

**BY-LAWS OF
FRIENDS OF VICTORY LAKES ASSOCIATION, INC.
A NON PROFIT CORPORATION
WILLIAMSTOWN, NEW JERSEY**

**ARTICLE I
NAME**

The name of this corporation shall be FRIENDS OF VICTORY LAKES ASSOCIATION, INC., Hereinafter referred to as "Association", a non-profit corporation incorporated under the laws of the State of New Jersey in the month of June, 2004.

**ARTICLE II
OBJECT**

The objective of this organization is the acquisition, preservation and protection of Upper Victory and Sunset Lakes and its surroundings located in Williamstown, Gloucester County, New Jersey. Other objectives are to promote projects of environmental education and sporting events for children to help the lake community to combat juvenile delinquency. To revitalize a community and provide social activities; and to promote fraternity and cooperation within the lake community; to enhance the aesthetic values of said lakes for today and for future generations.

**ARTICLE III
MEMBERSHIP**

Section A: ELIGIBILITY:

Charter, Patron & Association Membership shall be open to a property owner, business or organization, that

- (a) Subscribes to the purposes of the Association, and
- (b) Owns or leases property within one-half (1/2) mile of Upper Victory and Sunset Lakes

Seasonal Membership shall be open to person, household or group that

- (a) Subscribes to the purposes of the Association
- (b) Lives outside the one-half (1/2) mile radius of Upper Victory and Sunset Lakes.
- (c) Approval of group membership must be voted by association.

Daily/Weekend Membership shall be open to person, family/household or group that

- (a) Subscribes to the purposed of the Association
- (b) Lives outside the one-half (1/2) mile radius of Upper Victory and Sunset Lakes.

Section B: **MEMBERSHIP**

- (a) Charter Member shall be a founding family/household unit that has contributed at least \$500.00 to FVLA during the first two years of the organization. (June 2004 to June 2006) This member shall be entitled to all rights and privileges of membership for one year without dues and one vote on all matters relevant to FVLA in accordance with ARTICLE VIII of these by-laws for as long as the member remains in good standing. The year following your Charter Membership, annual membership dues will be required to retain your membership and to continue your right to vote.

- (b) Patron Member shall be a family/household unit that has contributed a one time fee of at least \$500 after June 2006. This member shall be entitled to all rights and privileges of membership for one year without dues and one vote on all matters relevant to FVLA in accordance with ARTICLE VIII of these by-laws for as long as the member remains in good standing. The year following your Patron Membership, annual membership dues will be required to retain your membership and to continue your right to vote.
- (c) Association Member shall be a family/household unit that has paid the annual membership dues, which are based on the location of your home. This member shall be entitled to all rights and privileges of membership for a period of one year.
- (d) Seasonal Member shall be a person, household, or group that has paid the seasonal membership dues. This member shall be entitled to all privileges and rights of FVLA property for that calendar year.
- (e) Daily/Weekend Member shall be a person, household or group that has paid the daily/weekend Membership dues. This member shall be entitled to all privileges and rights of FVLA property for the paid designated day(s).
- (f) Honorary Membership shall be given to an individual for one year. Any member of the association may recommend a person to the board for honorary membership. Honorary membership shall be determined by board vote. Association members must be notified when honorary memberships are granted. The individual being recommended must meet two of the requirements to be considered volunteers for seventy percent (70%) of FVLA projects and events donates free or below cost fees to the organization for services which are required to operate and manage the association, including but not limited to legal and/or accounting services lives outside the community and donates free material, products and/or equipment that exceeds membership fees resides in a household within the community and is considered to be on a extreme low income (appropriate documents must be provided of income). If approved this member shall be entitled to all privileges and rights of FVLA property for that same year.

Section C: **DUES:**

- (a) Members who joined the association prior to December 31, 2007, their dues shall be paid on a annual basis (annual dues payable upon commencement of membership in Association), with dues to be adopted at each annual business meeting and collected the months of April/May for that year. Annual dues will be based upon the location of the home, (i.e. lakefront, lakeview, within-community). A senior citizen who is age 62 years or older will receive a \$50.00 discount off their annual membership dues. Member must provide proof of age with payment of dues. Any member who joins after December 31, 2007, dues will be the rate the membership voted plus \$200.
- (b) The rights of any member in the property and privileges of the Association shall cease with termination of his/her membership. All members dropped from the roll, and wishing to reinstate membership, shall do so by making application to the Association. Any and all monies owed by an ex-member must be paid before applying for a new membership.

