

**BY-LAWS
OF THE
MONTCLAIR CENTER CORPORATION**

A New Jersey Nonprofit Corporation

**ARTICLE 1
NAME AND PRINCIPAL OFFICE OF THE CORPORATION**

1.01 Name. The name of this corporation shall be: Montclair Center Corporation, a New Jersey Nonprofit Corporation (hereinafter referred to as the “Corporation”).

1.02 Offices. The principal office of the Corporation shall be located at such location or locations in Montclair, New Jersey as the Board of Directors may hereafter designate.

**ARTICLE 2
PURPOSE AND POWER**

2.01 Purposes. The Corporation shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future Code) and more specifically:

- (a) Promote economic growth and opportunities and employment within the Montclair Township Central business special improvement district (“District”) and the Township community;
- (b) Promote and preserve the cultural, historic, tourist, safety, cleanliness, quality, attractiveness, and civic interests of the District and the Township community;
- (c) Mobilize available public and private educational, financial, and other resources for the Corporation’s purposes;
- (d) Provide a mechanism and means by which service firms, retail establishments, property owners, employers, citizens, and others can communicate and cooperate to promote business opportunities, employment, consumer choices, shopper’s facilities, patronage, and the general civic interests in the District;
- (e) Aid, work with, and participate in the activities of other organizations, individuals and public and private entities within and outside the District and Township engaged in similar activities; and
- (f) Not: (i) carry on propaganda or otherwise attempt to influence legislation; (ii) engage in any transaction or permit any act or omission which shall operate to deprive it of its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended (the “Code”); (iii) in any manner, or to any extent, participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; or (iv) engage in any “prohibited transaction” as defined in Section 503(b) of the Code.

2.02 Powers. The Corporation shall have such powers and purposes as are now or may hereafter be granted, authorized, or delegated to a district management corporation under the Township of Montclair Ordinance (the “Enabling Ordinance”), any amendment or successor ordinance thereof/thereto, and the laws of New Jersey that are in furtherance of the Corporation’s tax exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE 3 MEMBERS AND BOARD OF DIRECTORS

3.01 Membership. All assessed real estate owners within the District, and all non-residential tenants of assessed real estate properties within the District who have registered in writing his, her, or its membership with the Corporation shall be members (“Members”). Except as otherwise provided in these By-laws, Members shall elect the Board of Directors and may serve on committees. For the purpose of maintaining a list of Corporation Members, the Corporation shall maintain a list of assessed real estate property owners based upon the Township’s then current property ownership and registered non-residential tenants of such assessed real estate properties.

3.02 Board of Directors. The business of the Corporation shall be managed by a Board of Directors (“Board”) consisting of twenty-one (21) directors (“Directors”). The policies, activities, and affairs of the Corporation shall be determined and managed by the Board of Directors which shall exercise all the powers of the Corporation and shall keep full and fair accounts of all its transactions, and formulate and approve the yearly budget of the Corporation.

3.03 Composition of Board of Directors. The Board of Directors shall be comprised of the following Directors:

- (a) Two (2) members of the Montclair Township Council (the “Township Council Directors”);
- (b) Seven (7) persons who own assessed and taxed real estate within the District, or officials or representatives of a corporation or entity owning or managing assessed and taxed real estate within the District, at least one of whom shall be located in the 3rd Ward and at least one of whom shall be located in the 4th Ward (the “Owner Directors”);
- (c) Seven (7) persons who conduct or operate a business located within or on assessed and taxed real estate within the District, or officials or representatives of a corporation or entity conducting or operating such business at least one of whom shall be located in the 3rd Ward and at least one of whom shall be located in the 4th Ward (the “Business Directors”);
- (d) Three (3) at large directors who need not be an owner of assessed and taxed real estate within the District nor the owner or operator of a business within the District (the “At Large Directors”);
- (e) One (1) person who shall be a resident living within the boundaries of the Montclair Center Business Improvement District but shall not be an owner of assessed and taxed real estate or a business within the District (“Resident At Large Director”);
- (f) One (1) person who shall be an officer or director of a non-profit organization having its principal office located in the District (the “Non-Profit Director”);

In addition, the Township Manager or his/her designee shall be an ex officio non-voting member of the Board of Directors.

