

**AMENDED AND RESTATED BYLAWS
OF THE
UPPER SADDLE RIVER PTO, INC.**

**BY-LAWS
OF
UPPER SADDLE RIVER PTO, INC.**

Article I. NAME

The name of the Corporation is Upper Saddle River PTO, Inc., (the "Corporation") whose administrative office is located in the Borough of Upper Saddle River, Bergen County, New Jersey.

Article II. PURPOSE

Section 2.01. The purpose for which the Corporation is organized is to:

(a) enhance cooperation between home and school so that parents, teachers, and administration can work together effectively to ensure quality education; and

(b) promote the welfare of children in home, school and community; and

(c) unite educators and the general public in order to secure the highest advantages in physical, mental and social education for all children.

Section 2.02. The corporation is a Not For Profit Corporation and shall conduct its affairs in accordance with all applicable Internal Revenue Code provisions, as amended from time to time, so as to be eligible for tax exempt treatment under the applicable federal tax laws.

Article III. BASIC POLICIES

Section 3.01. The Corporation shall be non-commercial, non-sectarian and non-partisan.

Section 3.02. The name of the Corporation or the names of the members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to the promotion of the objectives of the Corporation.

Section 3.03. The organization shall not-directly or indirectly-participate or intervene (in any way, including the publishing or distributing statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

Article IV. MEMBERS

Section 4.01. Non-Discrimination Policy. Membership in the Corporation shall be made available without regard to race, color, creed or national origin, under such rules and regulations as may be prescribed by these By-Laws, to any individual who subscribes to the purposes set forth in Article II hereof.

Section 4.02. Enrollment. The Corporation shall conduct an annual enrollment of members, but may admit persons to membership at any time. Upon payment of dues, a member shall be entitled to vote in accordance with the terms and provisions of these By-Laws.

Section 4.03. Dues. The amount of annual dues shall be determined each year by the Executive Board of Trustees.

Section 4.04. Membership Year. The membership year shall run concurrently with the school year.

Section 4.05. Meetings.

(a) Regular Meetings. At least five regular meetings of the members of the Corporation shall be held during the school year at such times and places as shall be determined by the Executive Board of Trustees. The Executive Board of Trustees (officers) shall be elected at the April meeting of the applicable election year. The annual reports of officers shall be adopted at the last meeting of each year. Public Notice of regular meetings shall be given not less than ten (10) nor more than sixty (60) days before the date of each meeting.

(b) Special Meetings. Special meetings of the members may be called by the President, or any two (2) members of the Executive Board of Trustees by providing public notice, provided that such public notice shall be provided at least seven (7) days before the day on which the meeting is to be held. A notice or waiver of notice need not specify the purpose of the meeting. Notice of any adjourned meeting need not be given.

(c) Quorum and Adjournments.

(i) Quorum. The quorum required for a general membership meeting shall be ten (10) members of the organization, present in person. A quorum shall be required for the purposes of voting or to legally transact business.

(ii) Adjournments. The President or other presiding officer if the President is not in attendance, may adjourn any meeting of the membership from time to time without notice, until a quorum shall be present.

Section 4.06. Voting. Only those members whose current dues are paid shall have the right to vote, introduce motions, and debate.

Article V. **EXECUTIVE BOARD OF TRUSTEES.**

Section 5.01. Number. There shall be no less than three (3) nor more than nine (9) members of the Executive Board of Trustees. The number of trustees shall be determined by the Executive Board of Trustees from time to time.

Section 5.02. Membership on the Executive Board of Trustees. The Executive Board of Trustees shall consist of the officers of the Corporation-a President, the Vice Presidents, the Recording/Corresponding Secretary and the Treasurer.

Section 5.03. Duties. The duties of the Executive Board of Trustees shall be to:

- (a) Transact business between general membership meetings.
- (b) Create standing and special committees
- (c) Create rules and policies
- (d) Approve appointments of committee chairpersons
- (e) Approve the plans of work of all officers, committee chairpersons and liaisons and standing committees
- (f) To present reports at the regular membership meetings of the Corporation
- (g) Prepare recommendations for the general membership
- (h) Fill vacancies occurring in any office, subject to the provisions of Section 5.06 of these By-Laws.