ARTICLE IV OFFICERS

Section A: The Officers shall be President, Vice-President, Board Secretary, Recording Secretary, Treasurer, and four (4) trustees totaling seven (9) members.

Section B: All Officers and Trustees shall serve without pay.

Section C: Officers and Trustees must be charter, patron, or association member of the organization, in good standing for at least one full year.

Section D: Officers and Trustees must adhere to the Officers Code of Business Conduct & Ethics which can be found in Article XI of these by-laws. Failure to meet these requirements will result in immediate removal from the board, voted by a majority of the Board Members.

Section E: The Officers and Trustees shall be elected at the January meeting by ballot, and a majority of the ballots cast shall be necessary for election. The officers and trustees shall hold office for two (2) years until the next annual meeting or until their successors are elected. A vacancy in the office of President will be filled by the Vice-President. A vacancy in the office of Vice-President, Treasurer or Trustee shall be filled by appointment by the Board of Trustees.

Section F: Any Officer or Trustee must be a member for at least one (1) year to be eligible to hold that office, and must remain a member in good standing for the term of his/her office.

Section G: One Trustee of the Office shall have grant writing experience and or professional writing skills. This trustee shall be named; Grant Trustee. Should interested members of the association volunteer for this position and request not to retain a board position, the position can then be moved to a Grant Writing Sub-Committee and Trustee position will then be open to a Planning/Event Coordinator Trustee.

Section H: One position of the Office shall be filled by an individual who lives outside the community. This requirement has been set forth by the Internal Revenue Service.

Section I: One Trustee of the Office shall have Marketing and/or Event planning. This trustee shall be named; Marketing Director.

Section J: One Trustee of the Office shall be filled by an individual who has Accounting, Audit and or compliance experience. This trustee shall be named; Compliance-Audit Director.

Section K: One Trustee of the Office shall be named Conservation Director.

ARTICLE V DUTIES OF OFFICERS

Section A: President and Vice-President:

It shall be the duties of the President and Vice-President to preside at all meetings of the Association, and of the Board of Trustees, and appoint such committees as they shall deem necessary. They may call a special meeting of the Association at their pleasure and also do so at the written request of three members in good standing. Shall manage the Business development, Neighborhood Watch Program, and Grounds Maintenance Team. They shall be ex-officio members of all committees.

Section B: Board Secretary

It shall be the duty of the Secretary to perform all administrative dues. Insure organization is adhering to all business compliances. Maintain records of membership, and yearly organization calendar. Shall back up Recording secretary if absent. In cases of inability of the Secretary to attend any meetings, he/she shall cause the necessary books and papers to be conveyed to the place of the meeting. Oversees any real estate, property tax or insurance issues. Liaison to website.

Section C: Recording Secretary

It shall be the duty of the Secretary to keep a true record of all proceedings of the Association and of the Board of Trustees in books provided for that purpose, to keep a roll of all members, to have custody of all records reports and communications connected with the meetings. Create fliers and brochures related to meetings, events and sponsorships. Liaison to website.

Section C: Treasurer:

It shall be the duty of the Treasurer to receive all monies and to give his receipt thereof, and to deposit the same in a bank or other certified financial institution approved by the Board of Trustees; to pay all bills approved by the Board of Trustees by check, countersigned by approved Board members and/or Trustees on file at bank or financial institution; to send bills for membership dues, to keep a correct account of all monies received and paid in a book provided for that purpose; at all meetings, make a written report showing all receipts and disbursements within the Association; to act as agent for the Association and make any necessary reports required. Upon completion of the Treasurer's term of office, the Board of Trustees must audit all books.

Section D: Board of Trustees:

The Board of Trustees shall have charge of the general management and control of the property of the Association. It shall be their duty to carry out the purpose of the Association according to its By-laws and to make all purchases and sales and negotiate all contracts authorized by the Association; to audit all bills and records of the Association; to keep a correct record of their proceedings, which shall be made known to the body at the next meeting of the Association. The Board of Trustees shall meet at such times as may be directed by the President. All rulings/decisions made by the Board of Trustees shall be a two-thirds (2/3) majority.

(a) Grant Trustee shall research, write and file grants for the organization. The focus of grants shall be based upon the future project(s) of the association. Research programs to strength and align our organization. Seek opportunies from, local, state and federal entities as well as corporations that provide complimentary business venture that consigns with the organization's mission statement.

