

Minutes and By-Laws

of

Kiwanis Club of Montville, Inc.

A Corporation

Not for Profit

NPCRMNBY9509



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MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARD OF TRUSTEES OF
Kiwanis Club of Montville, Inc.

The Organizational Meeting of the Board of Trustees was held
at Poor Henry's, Boonton, New Jersey

at 7:00 p.m., on January 8, 1996

The following Board members were present:

Michael King
Gerard Hug
Timothy Nelligan
Carl Kieber
James Vreeland

The meeting was called to order and Ladis Karkowsky
was elected Chairman of the meeting, and Michael King
was elected Secretary of the meeting.

The Chairman reported that the Corporation's Certificate or
Articles of Incorporation had been filed and recorded by the
Secretary of State of the State of New Jersey

on December 20, 1995 A copy of the
Certificate or Articles of Incorporation was ordered filed in the
Corporation's Minutes book.

The Chairman stated that the purpose of the meeting was to
take all necessary steps to complete the organization of the
Corporation to enable the Corporation to commence its activities.

BY-LAWS
OF

A CORPORATION NOT FOR PROFIT

ARTICLE I
PURPOSE

The Corporation is organized for the following purposes:

- a) Charitable endeavors within the area of Montville, Morris County, Northern New Jersey, or through the Kiwanis International Organization.
- b) Subsidy of educational efforts, including scholarships, grants, and ancillary services, open to all persons applying for same.
- c) To promote the public safety of local citizens by performing community services such as road cleanup, rehabilitation of recreational facilities, and/or establishment of child recreation, safety education, and training.
- d) Fostering amateur sports competition through participation and/or subsidization of youth sports activity.
- e) The prevention of cruelty to children through participation with police, safety, and/or educational programs designed to further same.

ARTICLE IV
MEETING OF MEMBERS OF

1. ANNUAL MEETING. An annual meeting of the membership shall be held on the second Monday in the month of October in each year beginning with the year. The Board of Trustees shall determine the time and place of the meeting and may change the date to avoid legal holidays. The meeting will be for the purpose of holding elections and for the transaction of such other business as may come before the meeting.

2. SPECIAL MEETINGS. Special Meetings of the members may be called by the President or the Board of Trustees.

3. NOTICE OF MEETINGS. Written notice shall be mailed to each member, not less than 10 days nor more than 60 days before the date set for the annual meeting and not less than 10 days before the date of any special meeting.

Such notice shall state the place, day and hour of the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the holding of elections and for the transaction of such other business as may properly come before the meeting. Notices of Special Meetings shall state the purpose or purposes for which the meeting is called.

Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned.

4. QUORUM. At least 25 percent of the membership must be present at any membership meeting before business may be conducted. However, if a quorum is not present, a majority of the members present at the meeting may adjourn the meeting from time to time without further notice.

5. VOTING. At all meetings, except for the election of officers or trustees, the membership will vote by a showing of hands. Written ballots will be used for all election and when otherwise requested by a simple majority of members present. Any member may vote by written proxy.

9. REMOVAL. The Board of Trustees may remove any trustee at any time if, in its judgment, the best interests of the Corporation would be served hereby. However, officers elected by the membership may not be removed except by the membership, but the authority of such officer to act as an officer may be suspended by the Board for cause.

ARTICLE VI OFFICERS

1. OFFICERS. The officers of the Corporation shall be as follows:

President	Ladis Karkowsky
Vice President	Thomas Mazzacarro
Secretary	Michael King
Treasurer	Joseph E. Deming

Any two or more offices may be held by the same person except the offices of President and Secretary.

2. TERM. The initial officers shall be elected by the Board of Trustees at their organizational meeting. Thereafter, the officers shall be elected annually by the membership at their annual meeting. Vacancies may be filled at any meeting of the Board of Trustees. Each officer shall remain in office until his or her successor is elected and qualified, subject to earlier termination by removal or resignation.

3. PRESIDENT. The President shall be the principal officer of the Corporation and shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the membership and the Board of Trustees. He or she shall have all such powers as may reasonably be construed as belonging to the chief executive of a non-profit corporation.

4. VICE PRESIDENT. The Vice President shall perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act.

5. SECRETARY. The Secretary shall keep the minutes and records of the Corporation in appropriate books, see that all notices are given in accordance with these By-Laws or as provided by law, keep the seal of the Corporation and affix same to corporate documents, keep a list of all members and their mailing addresses and, in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Board of Trustees.

6. TREASURER. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, and, in general, perform all the duties incidental to the office of Treasurer and other duties as may be assigned by the President or Board of Trustees.

ARTICLE VIII
SEAL

SEAL. The seal of the Corporation shall be in the form affixed below.

ARTICLE IX
AMENDMENTS

These By-Laws may be amended or repealed by an affirmative vote of at least percent of those present at a meeting of the membership called for the purpose of acting upon such amendment (provided that a quorum is present).

The next matter to be considered was the election of officers. The following persons were elected to the offices set opposite their respective names, to hold office and exercise the powers and responsibilities specified in the By-Laws of the Corporation.

<u>OFFICE</u>	<u>NAME</u>
PRESIDENT	Ladis Karkowsky
VICE PRESIDENT	Thomas Mazzacarro
SECRETARY	Michael King
TREASURER	Joseph E. Deming

The Chairman then noted for the record that the initial Board of Trustees consists of the following persons:

Michael King
Gerard Hug
Timothy Nelligan
Carl Kieber
James Vreeland

The following business was transacted:

Approve new dues resolution, ratify member roster, authorize organizational expenses.

There being no further business presented, the meeting was duly adjourned.

Michael King