3.04 Term of Office. The Township Council Directors shall, at all times, be appointed by the Montclair Township Council.

Upon the expiration of the terms of the initial members of the Board of Directors, the terms of all subsequent members of the Board of Directors shall be three (3) year terms, except for the At Large Directors and the Resident At Large Director who shall serve for a term of one (1) year.

Directors of the Montclair Center Corporation may not serve seven (7) consecutive years on the Board. A Director may continue to sit on the Board until the 31st of December on or after their sixth-year anniversary.

Any Executive Committee Officer whose sixth year has passed, and whose term would normally end on December 31st, shall have their term extended until the election of new officers at the January board meeting. Any Executive Committee Officer serving in this capacity as an extension of their term shall not vote at the January meeting.

A former Director whose term has ended after six years may begin service on the Board, if duly elected, after they have taken a minimum of one year off.

3.05 Election of Directors. The Owner Directors, Business Directors, At Large Directors, Resident At Large Director, and Non-Profit Director shall be elected by majority vote of the Members of the Corporation, voting at the Annual Meeting of the Corporation in person or by submitted ballot or proxy. The Annual Meetings of the Corporation shall be held in the month of December at a time and place established by the Board of Directors. The Secretary of the Corporation shall cause to be mailed or otherwise sent to every Member of the Corporation at his/her/its address as appears on the membership roll book of the Corporation, a notice stating the time and place of the Annual Meeting no 21 days before the meeting. Elected Director's terms will expire on the 31st day of December of their final year of service.

3.06 Recommendation for Removal of Directors.

- (a) At any meeting of the Directors, duly called and at which a quorum is present, the Board may, by an affirmative vote of two-thirds (2/3) of the Directors then in office, remove from office, with or without cause, any Owner Director, Business Director, At Large Director or Non-Profit Director.
- (b) Within the definition of "cause", for the purposes of recommending the removal of a Director, shall be the failure, without just cause, of a Director to attend in person three (3) consecutive regular meetings or to attend or participate in at least seventy five (75%) percent of the regularly scheduled meetings of the Board of Directors during a one (1) year period.
- (c) Vacancies occurring in the Board of Directors with regard to the removal, resignation or retirement of an Owner Director, Business Director, At Large Director or Non-profit Director shall be filled by the Board of Directors. A Director appointed to fill a vacancy of a Director shall be appointed to hold office for the unexpired term of his or her predecessor.

- (d) When a Director no longer satisfies the requirements for Board membership, that Director is deemed to have resigned effective the Board meeting at which the Board is notified by the Chairperson that circumstances have changed. This shall apply whether due to appointment of a successor, due to changes in property or business circumstances, or any other reason. Persons not eligible to complete their term as Director may, at the discretion of the Board, continue with committee work, regardless of their eligibility as a member of the Corporation or Board.

3.07 Meetings.

- (a) The Annual Meetings of the Corporation to elect Directors shall be held in December; and the Annual Meetings of the Directors to elect Officers shall be held on such date in the month of January of each year as the Board of Directors shall determine. The Secretary shall cause to be mailed to each Director at his or her address a notice stating the time and place of such Annual Meetings.
- (b) Regular meetings of the Board of Directors shall be held at least four (4) times per year, as scheduled at any Directors' meeting by the Directors. No additional notice of place, day and hour of regularly scheduled meetings need to be given to any Director.
- (c) Officers elected at the Annual Meetings of Directors shall take office January 1st, in conjunction with the commencement of the new BID fiscal year.
- (d) Special meetings of the Board of Directors may be called by the Chairperson of the Board of Directors (the "Chairperson") or any four (4) Directors. Notice of the place, day and hour of such special meeting shall be given to each Director not more than thirty (30) days nor less than (2) days before the meeting, by delivering the same to him or her by telephone. Any notice of a special meeting shall state the business to be transacted.
- (e) Any notice required by these By-laws or by the New Jersey Nonprofit Corporation Act may be waived in writing by any person entitled to notice. The waiver or waivers may be executed either before or after the event with respect to which notice is waived. Each Director attending a meeting without protesting, prior to its conclusion, the lack of proper notice, shall be deemed conclusively to have waived notice of the meeting.
- (f) Any Director may vote and otherwise participate in a meeting of the Board of Directors by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other. A Director so participating in a meeting of the Board of Directors shall be counted for quorum purposes.
- (g) A Director may send a representative in lieu of personal attendance to no more than two (2) Board meetings. However, such representative may not vote or place proxy votes for the absent Director at the Board meeting.