Section 5.04. Qualifications and Term. The members of the Executive Board of Trustees shall be members of the Corporation. Each Trustee (officer) shall hold office for two (2) years, commencing at the close of the June general membership meeting, or until his successor is elected and qualified, unless he or she dies, resigns, or is removed, prior to such time. No Trustee (officer) may serve more than two (2) consecutive terms, provided that in the event a replacement cannot be found and the person currently serving is willing to serve, such person may serve an additional term of two years.

Section 5.05. Election of Executive Board of Trustees.

(a) Nominating Committee. There shall be a nominating committee consisting of at least five members, one of whom shall be the outgoing President, and one of whom shall be a member of the Executive Board of Trustees who is appointed by a majority of the members of the Executive Board of Trustees at a meeting where a quorum is present. Three other members of the nominating committee shall not be members of the Executive Board of Trustees, and shall be selected by a majority of the members of the Executive Board of Trustees at a meeting where a quorum is present. The nominating committee

shall elect one nominee for each office to be filled and report such nominees to the general membership at the general membership meeting in April.

(b) Eligibility for Nomination. Only those members in good standing who have consented to serve if elected shall be eligible for nomination by the nominating committee or by the floor at the general membership meeting in April. If nominated by the floor, the nomination must be duly seconded by a member present at such meeting by person or proxy.

(c) Election. The Executive Board of Trustees (officers) shall be elected every two years in April at the general membership meeting, with the term of each trustee (officer) to commence at the June general membership meeting. If there is only one nominee for an office, the election will be by voice vote. If there are two nominees, the election will be by ballot. Provided a quorum is present, the election shall be by majority vote of the members present and entitled to vote.

Section 5.06. Removal, Resignation and Vacancies.

(a) Vacancies. If there is a vacancy in the Executive Board of Trustees, whether occurring by reason of an increase in the number of trustees, or by reason of the death, resignation, disqualification, removal or inability to act of any Trustee or otherwise, the remaining members of the Executive Board shall fill the vacancy for the unexpired portion of the term by a majority vote of the remaining Trustees, though less than a quorum, at any regular or special meeting of the Executive Board of Trustees called for that purpose. Such person shall serve as in such position until the next annual election of the Executive Board of Trustees in accordance with the terms of these By-Laws.

(b) Removal. Any Trustee (officer) may be removed at any time with or without cause by the affirmative vote of a majority of the votes cast by the members entitled to vote for the election of Trustees. A Trustee (officer) may be removed by a majority of the votes of the Executive Board of Trustees for cause and suspended pending a final determination that cause exists for removal. In the event a Trustee (officer) misses two consecutive meetings without a valid reason, to be determined by the President in his or her sole discretion, the Secretary shall advise the Board member that after the third consecutive absence, without a valid reason, he or she shall be automatically replaced, by a vote of 2/3rds of the Executive Board of Trustees.

(c) Resignation. Any Trustee (officer) may resign at any time by giving written notice to the Executive Board of Trustees, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Executive Board of Trustees or such officer, and the acceptance of such resignation shall be necessary to make it effective.

Section 5.07. Meetings of the Executive Board of Trustees.

(a) Regular Meetings. Regular meetings of the Executive Board of Trustees shall be held regularly during the school year at the time to be fixed by the Trustees at their first meeting of the year. In addition, the Executive Board of Trustees, from time to time, may provide by resolution for the holding of other regular meetings of the Board and may fix the time and place thereof. Notice of any regular meeting need not be given and, if given, need not specify the purpose of the meeting.

(b) Special Meetings. Special meetings of the Executive Board of Trustees may be called by the President, or a majority of the Board, on three (3) days' notice at such time and place as shall be specified in the notices or waivers thereof.

(c) Notice of Special Meetings. Except as otherwise required by statute, notice of special meetings shall be mailed directly to each member of the Executive Board of Trustees, addressed to him or her at his or her residence or usual place of business, at least three (3) days before the day on which the meeting is to be held, or shall be sent to him or her at such place by telegram or facsimile or personally or orally ~~delivered~~ not later than the day before the day on which the meeting is to be held. A notice or waiver of notice need not specify the purpose of the meeting. Notice of any special meeting shall not be required to be given to any Trustee (officer) who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him or her, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting need not be given.

(d) Chairman. At all meetings of the Executive Board of Trustees, the President shall preside. If there shall be no President, or he or she shall be absent, then the Vice-President—Reynolds shall preside, and in his or her absence, then a Chairman, chosen by the Trustees shall preside.

(e) Quorum and Adjournments.