(b)Marketing Director and/or Event Planning Coordinator Trustee shall research new fund raising concepts and execute the projects approved by board. Manage, advertise and host events. Liaison to fund raising committee.

(c)Compliance & Audit Director shall ensure all non-profit, charitable, gaming, and IRS regulations and filings are complete. Prepare yearly operating Budget. Create budget requirements for grant and business ventures. Ensures the organization complies within the rules and regulations of its by-laws and all local, state and federal requirements.

(d)Conservation Trustee shall oversee the Educational/Environmental Committee. Explore alternative methods, classes, and projects to improve the wildlife, water and recreation within the community. Research conservation efforts offered through local, state and federal entities.

Section E: Multiple Office Holding:

The same person may hold the offices of Vice President and Trustee or the offices of President and Trustee.

Section F: Other Officers:

Other officers may be appointed by the President, with concurrence of the remaining Officers. A legal counsel, a Newsletter Editor, Finance/Fund Raising Chairperson, Education/Environmental Chairperson, Security Officer, Maintenance Officer or such other assistant officers as are deemed necessary need not be a member of the Association.

ARTICLE VI MEMBERSHIP MEETINGS

Section A: Annual Meeting

The annual meeting of the Association shall be held in the vicinity of the Lakes on the second (2nd) Wednesday of the month of July. The time and place shall be arranged by the Board of Trustees unless specified by the previous annual meeting. The agenda of the annual meeting shall include elections, discussion of projects, adoption of a budget, and member concerns.

Section B: Special Meetings

A special meeting of the Association may be called at any time by the President, by majority vote of the Board of Trustees, or by written request of one-twentieth (1/20) of the members or fifteen (15) members, whichever is greater. The agenda of a special meeting may include any items properly brought before an annual meeting. Only those matters described in the notice shall be discussed at the meeting.

Section C: Informational Meeting or Social Event:

The Association may sponsor a variety of meetings and events designed to provide education, recreational, or social opportunities for its members and their guests. It may also sponsor fund-raising activities. If business is to be conducted at such events, the notice requirement for special meetings must be met.

Section D: Notification:

Every annual or special meeting must be preceded by notice to paid members and members from the previous year that have not yet renewed their membership. Notification may be by hand delivery or by mail at least thirty (30) days, but not more than fifty (50), prior to annual meetings and at least fifteen (15) days, but not more than fifty (50), prior to special meetings. The notice shall summarize any proposed changes in the By-laws, shall highlight any proposals to dissolve the Association, and shall include a description of the matter or matters for which the meeting was called.

Section E: Quorum:

No formal business may be conducted at membership meetings unless at least one-twentieth (1/20) of the paid-up members or fifteen (15) members, whichever is less, are present.

Section F: Procedure

Roberts Rules of Order, in the current revised edition, shall be in force at the meetings of the Association, of the Board of Trustees, and of the Association committees unless required otherwise by these by-laws. Non-members of the Association may be recognized to speak at Association functions at the discretion of the presiding officer who shall also serve as parliamentarian.

ARTICLE VII COMMITTEES

Section A: Finance/Fund Raising Committee

This Finance/Fund Raising Committee shall recommend fund-raising activities to the Officers and after receiving Officers' approval, shall organize such activities. This committee shall also annually audit the financial records of the Association. This committee shall initiate plans for recruiting new members and for retention of existing members. This committee shall solicit local business for donations and financial support. This committee shall have a chairperson, co-chairs, secretary and finance liaison.

Section B: Social Committee:

This Social Committee shall provide refreshments at the Annual meeting and, after receiving approval of the Officers, shall organize and publicize other social events to be sponsored by the Association conducted through the Finance/Fund Raising Committee. This committee will sponsor food drives and clothing drives for neighbors in need. The Social Committee will be the committee that produces the FVLA newsletter to ensure the entire community is linked with the monthly projects, upcoming events and general news regarding the association and the community.

Section C: Maintenance Committee

The Maintenance Committee shall maintain the grounds and property surrounding the Upper Victory and Sunset Lakes that are owned by the Association. The Maintenance Committee shall develop a list of responsibilities they will manage with individual's names, equipment and tool requirements if any; then forward to officers for approval, after approval organize and manage grounds. The Maintenance Committee shall organize a "Clean Communities" program two (2) times per year, with support from members, the local community, township and county agencies. This committee shall have a Chairperson, Co-Chair and secretary.

