

# BYLAW FIVE

FORM "C"

THIS AGREEMENT made this 20th day of DECEMBER 1984

BETWEEN: -

KIWANIS CLUB OF MONTVILLE TOWNSHIP, NEW JERSEY, a corporation under the Laws of the State of NEW JERSEY, hereinafter called "the club," party of the first part and

KIWANIS INTERNATIONAL, a corporation under the Laws of the State of Illinois, with offices in the City of Indianapolis, hereinafter called "the corporation," party of the second part:

WITNESSETH:

THAT WHEREAS, The corporation has been incorporated to protect its name and organization and to promote its purposes;

AND WHEREAS, the club has been incorporated with the consent of the corporation, which consent was conditional upon the club agreeing to observe and to be bound by the name, organization, and purposes thereof:

NOW THEREFORE, in consideration of the foregoing and of the mutual covenants and agreements herein contained it is hereby agreed, as follows:

1. The club hereby specifically acknowledges and agrees that it is affiliated with the corporation and intends to continue such affiliation, and that it and its members will at all times recognize, abide by, and observe as effectively binding upon itself and its members the Constitution and Bylaws of Kiwanis International now in force or as hereafter amended, and that it will from time to time, upon request of the corporation, amend its bylaws to conform to those of Kiwanis International.

- over -

2. The club further covenants and agrees that whenever required by the corporation, it will dissolve or change its form of organization, and that no amendments to the articles of incorporation or change in the purposes of the club will be made without the consent of the corporation.
3. The corporation covenants and agrees that it will not at any time seek to enforce against the club any obligations, duties, or liabilities inconsistent with the Constitution and Bylaws of Kiwanis International.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed by their duly authorized officers, and their respective corporate seals to be hereunto affixed.

KIWANIS CLUB OF MONTVILLE TOWNSHIP, NEW JERSEY

By Nicholas P. Costello  
President

Luc M. Gandy  
Attest Secretary

KIWANIS INTERNATIONAL

By Raymond W. Sanford  
President

William A. Down  
Attest: FOR KIWANIS INTERNATIONAL

Kiwanis International  
3636 Woodview Trace  
Indianapolis, Indiana 46268-3196

SEP 1 1981

95264

DIV. OF PUBLIC WELFARE

Form C-101 7-6-70

REVIEWED  
SUBJECT [ ]  
NOT SUBJECT [ ] 2 5 1979

# Certificate of Incorporation OF THE

KIWANIS CLUB OF MONTVILLE TOWNSHIP

Kir

THIS IS TO CERTIFY that the undersigned do hereby associate themselves into a corporation under and by virtue of the provisions of an act of the Legislature of the State of New Jersey, entitled Title 15 of the Revised Statutes, and the several supplements thereto and acts amendatory thereof.

FIRST.—The name of this corporation is Kiwanis Club of Montville Township

SECOND.—The purposes for which this corporation is formed are

Local service and charitable activities

THIRD.—The location of the principal office of this corporation is at No. 112

Main Road Street, in the <sup>Twp.</sup> ~~City~~ of Montville, County of Morris 07045  
Zip Code

and the name of the agent therein and in charge thereof, upon whom process against the corporation may be served is, JERRY SPRELLA

FOURTH.—The number of trustees of this corporation is five (5)

FIFTH.—The names of the trustees selected for the first year of existence of this corporation are  
JERRY SPRELLA - Route No. 46, Pine Brook, New Jersey - 07058

ROGER ROBY - Douglas Drive, Towaco, New Jersey - 07082

JAMES A. GORMLEY - Maple Avenue, Pine Brook, New Jersey - 07058

HOWARD E. HOPPER - 30 Alpine Road, Towaco, New Jersey - 07082

CLIFFORD KEEZER - 131 Wilson Street, Boonton, New Jersey - 07005

In witness whereof, we have hereunto set our hands and seals this 10th  
day of January, A.D. 19 79

RECEIVED

FEB 20 2 40 PM '79

*Ernest G. Hadley*  
MORRIS COUNTY CLERK

*[Handwritten signatures of James A. Gormley, Howard E. Hopper, Clifford Keezer]*

Signed, sealed and delivered in the presence of

*Fred Bannerman*

*paid  
5.00  
Certified copy  
Pd. 5.00*

BOOK 87 PAGE 768

B678

RESOLUTION

BE IT RESOLVED by Kiwanis Club of Montville township, New Jersey,  
in regular meeting assembled that:

(1) This corporation is affiliated with Kiwanis International as a club, and has for its purpose the continuance of such affiliation, and the corporation and its members will at all times abide and be governed and controlled by the Constitution and Bylaws of Kiwanis International now in force or hereafter from time to time adopted, and will comply with all conditions and requirements as Kiwanis International may prescribe:

(2) The Bylaws of Kiwanis International now in effect, a copy being hereto attached marked "Exhibit A," and made a part hereof the same as if copied herein in full are hereby attached and made a part and portion of the bylaws of Kiwanis Club of Montville Township, New Jersey and such bylaws so hereby attached shall be spread on the Minute Book of this Corporation as a part and portion of its bylaws.

(3) The following are hereby adopted as additional bylaws by the Corporation:

(a) Whenever requested by the Board of Trustees of Kiwanis International, this corporation shall dissolve or change its form of organization, as may from time to time be requested by Kiwanis International, and no amendments to the articles of incorporation "or corporate bylaws" or change in the purpose of the corporation shall be made without the consent of Kiwanis International.

(b) Said Corporation shall be without capital stock and not for profit.

(c) The principal duties of each officer and all directors shall be as prescribed in Section 4 of Article VI, and sections 4 and 5 of Article VII, of the Standard Form for Club Bylaws of Kiwanis International.

(d) All members of this corporation shall be bound by the Constitution and Bylaws of Kiwanis International, a copy of said bylaws being hereto attached marked "Exhibit A," and reference being made to said Constitution and made a part hereof the same as if copied herein in full.

(e) The articles of incorporation and the bylaws may be amended subject to the limitations contained herein above in (a), by resolution setting forth such amendments and adopted by at least two-thirds of the active and privileged members of the corporation.

(4) BE IT FURTHER RESOLVED THAT, the proper officers of Kiwanis Club of Montville Township, New Jersey, be and they are hereby authorized and empowered for and in behalf of the Corporation to make and enter into an agreement with Kiwanis International similar to that of other incorporated Kiwanis Clubs, the form of the substance of such agreement being hereto attached, marked "Form C" and made a part hereof, and same as if copied herein in full.

KIWANIS CLUB OF MONTVILLE TOWNSHIP, NEW JERSEY

Nicholas P. Costello  
President

Rich J. Dusky  
Secretary

12-20-84  
Date Adopted