(i) Quorum. At all meetings of the Executive Board of Trustees, the presence of a majority of the entire Executive Board shall be necessary and sufficient to constitute a quorum for the transaction of business. Participation of any one or more Trustees by means of a conference telephone or similar communications equipment, allowing all persons participating in the meeting to hear each other at the same time, shall constitute presence in person at any such meeting.

(ii) Adjournments. A majority of the Trustees (officers) present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

(f) Manner of Acting.

(i) At all meetings of the Executive Board of Trustees, each Trustee (officer) present shall have one vote.

(ii) Except as otherwise provided by the Certificate of Incorporation or these By-Laws, the action of a majority of the Trustees (officers) present at any meeting at which a quorum is present shall be the act of the Executive Board of Trustees. Any action authorized, in writing, by all of the Trustees (officers) entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of the Trustees with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

Section 5.08. Committees. The Executive Board of Trustees, by resolution adopted by a majority of the entire Board, may from time to time, designate from among its members, an executive committee and such other committees of the Executive Board of Trustees or general membership, and alternate members thereof, as they may deem desirable, each consisting of three or more members, with such power and authority as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board.

Article VI. OFFICERS

Section 6.01. Number, Qualification. The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer and such other officers as the Executive Board of Trustees may determine from time to time, including but not limited to one or more Vice Presidents. Each officer shall be elected in accordance with the provisions of Section 5.05 hereof and shall have the qualifications and shall serve the terms set forth in Section 5.04 hereof.

Section 6.02. Resignation, Removal, Vacancies. The terms and provisions of Section 5.06 shall apply to removal, resignations and vacancies of officers.

Section 6.03. Duties. Officers of the Corporation shall, unless otherwise provided by the Executive Board of Trustees, each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may be set forth in these by-laws, or may from time to time specifically be conferred or imposed by the Executive Board of Trustees:

(a) President. The President shall preside at all meetings of the Executive Board of Trustees and general membership and shall represent the Executive Board of Trustees in all matters of the Corporation's business and affairs. The President shall perform all duties and possess all powers incident to the office of the President, including but not limited to executing contracts, instruments and documents on behalf of the Corporation. The President shall coordinate the work of the officers and committees of the Corporation. The President shall be a member of all committees.

(b) Vice Presidents. The Vice Presidents shall act as a liaison between their respective schools and the Corporation and shall supervise the Corporation's functions in

their respective schools. The Vice Presidents shall assist the President from time to time in running the Corporation's business and affairs. The Vice President shall perform all other duties and possess all other powers as are incident to the office or as are assigned by the President or the Executive Board of Trustees

(c) Secretary. The Secretary shall keep the minutes of all meetings of the Executive Board Trustees, any committees thereof and of the general membership meetings and shall have charge of the seal and the corporate records. The Secretary shall have a copy of the By-Laws and membership list at every meeting of the Executive Board of Trustees and general membership meeting. The Secretary shall conduct the general correspondence of the Corporation, including sending notices of all general membership meetings if required in these by-laws or by law. The Secretary may attest to the execution of contracts and other instruments signed in the name of the Corporation which are authorized and proper in the conduct of its business. The Secretary shall perform all other duties and possess all other powers as are incident to the office or as are assigned by the President or the Executive Board of Trustees.

(d) Treasurer. The Treasurer shall keep the Board informed of the Corporation's financial status and shall present a financial statement of accounts at every meeting of the membership and Executive Board of Trustees, or at such other times as requested by the Executive Board of Trustees. The Treasurer shall make a full report at the annual meeting and for the coming year. The Treasurer shall have custody of all funds of the Corporation, shall keep accurate records of receipts and expenditures; and shall pay out funds in accordance with the approved budget. The Treasurer shall account to the President or the Executive Board or Trustees, whenever they may require, concerning transactions made and concerning the financial condition of the Corporation. The Treasurer's accounts shall be examined at the end of the Treasurer's term of office by an auditor or certified public accountant who has been approved by the Executive Board of Trustees. The Treasurer shall perform all other duties and have all other powers as are incident to the office or as are assigned by the President or the Executive Board of Trustees.

Article VII. FINANCES

Section 7.01. Fiscal Year. The fiscal year shall end on June 30 of each year.

Section 7.02. Deposit of Funds. All funds received by the Corporation shall be deposited in such banks, trust companies or other depositories as the Executive Board of Trustees may from time to time designate.

