurer. The Treasurer shall be the financial officer of the Corporation; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; shall have charge and custody of and be responsible for all funds of the Corporation and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Trustees; shall give a full report of the financial condition of the Corporation at the annual meeting of the Members, if called upon to do so; shall receive and give receipts for moneys due and payable to the Corporation from

any source whatsoever. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, and such other duties as, from time to time, may be assigned to the Treasurer by the Board of Trustees or by the President. No bond need be given by the Treasurer.

SECTION 10. Compensation of Officers. The officers shall perform their respective duties without compensation; however, officers may be reimbursed for reasonable expenses in connection with their activities on behalf and for the benefit of the Corporation, upon submission of signed vouchers and approval of the Board.

SECTION 11. Absence of Officer. In case of the absence of any officer of the Corporation, or for any other reason which may seem sufficient to the Board, the Board of Trustees may delegate the powers and duties of any officer for the time being to any other officer or to any Trustee.

ARTICLE V. MEMBERS

SECTION 1. Membership. Members of the Corporation shall consist of persons who subscribe to the purposes of the Corporation, as set forth in the Certificate of Incorporation and Article I of these Bylaws; who participate in any of the activities of the Corporation; and who pay the membership fee and annual dues, which fees and dues shall be determined from time to time by the Board of Trustees.

SECTION 2. Application. Candidates for membership in the Corporation shall make application, subscribing to the purposes of the Corporation and requesting that his or her name be considered for membership. Such application shall be subject to approval by the Board of Trustees. Upon payment of the annual dues for the current calendar year, the applicant shall become a Member in good standing of the Corporation.

SECTION 3. Vote. Unless otherwise limited, enlarged, or denied to an extent specified in the Certificate of Incorporation, each Member shall be entitled to one vote on each matter submitted to a vote of the Members. The vote of a majority of the Members voting shall control on any question brought before such meeting, unless otherwise provided by law, the Certificate of Incorporation, or by these Bylaws. At each meeting of the Members, a full, true and complete list, in alphabetical order, of all members entitled to vote at such meeting, certified by the Secretary or Treasurer, shall be furnished. Only the persons who are Members, as evidenced by the list of Members as furnished, shall be entitled to vote in person or by proxy.

SECTION 4. Removal. Any Member of the Corporation may have his or her membership terminated or suspended for conduct unbecoming of a good citizen or for violating any of the Bylaws of the Corporation. Termination or suspension shall be made by the Board of Trustees, after hearing, by a majority vote of at least two-thirds (2/3) of the members of the Board of Trustees.

SECTION 5. Resignation. Any Member may resign at any time by notice to the Board of Trustees.

ARTICLE VI. MEETINGS OF MEMBERS

SECTION 1. Annual Meeting. The annual meeting of the Members of the Corporation shall be held on the fourth Tuesday of March, unless such date shall fall upon a legal holiday, in which case the annual meeting shall be held on the next succeeding business day.

SECTION 2. Notice. All Members shall be given not less than ten (10) days nor more than sixty (60) days notice in writing of the annual and any special meeting of Members of the Corporation, detailing time, place and purpose of the meeting.

SECTION 3. Place of Meeting. All meetings of the Members shall be held at such places and times as may, from time to time, be designated by the Board of Trustees and specified in the respective notices of the meeting or waivers of notice thereof.

SECTION 4. Regular Meetings. Regular meetings of the Members shall be held at such

places and such times as the Members shall, from time to time, determine. Notice of regular meetings need not be given.

SECTION 5. Special Meetings. Special meetings of the Members of the Corporation may be called at any time by the Board of Trustees or the President. Notice of each such meeting shall state the general purpose of said meeting.

SECTION 6. Organization of Meeting. The President, or in the absence of the President, the Vice President, or in the absence of the President or Vice President, a chairman designated by the Members, shall preside at every meeting of Members. The Secretary of the Corporation, or in the absence of the Secretary, a presiding officer appointed as a temporary secretary, shall act as Secretary of the meeting. The Secretary of the meeting shall keep a faithful record of the proceedings thereat, and if not the Secretary of the Corporation, shall immediately turn over such record to the Secretary of the Corporation.

SECTION 7. Order of Business. The order of activities at all meetings of the Members, unless changed by a majority vote, shall be as follows:

1. Proof of notice of meeting or waiver of notice
2. Reading of minutes of preceding meeting
3. Reports of officers
4. Reports of committees, if any
5. Selection of inspectors of election, if any
6. Election of Trustees, if any
7. Unfinished business
8. New business
9. Adjournment

ARTICLE VII. CONTRACTS. CHECKS. FUNDS. ETC.

SECTION 1. Execution of Contracts. Checks, Etc. All contracts and all checks, drafts, notes, bonds, bills of exchange, orders for the payment of money, deeds, etc., unless otherwise directed by the Board of Trustees, or unless otherwise required by law, shall be signed by the President and Treasurer. The Board of Trustees may designate officers and employees of the Corporation other than those named above, or combinations of officers and employees who may, in the name of the Corporation, execute contracts, checks, drafts and orders for the payment of money in its behalf.

SECTION 2. Deposits of Funds. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

SECTION 3. Contributions. Gifts. Etc. The Board of Trustees 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.