Section D: Environmental/Educational Committee

The Environmental/Educational Committee shall work with our youth and community to act as catalysts to initiate change and guide development of future activities to ensure the preservation of our lakes, the existing wildlife and their natural surroundings. This committee will create environmental education programs; Earth Day Program, Environmental Awareness Day, Health & Fitness Day, Lake ecology classes, Wildlife & botany programs, Pollution awareness, and other events, that shall be offered to local schools, Girl Scouts, Boy Scouts, Association members and individuals within the community. This committee shall seek support from local, county and state agencies and environmentalists, the Pinelands Commission, the NJ Sierra Club, New Jersey Department of Environmental Protect, US Fish and Wildlife, and other entities to ensure that these programs help develop environmentally caring groups of adults and children. This committee shall support the Maintenance Committee with the bi-annual community clean up day. This committee shall have a Chairperson, Co-Chair and secretary.

Section E: Security Committee

This Security Committee shall create and recommend rules and regulations for the lakes and surrounding area to the Officers, and after receiving Officers' approval shall be voted on by members of the association then committee will organize and enforce. This committee shall develop a plan of action for security issues with contact names; create a schedule with, committee members for security checks and perimeters. This committee shall post the associations property with appropriate signs as insurance requires. This committee shall join forces with local police in their town watch program to help combat delinquency within the community. This committee shall have a Chairperson, Co-Chair and secretary.

Section F: Grant Writing Sub-Committee

The Grant Writers shall receive guidance from board to pursue grants and opportunities for funding for the organization. This committee shall research and can recommend funding opportunities to apply for grants.

Section G Other Committee

The President may appoint such other committees as are deemed necessary to support the efforts of the Association.

Section H: Minutes from Various Committees

The secretary of each committee shall forward minutes to FVLA secretary for Board and Trustees to review and discuss at next scheduled meeting.

ARTICLE VIII VOTING

Section A: Who May Vote

All Charter & Patron Members in good standing may vote at all elections and upon every question. All questions shall be decided by a majority vote of the quorum present, unless otherwise provided in the By-Laws.

Section B: Proxy Votes

Proxy votes shall be valid if written and signed. Proxy votes shall clearly state the substance of the motion under consideration and shall clearly state the intention of a "yes" or a "no" vote. In the event of proxy votes for Elections, the ballot shall clearly state the office and individual for whom the vote is being cast. Proxy votes shall be invalid if the original motion presented is amended at the meeting prior to the final vote.

ARTICLE IX DISCIPLINE

Section A: Making Complaint

Any member or members having complaint to make against any other member for any infraction of the by-laws and/or FVLA rules and regulations of the Association or for conduct injurious to the welfare of the Association, shall report the same in writing to the Board of Trustees.

Section B: Action on Complaint

The Board of Trustees, upon receiving such complaint, shall investigate, have a meeting, and report the facts to the Association for action at a regular or special meeting of the Association. The rights and privileges of said member may be revoked and/or result in no-refund of dues for that calendar year.

ARTICLE X EXPENDITURES

Section A: Expenditures \$1,000 or less:

The Board of Trustees shall have the power to construct, maintain, alter and control Buildings, Spillways, Dams, Piers, Platforms and any other structures which may at any time be necessary, useful or advantageous for the purpose of maintaining this Association, when costs do not exceed \$1,000.00.

Section B: Expenditures exceeding \$1,000.00:

Any amounts to be spent, recommended by the Board of Trustees, exceeding \$1,000.00 must have the approval of the Association by two-thirds (2/3) majority quorum vote at any regular or special meeting of the Association.

Section C: Expenditures exceeding amounts in Treasury:

Any amounts to be spent exceeding the amount in the treasury must be approved by the Association at a Special Meeting called for this purpose with two-thirds (2/3) majority quorum vote, either present or by proxy. Any orders, contracts, mortgages, deeds, and any and all other written instruments of the Association shall be signed by the President and Vice-President and attested by the Secretary of the Association, unless the power to sign such instruments shall have been duly delegated by the Board of Trustees to some other officers of the Association.

Section D: Financial obligations

The association permits "special assessments" as necessary to cover financial obligations of FVLA, when properly executed in accordance with the Voting provision defined in ARTICLE VIII of these by-laws. It is further resolved to allow Township of Monroe to similarly assess such special assessments in the event of default by FVLA.