Section 7.03. Checks, etc. All checks, drafts, endorsements, notes and evidences of indebtedness of the corporation shall be signed by such officer or officers or agents of the Corporation in such a manner as the Executive Board of Trustees may from time to time determine.

Section 7.04. Contracts. The President or any Vice President, subject to the approval of the Executive Board of Trustees, may enter into any contract or execute and deliver an

instrument in the name and on behalf of the corporation. The Executive Board of Trustees may authorize any other officer or officers to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authorization may be general or confined to specific instances.

Article VIII. **INDEMNIFICATION**

Section 8.01. Third Party Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals (other than an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that he or she was a Trustee or officer of the Corporation against expenses (including attorneys' fees) judgments, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 8.02. Rights After Successful Defense. To the extent that a Trustee or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in the aforementioned section, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 8.03. Advances of Expenses. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative or an investigative action, suit or proceeding (including all appeals) or threat thereof, may be made by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Executive Board of Trustees whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the Trustee or officer, to repay such amount unless it shall be ultimately determined that he or she is entitled to be indemnified by the Corporation.

Section 8.04. Non-Exclusiveness; Heirs. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law or under the Certificate of Incorporation, any agreement, any insurance purchased by the Corporation or otherwise, both as to the action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a

Trustee or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 8.05. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was an officer or Trustee of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this section.

Article IX. PERSONAL LIABILITY OF TRUSTEES AND OFFICERS

No Trustee or officer shall be personally liable to the Corporation or its members for breach of any duty owed to the Corporation, except for a Trustee's or officer's (i) breach of duty of loyalty to the Corporation, (ii) taking actions not in good faith involving a knowing violation of the law, and (iii) taking actions resulting in the Trustee's or officer's receipt of an improper personal benefit.

Article X. RECEIPT OF INCOME

No Trustee or officer of the Corporation will as such receive at any time any part of the net earnings or other net income of the Corporation, nor will any part of the net earnings of the Corporation inure to the benefit of any person, except as reasonable compensation for services rendered and reimbursed for expenses incurred in conducting its affairs and carrying out its purposes, nor will the Corporation carry on propaganda or otherwise attempt to influence legislation, nor will the Corporation participate or intervene in any political campaign on behalf of any candidate for public office.

Article XI. DISSOLUTION

Section 11.01. Required Vote. The Corporation may be dissolved by the affirmative vote of two thirds of the Trustees at a meeting of the Executive Board of Trustees, or pursuant to the unanimous consent of the Executive Board of Trustees in lieu of a meeting. If dissolution is approved as provided herein, a certificate of dissolution shall be executed on behalf of the Corporation and an original and a copy shall be filed in the office of the Secretary of State. The certificate of dissolution shall contain the information required by Section 15A:12-10 of the New Jersey Nonprofit Corporation Act.

Section 11.02. Plan of Dissolution and Disposition of Assets. The Corporation shall adopt a plan of dissolution for the satisfaction of its liabilities and the distribution of its assets. The plan shall implement all provisions in the certificate of incorporation or these By-Laws prescribing the disposition of assets. The plan shall include, where appropriate, provisions to implement the following in the following priority:

- (a) Payment and discharge of all liabilities of the Corporation;

(b) Compliance with all conditions of any tax exemption applicable to the Corporation;

(c) Return, transfer, or conveyance of all assets received by the corporation upon the condition that assets be returned, transferred or conveyed upon dissolution of the Corporation;

(d) Transfer or conveyance of all remaining assets of the Corporation to another organization within the borough of Upper Saddle River that is exempt under the provisions of Section 501 (c)(3) of the Internal Revenue Code, or to the United States, or to a state or local government.

Section 11.03. Disposition of Unclaimed Assets. Any assets required to be distributed to any person who is unknown or cannot be found, or who is under a disability and for whom there is no legal representative, shall be paid into the Superior Court to be held for the benefit of the owners, subject to the order of the court. If the corporation has no disposable assets at the time of dissolution, the plan of dissolution shall include a statement to that effect.

Section 11.04. Effective Time of Dissolution. The Corporation is dissolved:

(a) Upon the proclamation of the Secretary of State issued pursuant to subsection c. of section 15A:4-5 of the New Jersey Nonprofit Corporation Act; or

(b) When an original and a copy of a certificate of dissolution is filed in the officer of the Secretary of State pursuant to section 15A:12-10 of the New Jersey Nonprofit Corporation Act, except when a later time not to exceed 30 days after the date of filing is specified in the certificate of dissolution; or

(c) When a judgment of forfeiture of corporate existence or of dissolution is entered by a court of competent jurisdiction.