3.08 Quorum. A majority of all Directors, excluding vacancies, shall constitute a quorum for the transaction of business at any Board or Members meeting. Except in cases in which it is by statute, by the Certificate of incorporation, or by the By-Laws otherwise provided, the vote of a majority of such quorum at a duly constituted meeting shall be sufficient to pass any measure. In the absence of a quorum, the Directors present by a majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such

adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

3.09 Compensation and Reimbursement. Directors shall not receive compensation for their services as such, but by resolution of the Board of Directors, individual Directors may be reimbursed for any actual expenditures or expenses incurred while engaged in and performing the Corporation's business.

ARTICLE 4 COMMITTEES

4.01 Committees, Generally. By resolution adopted by a majority of all Directors, the Board of Directors may provide for such standing or special committees with such powers and duties as it deems desirable and may discontinue the same at its pleasure. The members of all such committees shall be appointed and the committee Chairperson named by the Chairperson and may be removed by the Chairperson or the Board of Directors with or without cause. At least one member of each standing or special committee shall be a member of the Board of Directors; the remaining members of such committees may but need not be members of the Board of Directors. Each committee shall keep full and fair accounts of its transactions and accurate minutes of its meetings. Vacancies on any committee shall be filled by the Chairperson or his or her designee. The Chairperson of the Board of Directors shall be an ex-officio member of all committees.

4.02 Nominating Committee. There shall be a Nominating Committee which shall consist of five Members: one Township Council Director, two Owner Directors and two Business Directors. The two Owner Directors and two Business Directors shall be appointed to the Nominating Committee by the Board of Directors at each annual meeting of the Board of Directors. At least 60 days prior to each Annual Meeting of the Corporation, the Nominating Committee shall recommend nominees to serve as Directors of the Corporation. In recommending Members to serve on the Board of Directors, the Nominating Committee shall seek to achieve and maintain geographic balance and diversity on the Board of Directors to ensure appropriate and adequate representation of all areas within the District and will consider the Board's needs for relevant expertise and skills. The recommendations of the Nominating Committee shall be submitted to the Board of Directors which, after consideration of the recommendations of the Nominating Committee, shall formally nominate Members to serve on the Board of Directors; and the Secretary shall cause the Members to be notified by mailing or otherwise sending in writing the Board's nominations no less than 21 days before the Annual Meeting. Such nominations may include more candidates than Board vacancies to be filled.

Additional nomination for Directors may be made by written notice signed by not less than ten Members and filed with the Secretary not more than twenty days after the Secretary shall have mailed notice of the report of the Nominating Committee.

4.03 Committee Reports. All recommendations by a committee shall be reported in writing to the Board of Directors.

4.04 Meetings of Committees. Each committee shall meet at the call of the Chairperson of the committee, the Director Member of the committee, or any four (4) Members of the committee.

4.05 Participation in Committees. In selecting members of committees, the Board of Directors shall encourage widespread participation among members of the business community

within the District and others concerned about the purposes of the Corporation. From time to time, special committees may be named to advise the Board of Directors on issues on which additional perspective may be required and public meetings may be held to solicit advice from those concerned about the economic well-being of the District.

4.06 Executive Committee. The Board of Directors shall designate an Executive Committee consisting of the officers of the Corporation, including the President, Vice President, Treasurer, Secretary and other subordinate officers, and such other Directors as it deems appropriate. The Executive Director and the immediate past President of the Board of Directors shall be ex officio, non-voting members of the Executive Committee. The Executive Committee shall have and may exercise between Board meetings all authority of the Board of Directors as permitted by applicable law and perform such other functions as may be specified by the Board. A quorum for the Executive Committee shall be three (3) voting Members; and the actions of the majority of the Executive Committee Members voting at a meeting at which a quorum is present shall be the actions of the Executive Committee. The Executive Committee shall keep minutes of its meetings and shall report its actions and minutes at the next meeting of the Board of Directors.

