

Exhibit C
Form Club By- Laws
CANAL WALK Italian American CLUB
CONSTITUTION AND BY-LAWS

ARTICLE 1 -NAME

The name of this organization shall be: Canal Walk Italian American Club, herein after the "IACW", a New Jersey not for profit entity, whose address is: 100 Canal Walk Blvd. Somerset, NJ 08873, or other such address as specified by the Executive Committee.

ARTICLE 2 -PURPOSE

The purpose of the "IACW is to preserve, foster and promote Italian American values. To that end, "IACW" will engage in and support charitable and educational programs, principally in the form of scholarships, that foster community involvement and raise funds for Canal Walk community charitable entities. Funds, donations, and contributions used to support any candidate, or any entity of a political nature, is strictly prohibited

ARTICLE 3 -MEMBERSHIP

- 1.Membership is open to all residents of Canal Walk.
- 2.An official application for membership shall be completed and submitted to the Membership Committee of the Club along with the required dues &/or fees. The Membership Committee shall verify the residency status, and should an application be rejected, the applicant will be notified, and the dues/fees will be refunded.
3. All members in good standing are entitled to participate in club activities, meetings, & social events.
4. All members in good standing shall have the right to vote in Club elections or on Club matters.
5. A person must be a member of the Club and in good standing for a minimum of one (1) year to be eligible to run for an elected position. Eligibility for running for an elected position requires Italian heritage.
6. Membership dues/fees shall be payable to the CWHOAAF at the beginning of the calendar year (January 1).

7. Annual Membership dues paid are non-refundable for partial membership.

8. Any member attaining the age of 85 shall be exempt from paying dues.

ARTICLE 4 - OFFICERS AND THEIR DUTIES

1. The officers shall be President, Vice President, Secretary and Treasurer.

(Additional presidents, an assistant secretary, assistant treasurer, and sergeant-at arms, can be added to the Officers line either by following the procedures of nominations & vote or appointment by the president with confirmation by the executive board.).

2. The President(s) shall preside at all meetings of the Club, Executive Committee, and shall be a member ex-officio on all committees except the Nominating Committee. They shall perform all other duties usually pertaining to the office, and shall appoint a Chairperson to all the committees, with the approval of a majority of the other officers. The President(s) may only vote in the event of a tie vote and will cast the deciding vote. The immediate past president shall be a non-voting member of the Executive Committee, advisor, and parliamentarian until replaced.

3. The Vice President shall function as an aide to the President and shall perform their duties in their absence, and such other duties of the President as decided by the Executive Committee.

4. The Secretary shall keep a record of all meetings (regular, board & special), of the Club and Executive Committee; keep attendance records of all Executive Committee meetings; ensure that the proper transfer of all records and documents between incoming and outgoing officers takes place; and be responsible for keeping all official Club documents. The Secretary's signature shall be required on all official Club papers, and they shall manage all incoming and outgoing mail, subject to the approval of the Executive Committee and the President. They shall keep an updated list of all members including their addresses, e-mails, and phone numbers in cooperation with the treasurer. They will certify that a quorum has been satisfied and allow the meeting to be called to order. The minutes of the last meeting (either a general meeting or executive committee meeting) will be read and adopted by a vote by members.

5. The Treasurer shall receive all monies of the Club and transfer them to the Club's CWHOAAF shared account. Expenditure authorizations from the CWHOAAF shared account may be made by the President, Vice President, or Treasurer. Expenditure greater than \$250.00 requires authorization of two of the officers. Upon receipt of the expenditure authorization the CWHOAAF staff will make payments or issue checks as instructed by submitting the required form. An accurate record of receipts and expenditures shall be kept, and a statement of accounts shall be presented at all meetings of the Executive Committee and/or general membership meetings. The Treasurer shall make a full report at

the December annual meeting. All bills other than those provided for by appropriations in the budget shall be approved by the Executive Committee and the general membership at a regular or special meeting as the occasion demands. Expenditures exceeding \$500 up to \$1,000.00 shall be approved by the Executive Committee (unless it is for a donation or scholarship) which shall be approved by the general membership.

6. Assistant Treasurer and/or Secretary. The duties of these officers will be to assist the Treasurer or Secretary as requested and act for them in their absence. If the assistant makes any transactions or communications, they must notify the officer upon their return.

7. Sergeant At Arms shall assist the President in preserving order among the members present at all meetings, and escort anyone out of those meeting if requested to do so.

ARTICLE 5-BOARD OF DIRECTORS/EXECUTIVE COMMITTEE

1. The Board of Directors shall consist of the elected officers and the chairpersons of the standing committees with no less than seven (7) members nor more than twelve (12) members.

The standing committees are as follows:

- a. Membership
- b. Public Relations
- C. Philanthropy/Scholarships
- d. Activities
- e. Care Committee
- f. Programs/Education & Cultural
- g. Refreshments

2. The Board of Directors shall have supervision, control, and direction of the Club affairs, shall determine its policies, or changes therein within the limits of these Bylaws, shall have the discretion in disbursement of funds, and it may adopt such rules and regulations for the conduct of the Club's business, to approve plans of the various committees and to present a report at the regular and annual meetings. Each Director and Officer shall have one vote with the President voting in the event of a tie.

3. A majority of the board members present at the meeting of the whole board shall constitute a quorum at any meeting of the Board of Directors.

4. Each Director shall serve a term of 2 years with the entire board terms being staggered, so that only half of the board is voted on yearly.

5. It shall be the duty of the officers and the Board of Directors to attend all

applicable meetings and perform such other duties as may be delegated to them. It shall be the duty of all officers and board members upon leaving their term of office to turn over immediately to the Secretary all data, materials and information relating to their office.