Section 11.05. Effect of Dissolution.

(a) Except as a court may otherwise direct, the Corporation shall continue its corporate existence but shall not carry on activities except for the purpose of winding up its affairs by:

- (i) Collecting its assets;
- (ii) Fulfilling or discharging its contracts;
- (iii) Paying, satisfying and discharging its debts and other liabilities; and
- (iv) Doing all other acts required to liquidate its activities and affairs.

(b) Subject to the provisions of Subsection i of this section, and except as otherwise provided by court order, the Corporation, its officers and Trustees shall continue to function for the purpose of winding up the affairs of the Corporation in the

same manner as if dissolution had not occurred. In particular, and without limiting the generality of the foregoing:

(i) The Trustees of the Corporation shall not be deemed to be trustees of its assets and shall be held to no greater standard of conduct than that prescribed by section 15A:6-14 of the New Jersey Nonprofit Corporation Act;

(ii) Title to the Corporation's assets shall remain in the Corporation until transferred by it in the corporate name;

(iii) The dissolution shall not change quorum or voting requirements for the Executive Board of Trustees, nor shall it alter provisions regarding election, appointment, resignation or removal of, or filing vacancies among, Trustees or officers, or provisions regarding amendment or repeal of By-Laws or adoption of new By-Laws;

(iv) The Corporation may sue and be sued in all courts and participate in actions and proceedings, whether judicial, administrative, arbitral or otherwise, in its corporate name, and process may issue by and against the Corporation in the same manner as if dissolution had not occurred;

(v) No action brought against the Corporation prior to its dissolution shall abate by reason of the dissolution.

(c) The dissolution of the Corporation shall not affect any remedy available to or against the Corporation, its Trustees or officers for any right or claim existing or any liability incurred before the dissolution, except as provided in Section 15A:12-12 of the New Jersey Nonprofit Corporation Act.

Section 11.06. Notice to Creditors; Filing Claims.

(a) At any time after the Corporation has been dissolved, the Corporation, or a receiver appointed for the Corporation pursuant to the New Jersey Nonprofit Corporation Act, may give notice requiring all creditors to present their claims in writing. The notice shall be published three times, once in each of 3 consecutive weeks, in a newspaper of general circulation in the county in which the registered office of the Corporation is located and shall state that all persons who are creditors of the Corporation shall present written proof of their claims to the Corporation or the receiver, as the case may be, at a place and on or before a date named in the notice, which date shall not be less than 6 months after the date of the first publication.

(b) On or before the date of the first publication of the notice as provided in subsection a. of this section, the Corporation, or the receiver, as the case may be, shall mail a copy of the notice to each known creditor of the Corporation. The giving of the notice shall not constitute recognition that any person to whom the notice is directed is a creditor of the Corporation other than for the purpose of receipt of notice hereunder.

(c) As used in this section, "creditor" means all persons to whom the corporation is indebted, and all other persons who have claims or rights against the corporation, whether liquidated or unliquidated, matured or unmatured, direct or indirect, absolute or contingent, secured or unsecured.

(d) Proof of the publication and mailing authorized by this section shall be made by an affidavit filed in the office of the Secretary of State.

Section 11.07. Dissolution Upon Liquidation. The Corporation shall not be completely liquidated and all of its assets distributed unless provision is made for the dissolution of the Corporation and the payment of all fees, taxes, and other expenses incidental thereto.

Article XII. **AMENDMENTS**

These by-laws may be amended at any general membership meeting by a two thirds vote of the members present and voting, provided that a quorum is present and proving that public notice of the proposed amendment shall be given to the general membership not more than forty five (45) or less than thirty (30) days prior to the meeting.

**AMENDMENTS TO THE BYLAWS
OF
UPPER SADDLE RIVER PTO, INC.**

The Bylaws of the Upper Saddle River PTO, INC. shall be amended as follows:

Article IV. MEMBERS:

Section 4.05(a). Regular Meetings:

Section 4.05(a) of this article shall be amended by stating that Public Notice of regular meetings shall be given not less than seven (7) nor more than sixty (60) days before the date of each meeting.