4.07 District Management Advisory Committee. Upon resolution of the Board of Directors, the Directors may appoint a District Management Advisory Committee to assist the Board of Directors by providing advice to the Board of Directors in development of the annual program, plan and budget for the Corporation, and shall provide ongoing advice and counsel to the Board of Directors as requested by the Board of Directors. The Board of Directors, by resolution, shall provide for the term of office and manner of appointment of the member of the District Management Advisory Committee.

ARTICLE 5 OFFICERS

5.01 Executive Officers. By a majority vote of all Directors, the Board of Directors, at the Annual Meeting of the Directors, shall elect a Chairperson (who may alternatively be referred to as the President and shall perform the function of the President of the Corporation), a Vice Chairperson (who may alternatively be referred to as the Vice President and shall perform the function of the Vice President of the Corporation), a Treasurer, a Secretary and such subordinate officers as deemed necessary or desirable to serve for one (1) year terms. Two executive officer positions may be held by the same person, provided that no Officer shall execute, acknowledge or verify any instrument in more than one capacity. As used in the Bylaws, Chairperson shall mean, be the same as, and correspond to the President; and Vice Chairperson shall mean, be the same as, and correspond to the Vice President.

5.02 Chairperson and Vice Chairperson.

- (a) The Chairperson shall preside at all meetings of the Board of Directors at which he or she shall be present. He or she shall have and may exercise such powers as are from time to time assigned to him or her by the Board of Directors. The Chairperson shall serve as an ex-officio member of all committees.
- (b) The Vice Chairperson, at the request of the Chairperson, or in his or her absence, or during his or her inability to act, shall perform the duties and exercise the functions of the Chairperson, and when so acting shall have such other duties as may be assigned to him or to her by the Chairperson.

- (c) The Chairperson shall have general charge and supervision of the activities and affairs of the Corporation; when authorized by the Board of Directors, he or she may sign and execute in the name of the Corporation, all authorized instruments, except in case in which the signing and execution thereof shall have been expressly delegated by resolution of the Board of Directors to some other officer or agent of the Corporation.

5.03 Chief Executive Officer. The Chairperson shall be the Chief Executive Officer of the Corporation. He or she shall perform all duties incident to the office of a chief executive of a corporation and such other duties as, from time to time, may be assigned to him or her by the Board of Directors.

5.04 Secretary. The Secretary shall (1) keep the minutes of the meetings of the Board of Directors in books provided for such purposes, (2) see that all notices are duly given in accordance with the provisions of the By-laws or as required by law, (3) be custodian of the records of the Corporation, except to the extent delegated to the Executive Director, (4) see that the corporate seal is affixed to all documents which require said seal and which he or she has been authorized to execute on behalf of the Corporation and when so affixing may attest to the same, and (5) in general, perform all duties as, from time to time, may be assigned to him or to her by the Board of Directors or the Chairperson.

5.05 Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, and shall deposit or cause to be deposited in the name of the Corporation all monies and other valuable effects in such bank, or other depositories as shall, from time to time, be selected by the Board of Directors. If requested, he or she shall provide an account of the financial condition of the Corporation, and, in general, shall perform all duties incident to the office of a treasurer of a corporation and such other duties as may be assigned to him or to her by the Board of Directors or the Chairperson.

5.06 Subordinate Officers. The Board of Directors may from time to time appoint such subordinate officers as it may deem desirable. Each such officer shall perform such duties as the Board of Directors or the Chairperson may prescribe.

5.07 Personnel.

- (a) The Board of Directors may hire and/or retain an Executive Director, administrator, manager, employees and staff and/or auditors, attorneys, consultants, and advisers as the Board deems necessary to achieve the purposes of the Corporation.
- (b) The Executive Director shall manage the daily operations of the Corporation in accordance with the policies and other directives of the Board, the Executive Committee and the Officers and shall be responsible for coordinating the implementation of the Corporation's policies and projects and performing such additional duties as the Board may require. The Executive Director shall receive for his/her services such compensation as may be determined by the Board.