ARTICLE XI OFFICERS CODE OF BUSINESS CONDUCT & ETHICS

The Code of Business conduct and ethics embodies the commitment of the Friends of Victory Lakes Association to conduct our business in accordance with all applicable laws, rules and regulations and is dedicated to the highest standards of integrity and ethical behavior. Friends of Victory Lakes demands that the highest ethical standards will be followed in carrying out its business activities. All officers are required to abide by this Code of Business Conduct and Ethics and to observe the highest standards of business and personal ethics in the discharge of their assigned duties and responsibilities..

Section A: (Attendance) All Officers shall attend, support and participate at all board meetings, membership meetings and events held by the association. Prior notice of excused absences may be allowed due to Work, Illness, & Family Emergency. In addition, an Officer may present to the Board a maximum of three Personal Absence excuses per year in writing. If absence excuses are abused, the result will be immediate removal of the officer from the board.

Section B: (Compliance and Reporting) All officers must adhere to the standards outlined in the FVLA Board of Director role profile. Officers must manage the responsibilities of their position and other duties when deemed necessary within the required guidelines with the utmost integrity. Failure to meet the required guidelines, projects or deadlines will result in immediate removal from board.

Section C: (Confidentially) In carrying out company business, board members often discovers confidential information about the company, its customers, suppliers, business partners, or other third parties. Board members must respect and support the confidentiality of such information, except when disclosure is authorized or legally mandated. All confidential information will be kept confidential and may be used solely for the business purpose for which it was conveyed. Any one board member receiving general and/or confidential information is required to immediately disclose such information to the entire Board. Failure to observe the terms of this code will result in the officer's immediate removal from the board.

Section D: (Accountability) All officers will be held accountable for their adherence to this Code of Business Conduct and Ethics, rules and regulations, by-laws and any other applicable laws. Failure to observe the terms of this code will be immediately removed from the board.

ARTICLE XII MISCELLANEOUS PROVISIONS

Section A: Indemnification of Officers:

As provided by Law, the Association shall indemnify any officer, director, employee or agent who was, is, or may be involved in legal proceedings by virtue of his or her good faith actions on behalf of the Association.

Indemnification: Each member hereby agrees to indemnify and hold Friends of Victory Lakes Association, Inc. harmless against and in respect of any and all actions, suits, damages, judgments, liabilities, cost, charges, expenses and attorneys' fees of every kind and description, directly or indirectly arising out of, attributable to, on account of or resulting from:

- (i) Any breach of any of the obligations and responsibilities of each member as set forth in the Articles of incorporation of his association and/or any of the By-Laws of this Association.

- (ii) Any claims, demands, obligations, liabilities or causes of action which currently exist or which may hereafter arise as a result of any act or admission or failure to act of the member, including, but not limited to any and all legal costs, court fees, postage, attorneys' fees and all other expenses associated with collection of the delinquent accounts of said member.

Section B: Fiscal Year:

The records and accounts of the Association shall be maintained on a calendar year basis.

Section C: Accounts and Investments:

Funds of the Association shall be promptly deposited at a financial institution designated by resolution of the Officers. Funds not needed for current operations shall be deposited in investment accounts or certificates as authorized by the Officers.

**ARTICLE XIII
Adoption and Amendment**

These By-laws and any amendments thereto, may be adopted at any annual or special meeting of the Association by two-thirds vote of members present and entitled to vote. Proposed amendments to the By-laws must be summarized in the notice for the annual meeting at which the amendments are to be voted on.

**ARTICLE XIV
Dissolution**

The Officers, by two-thirds (2/3) affirmative vote of all Officers, may recommend that the Association be dissolved and the question of such dissolution be submitted to a vote at a subsequent meeting of members. Notice of the meeting shall highlight the question of dissolution. At the meeting, a two-thirds (2/3) affirmative vote of members present and entitled to vote shall be required to approve a resolution of dissolution. Such a resolution shall direct the Officers to prepare a dissolution plan for subsequent approval by the members. Dissolution of the Association shall not be final until the members, by majority vote, shall have approved the dissolution plan, either at a meeting or by a binding mail referendum.

CERTIFICATION

These By-laws were adopted by vote of yes (5) and no (0) at the Association meeting on this 28TH day of JULY, 2004. Amended months and year; May 2005, October 2005, February 2006, & August 2007.