6. If an elected officer/director or appointed member, without a reasonable excuse approved by the President, is absent for three (3) or more consecutive meetings they may be subject to removal from their position.

7. Any officer/director or appointed member who wishes to resign from their position must give notice in writing to the Secretary who shall present this information at the next Board meeting.

ARTICLE 6-NOMINATIONS

1. The Nominating Committee will be formed in October. consist of up to three (3) members of the Executive Committee, a Chair and Co-Chair appointed by the Executive Committee, and up to four members selected from the general membership. The Nominating Committee will serve for the nominating period through the voting on election day.

2. At the November general meeting, the committee will present their candidates for officers with nomination from the floor being entertained at that time. If there are nominations from the floor the member must be in good standing, and they shall be included on the ballot. If there are no nominations from the floor, then the committee's recommendations shall stand. Nominations will remain open for any position until the December annual meeting, when a final request for nominations will be made. At that time, any position that has more than one candidate will require that each candidate have five (5) minutes to present their position. The Nominating Committee Chair will officiate and will:

a. Allow for the first speaker to be picked by a flip of a coin if there are more than two (2) candidates by alphabetical listing.

b. Keep track of speaking time of five (5) minutes.

c. Supervise the written ballot procedure.

3. Terms of office: Officers shall be elected for a two-year term or until successors are elected. The President shall not serve more than two (2) consecutive terms or a total of four (4) years.

4. Vacancies: In the event of a mid-term vacancy in the position of Vice President, Secretary or Treasurer, the Nominating Committee, which shall be activated according to these By-laws for this purpose at this time, will meet and fill the vacancies for the unexpired term. A vacancy in the office of the President is filled by the Vice President.

ARTICLE 7 -MEETINGS

1. The annual meeting will be held on the first Monday in December, at which time officers will be elected. Notice of the Annual meeting will be sent 30 days prior to the meeting.
2. The Executive Committee/Board of Directors shall meet as necessary but no less than quarterly.
3. The general membership meetings shall take place on a day and time to be determined by the Executive Committee in consultation with the membership and the CWHOA.
4. The Club's fiscal year shall commence on January 1 and shall end on December 31.
5. A quorum of 50 members shall be present for general meetings, including elections.

ARTICLE 8 -BY-LAWS

1. These By-Laws may be amended and/or changed by a two-thirds (2/3) vote of present and voting members at a duly called meeting, provided the amendments have been distributed in advance to the membership and read at the meeting with a clear rationale explaining the proposed amendments.
2. Standing Rules may be changed by a majority of the members present, provided if the annual membership dues are to be changed, notice will be distributed to the membership prior to the meeting at least ten (10) days prior to the meeting, but in no event more than sixty (60) days prior to the meeting at which the vote will be cast.
3. Robert's Rules of Order shall govern all meetings.

ARTICLE 9 - STANDING RULES

1. The By-Laws should be reviewed no later than four (4) years after the last change.
2. The annual membership dues will be initially set at \$ 20 per year, the amount of which will be reviewed annually.
3. As committees are established by the membership/executive committee the standing rules will reflect these choices.
4. The general meetings of the Club shall be on the first Monday of the month and at 7 PM.

5. Contributions, gifts, donations may be made from time to time to the CWHOA community as recommended by the Board of Directors. Any amount shall be subject to the approval by the general membership by majority vote of those present at the meeting.

6. The Club's funds will be deposited in the Club's CWHOA shared account and will be dedicated for the sole use of the Club.

7. The trustees for the Club's WHOAAF Shared account are the President, Vice President & Treasurer.

8. Any notices required by these By-laws may be sent to the membership by electronic notification and/or phone call, to their e-mail addresses or phone number as reported to and recorded by the Secretary.

9. Donations or any support of a political candidate or entity is prohibited.

10. No materials, furniture, decorations, holiday decorations or equipment belonging to the WHOA may be touched or moved from any room or hallway unless prior approval by the Management Staff of CWHOA Board of Directors have given

11. All rules and regulations by the WHOA for the use of any facilities must be adhered to, especially the Alcohol, vendor & guest policies.

12. Every Director and officer of the Club shall be indemnified by the CWHOA against all expenses and liabilities including counsel fees reasonable incurred based on the insurance coverage provided by the CWHOA.

13. EMERGENCY: The Board of Directors may provide special rules, regulations, and procedures as it shall deem necessary to the continued effective maintenance and conduct of the Club during a period of a National, State, or municipal emergency.

14. DISCLOSURES: These By-laws shall be governed by the laws of the state of New Jersey. If any provision or provisions of these By-laws is found to be void or unenforceable the remaining provisions of these By-laws shall remain binding and in full force and effect.

15. The Board of Directors shall have the power of amendment to amend the By-laws to the extent necessary to render the By-laws in compliance and consistent with the Federal, State or Local Laws with due notice to the membership without a vote.

ARTICLE 10 -DISSOLUTION OF ORGANIZATION

1. In the event of dissolution of the Club, monies on hand will be distributed as determined by a majority vote of the membership present at a meeting called for the purpose of discussing dissolution.

2. Any equipment or other materials owned by the Club shall be sold and the monies will be added to the CWHOAAF Shared account.

APPROVED THIS DAY. _____ YEAR _____
BY A VOTE OF THE GENERAL MEMBERSHIP.

CERTIFICATION BY THE SECRETARY OF THE CLUB BY A QUORUM VOTE

Print Name: _____

Signature: _____

**CANAL WALK HOMEOWNERS ASSOCIATION SIGNATURE OF ASSOCIATION BOARD
MEMBERS**

DATE.

(Signature of Association Board Member) _____

(Signature of Association Board Member) _____

(Signature of Association Board Member) _____

(Signature of Association Board Member) _____