5.08 Compensation and Reimbursement. Officers of the Corporation shall not receive any compensation for their services as such, but by resolution of the Board of Directors, individual Officers may be reimbursed for any actual expenditures or expenses incurred while engaged in and performing the Corporation's business.

ARTICLE 6 DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of Essex County, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 7 INDEMNIFICATION

7.01 Definitions. For purpose of this Article 7, all definitions set forth in N.J.S.A. 15A:3-4, as amended from time to time, shall apply.

7.02 Indemnification. Each corporate agent of the Corporation shall be indemnified by the Corporation to the full extent permitted by N.J.S.A. 15A:3-4, as amended from time to time, in connection with any action, suit or proceeding to which he or she may be a party by reason of his or her being or having been a corporate agent of the Corporation. Such indemnification shall include, without limitation, indemnification against the actual amount of net loss including counsel fees, reasonably incurred by or imposed upon him or her in connection with such action, except as to matters for which he or she shall be ultimately found in such action to be liable for his or her gross negligence or willful misconduct. In the event of any settlement of such a case, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified had not been guilty of gross negligence or willful misconduct.

7.03 Insurance. Any corporate agent may be insured by insurance purchased and maintained by the Corporation against any expense incurred in any such proceeding and any liabilities asserted against the corporate agent in the capacity as corporate agent, whether or not the Corporation would have the power to indemnify such corporate agent under N.J.S.A. 15A:3-4, as amended.

ARTICLE 8 FINANCES

8.01 Checks. Except as the Board of Directors may generally or in particular case authorize the execution thereof in some other manner, all checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by the Chairperson and one other officer as authorized by the Board of Directors.

8.02 Deposits. 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 of Directors may select.

8.03 Contributions. The Board of Directors 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 followed by proper acknowledgment.

8.04 Budget. Each year, the Board of Directors, by an affirmative vote of a majority of the Directors then in office, shall approve and adopt the Corporation's Annual Budget (which shall consist of, among other things, an estimate of the cost of operating, maintaining and annually performing as the district management corporation in and for the District) for the next fiscal year. The Annual Budget shall be reasonably itemized and shall include a summary of the categories of cost properly chargeable in accordance with N.J.S.A. 40:56-80. The Township Manager, with the assistance of the Corporation, shall report the Annual Budget to the Township Council for approval.

8.05 Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it, and to invest and reinvest any funds or property held by it, at the discretion of the Board of Directors, without being restricted to the class of investments which a Director is or may hereinafter be permitted by law to make and without regard to any similar restriction; provided, however, that the Corporation shall not:

- (a) accumulate its income if any such accumulations are unreasonable in amount or duration in order to carry out the charitable, scientific, educational or public purposes for which it is organized, or
- (b) use any such accumulated income for purposes or functions other than the charitable, scientific, educational and public purposes for which it is organized, or
- (c) invest any such accumulated income in such a manner as to jeopardize the carrying out of the charitable, scientific, educational or public purposes for which it is organized.

8.06 Loans by Corporation. The Corporation shall not lend any part of its assets, property or income to any incorporator, Director or Officer of, or any substantial contributor to, the Corporation, to any member of the family of any such person or to any corporation controlled by any such person; nor shall the Corporation pay any compensation in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered to any such persons or corporations; nor shall the Corporation make any substantial purchase of securities or other property from any such persons or corporations for other than an adequate consideration in money or money's worth; nor shall the Corporation engage in any other transaction which results in substantial diversion of its assets, property or income to any such persons or corporations.

8.07 Capital Stock of Corporation. The Corporation shall not have capital stock, and no stock or shares shall be issued. No incorporator, Director or Officer shall at any time be considered to be the owner of any of the assets, property or income of the Corporation, nor shall he or she, by distribution, liquidation, dissolution, or in any manner, be entitled to or receive any said assets, property or income, all of which shall be devoted exclusively and forever to the purposes of the Corporation or disposed of as herein provided. The Corporation is not organized and shall not operate for profit, and no part of its net earnings shall insure or may lawfully insure to the benefit of any incorporator, Director, officer or individual. The above provisions, however, shall not prevent the payment of reasonable compensation to any person, organization, firm or corporation for services rendered to the Corporation.