Section 4.06. Voting:

Section 4.06 of this article shall be amended by adding the following sentence at the end of said Section:

These members shall be defined as in "good standing."

Article V. EXECUTIVE BOARD OF TRUSTEES:

Section 5.01. Number:

Section 5.01 of this article shall be amended and restated as follows:

There shall be no less than three (3) and can be up to thirteen (13) members of the Executive Board of Trustees. The number of trustees shall be determined by the Executive Board of Trustees from time to time, so long as that number is an odd number and so long as the resultant number of votes cast is also odd.

Section 5.05. Election of Executive Board of Trustees:

Section 5.05 (a), (b) and (c) of this article shall be deleted in its entirety and the following substituted in its place:

(a) Submission of Written Request: To be considered for any position on the Executive Board of Trustees, a candidate **must** submit a written request to the Executive Board of Trustees indicating the desire to fulfill a stated specific position ("Written Request for Candidacy").

Said Written Request for Candidacy shall contain the person's full name and address, a position desired, reasons why they are interested in that position, and a bullet list of all relevant background experience.

If that person is interested in more than one position, the Written Request for Candidacy shall include this fact and state this secondary position, along with all relevant background experience for this position as well.

If a candidate would be willing to be considered for *any* position on the Executive Board of Trustees, said Written Request for Candidacy should state that they are willing to serve any position on the Executive Board of Trustees, along with any background experience they would like the Executive Board of Trustees to consider.

(b) Deadline Date: The Written Request for Candidacy shall be delivered to the Executive Board of Trustees *no later than April 1st* of each election year. The Written Request for Candidacy can be emailed to the address listed on the USR PTO website, or currently to usrpto@gmail.com. It is the candidate's responsibility to confirm delivery of said request to the Executive Board of Trustees. The Executive Board of Trustees does not have an obligation or responsibility to consider any candidate who does not submit this Written Request for Candidacy by April 1st of each election year.

(c) Eligibility: Only those members, in good standing, who have consented to serve if elected, shall be eligible to serve on the Executive Board of Trustees.

(d) Time Period for Review of Written Requests for Candidacy by the Executive Board of Trustees: The Executive Board of Trustees shall have until May 1st of each election year to complete its review of every Written Request for Candidacy (the "Review Period").

During this Review Period, the Executive Board of Trustees shall review and must consider each request (for multiple Written Requests for Candidacy, see Section 5.05(e) below). If necessary, and in order to complete a thorough review of each request, the Executive Board of Trustees may conduct due diligence on each candidate to gather more information on said candidate's background, relevant experience, etc.

Upon completion of the due diligence period, and prior to the expiration of the Review Period, and so long as a quorum is present, the Executive Board of Trustees shall elect, by a majority of the members of the Executive Board of Trustees present, one candidate for each office to be filled.

The Executive Board of Trustees shall announce said candidates' election to the general membership at the general membership meeting in May.

(e) Multiple Written Requests for Candidacy: During the Review Period, if the Executive Board of Trustees is in receipt of more than one Written Request for Candidacy for the same position, a Review Committee shall conduct due diligence on each candidate to gather more information on said candidate's background, relevant experience, etc.

The Review Committee shall consist of five (5) people, one of whom shall be an outgoing President, two (2) of whom shall be other members of the Executive Board of Trustees chosen at the discretion of the outgoing President, and two (2) of whom shall be chosen by a majority vote of the outgoing Executive Board. All members of the Review Committee shall be in good standing. The Review Committee's decisions are conclusive.

After the Review Committee reviews all Written Requests for Candidacy and completes its due diligence, and prior to the expiration of the Review Period, if there remains multiple Written Requests for Candidacy, the Review Committee shall recommend one candidate for each office to be filled. Said recommendation shall be by a majority vote of the members of the Review Committee. The Review Committee shall report the recommendation of each candidate to the Executive Board of Trustees. The Executive Board of Trustees shall announce the names of all multiple candidates, as well as the Review Committee's recommendations, to the general membership at the general membership meeting in May.

At said meeting in May, the election shall be by ballot. Provided a quorum is present, the election shall be by a majority vote of the general members present and entitled to vote.

The Bylaws of the Upper Saddle River PTO, INC., and the aforementioned amendments thereto shall collectively and forever hereinafter be referred to as the "Amended and Restated Bylaws of the Upper Saddle River PTO, INC.