ARTICLE VIII. INDEMNIFICATION

SECTION 1. Indemnification to Full Extent Permitted by Law. The Corporation shall indemnify, in the manner and to the full extent permitted by the New Jersey Nonprofit Corporation Act, as amended, any "corporate agent" of the Corporation (as such term is defined in Section ISA: 3-4 of the New Jersey Nonprofit Corporation Act) who was or is a party to, or is threatened to be made a party to, any "proceeding" (as such term is defined in said Section ISA: 3-4), whether or not by or in the right of the Corporation, by reason of the fact that such person is or was a corporate agent of the Corporation. Where required by law, the indemnification provided for herein shall be made only as authorized in the specific case upon a determination that indemnification of the corporate agent is proper in the circumstances. The Corporation may, to the full extent permitted by law, purchase, and maintain insurance on behalf

of any such person against any liability which may be asserted against him. To the full extent permitted by law, the indemnification provided herein shall include "expenses" (as such term is defined in said Section ISA: 3-4) and, in the manner provided by law, any such expenses may be paid by the Corporation in advance of the final disposition of such proceeding. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under the agreement, vote of Trustees, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

ARTICLE IX. MISCELLANEOUS

SECTION 1. Seal. The Board of Trustees shall provide a corporate seal which shall be in the form of a circle and shall bear the name of the Corporation and words and figures indicating the year and state in which the Corporation was incorporated.

SECTION 2. Books and Records. The Corporation shall keep correct and complete books and records of account; shall keep minutes of the proceedings of its Members, Boards of Trustees and committees having any of the authority of the Board of Trustees; shall keep at the principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any Member for any proper purpose at any reasonable time.

SECTION 3. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

ARTICLE X. AMENDMENTS

SECTION 1. Power of Board of Trustees to Amend Bylaws. These Bylaws may be amended, altered, repealed or added to in any manner not inconsistent with the laws of New Jersey or the provisions of the Certificate of Incorporation, by vote of two-thirds (2/3) of the trustees present at any annual or regular meeting of the Board, or at any special meeting at which a quorum is present, provided that, in all cases, at least ten (10) days written or oral notice is given of intention to amend, alter, repeal or to adopt new Bylaws at such meeting.

SECTION 2. Powers of Members to Amend Bylaws. These Bylaws may be amended, altered, repealed or added to in any manner not inconsistent with the laws of New Jersey or the provisions of the Certificate of Incorporation, by vote or written consent of two-thirds (2/3) of the Members entitled to vote or by the vote of two-thirds (2/3) of a quorum at any regular or special meeting of the Members, provided that, in all cases, at least, ten (10) days written or oral notice is given of intention to amend, alter, repeal or to adopt new Bylaws at such meeting.

ARTICLE XI. FORCE AND EFFECT OF BYLAWS

SECTION 1. These Bylaws are subject to the provisions of the New Jersey Non-Profit Corporation Act and the Certificate of Incorporation of this Corporation, as it may be amended from time to time. If any provision in these Bylaws is inconsistent with a provision of the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of the inconsistency.

ARTICLE XII. CONFLICT OF INTEREST

SECTION 1. Full disclosure of Trustee's or Officer's Interest. No contract or other transaction between the Corporation and one or more of its Trustees or Officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its Trustees or Officers are directors or officers or have substantial financial interest, shall be approved by a vote of the Board of Trustees or any committee thereof, unless:

(a) The material facts as to such Trustee's or Officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the Board of Trustees or committee, and the Board of Trustees authorizes such contract or transaction by written consent of all disinterested Trustees in lieu of a meeting, or by a majority vote at a meeting without counting the vote or votes of such interested Trustee or Officer even though the disinterested Trustees are less than a quorum; or

(b) The material facts as to such Trustee's or Officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the Members entitled to vote thereon, if any, and such contract or transaction is authorized by a majority vote of such Members, provided all Members so consenting are disinterested.

SECTION 2. Failure to Disclose Interest. Should said interested Trustee or Officer fail to disclose in good faith to the Trustees or Members the material facts as to the Trustee's or Officer's interest in the contract or transaction and as to any such common directorship, officership, or financial interest, or the material facts are not otherwise known to the Board of Trustees or committee or Members authorizing such contract or transaction, the contract shall be deemed voidable by the Corporation.

SECTION 3. No Participation in Discussion or Debate. An interested Trustee or Officer shall not participate in any discussion or debate of the Board of Trustees, or any committee thereof, or of the Membership in which the subject of discussion is a contract or transaction between the Corporation and himself or herself, or between the Corporation and any other corporation, firm, association, or other entity in which he or she is a director or officer, or has a substantial financial interest.

SECTION 4. Determination of Quorum. A common or interested Trustee may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or of a committee that authorizes such contract or transaction.

ARTICLE XIII. TERMS OF DISSOLUTION

SECTION 1. In the event of dissolution of the Association, assets shall be distributed to a similar watershed organization for exempt purposes similar to the Association's purposes under Article 1 within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION 2. Any such assets not so disposed of shall be disposed of by the Superior Court of New Jersey, Atlantic County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.