8.08 Distributions. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to the tax provided by Section 4942 of the

Code. The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code, shall not retain any excess business holding as defined in Section 4943 (c) of said Code, and shall not make any taxable expenditures as defined in Section 4945 (d) of said Code. The references herein to the Code shall include regulations issued thereunder and the corresponding provision of subsequent United States Internal Revenue laws and regulations. None of the property of the Corporation shall be distributed directly or indirectly to any director or officer of the Corporation except in fulfillment of its charitable and educational purpose enumerated herein.

8.09 Annual Reports.

- (a) There shall be prepared annually an Annual Financial Report providing a full and correct statement of the financial affairs of the Corporation, including a balance sheet and statement of operations for the preceding fiscal year audited and certified by an independent Certified Public Accountant, which shall be completed and filed with the Board of Directors within four (4) months after the close of the fiscal year of the Corporation.
- (b) The Corporation shall also cause an Annual Report to be prepared by the Chairperson or such other executive Officer of the Corporation as may be designated by the Board of Directors which shall detail the activities of the Corporation in the preceding year and which shall be completed and filed with the Board of Directors and the Township Council within thirty (30) days after the close of each fiscal year.

ARTICLE 9 MISCELLANEOUS

9.01 Fiscal Year. The fiscal year of the Corporation shall be the year ending December 31st, unless otherwise provided by the Board of Directors, by resolution.

9.02 Seal. The Board of Directors shall provide a suitable seal, bearing the name of the Corporation, which shall be in the custody and charge of the Secretary.

9.03 Bonds. The Board of Directors may require any Officer, agent or employee of the Corporation to give a bond to the Corporation conditioned upon the faithful discharge of his or her duties with one or more sureties and in such amount as may be satisfactory to the Board of Directors.

9.04 Conflict of Interest. Each Director, Officer, or employee of the Corporation shall adhere to and abide by the provisions of the Corporation's Conflict of Interest Policy as adopted and updated by the Board from time to time applicable to potential or actual conflicts of interest or the appearance of conflicts of interests.

9.05 Books and Records. The Corporation shall keep and maintain books and records of accounts and actions, minutes of Members, Board of Directors, and Executive Committee Meetings and of other proceedings and actions and shall make such books and records available for inspection and copying in accordance with the provisions of the New Jersey Nonprofit Corporation Act, as amended from time to time, and other applicable law.

9.06 Amendments. A motion to amend, alter, repeal or enact a new By-law may be introduced, considered and discussed, but not voted on, at any meeting of the Board of Directors, provided that notice of such meeting was given to each director, by certified mail, no more than thirty (30) days nor less than ten (10) days prior to such meeting and such notice included a full written

statement of the exact language of the motion and the time, place and date of the meeting when the motion will be introduced. Provided the above said motion is duly seconded, the Chairperson shall fix and announce a subsequent meeting date within a reasonable number of days when the motion shall be brought to a vote. An affirmative vote of two-thirds (2/3) of the directors present and voting at such meeting shall be required to approve said motion. The procedures and notice requirements of this section shall apply irrespective of any contrary provisions which may be contained in these By-laws. No action shall be taken if it would in any way adversely affect the Corporation's qualifications under Section 501(c)(3) of the Code or corresponding sections of any prior or future law.

9.07 Robert's Rules of Order. Robert's Rules of Order (in its most recent edition) shall be the parliamentary authority for all matters of procedure not specifically covered by these By-laws or by other specific rules of procedure adopted by the directors of the Corporation.

9.08 Force and Effect of By-laws. These By-laws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the "Act"), the Enabling Ordinance and the Certificate of Incorporation, as they may be amended from time to time. If any provision in these By-laws is inconsistent with a provision of the Act, the Enabling Ordinance or the Certificate of Incorporation, the provision of the Act, the Enabling Ordinance or the Certificate of Incorporation shall govern to the extent of the inconsistency.