

BYLAWS
of the
CHARLES FOSTER WEEDEN, III MEMORIAL SCHOLARSHIP FUND, INC.

A New Jersey Nonprofit Corporation

Article 1
NAME, OFFICES, PURPOSES AND RESTRICTIONS

Section 1.1. Corporate Name. The Corporation's official name shall be "Charles Foster Weeden, III Memorial Scholarship Fund, Inc." In addition, it shall have the right, from time to time, to operate under such other name or names as it may receive authorization to use pursuant to applicable law.

Section 1.2. Principal Office. The principal office of the Corporation shall be in the State of New Jersey. The Corporation shall designate a registered office in accordance with law and shall maintain it continuously. The Corporation may have offices at such other places within and without the State as the Board of Trustees may from time to time determine.

Section 1.3. Other Places of Business. The Board of Trustees may, at any time, establish offices at any location where the Corporation is qualified to do business.

Section 1.4. Corporate Purpose. The Corporation does not contemplate pecuniary gain or profit. The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code. More specifically, the Corporation intends to promote education by selecting one or more high school students from the Township of East Amwell who in the opinion of the Trustees have exhibited academic excellence to receive economic assistance to attend an institution of higher learning to pursue studies in the areas of agriculture, animal husbandry, or environmental sciences.

Section 1.5. Purpose of Bylaws. These Bylaws establish rules and procedures for conducting the affairs of the Corporation. They are binding on the Board of Trustees, on members of any committees established by the Board, and on the Corporation's officers, whether those persons served in the applicable capacity at the time these Bylaws were adopted or were appointed or elected to the position at a later date. These Bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act ("the Act") and the Corporation's Certificate of Incorporation, as same may be amended from time to time. If any provision in these Bylaws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

Section 1.6. Restrictions. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c)(3)

of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code, or corresponding provisions of any subsequent federal tax laws.

Article 2 BOARD OF TRUSTEES

Section 2.1. General Powers. Subject to the limitations of the Certificate of Incorporation and these Bylaws, all corporate powers shall be exercised by or under the authority of the Board of Trustees, and the management and affairs of the Corporation shall be controlled by the Board of Trustees.

Section 2.2. Number. Qualification. Election and Tenure. The number of Trustees shall be the number of Trustees elected from time to time in accordance with these Bylaws, but in no event shall be less than three (3) or more than twenty (20). The number of Trustees may be increased or decreased from time to time by election in accordance with these Bylaws. Trustees shall be elected by a majority of the Board of Trustees at such time(s) and place(s) as shall be determined by the Board. The term of office shall be two (2) years from the date of election and thereafter until his successor has been elected and qualified. Nothing herein shall be construed to prevent a Trustee from succeeding himself in office for additional terms.

Section 2.3. Regular Meeting of Trustees. The Board of Trustees shall hold regular meetings at least once per year at the Corporation's principal office or at such other place as may be acceptable to a majority of the members of the Board. At each such meeting, the Board shall determine the date, time and place of the next regular meeting. The Corporation's Secretary shall notify any Trustee not present at that meeting of the date, time and place of the next regular meeting by sending written notice to each such Trustee at least ten (10) days in advance of the date therein designated for that meeting.

Section 2.4. Special Meetings. Special meetings of the Board of Trustees may be called by the President or any two (2) Trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix a reasonable time and place for holding them.

Section 2.5. Telephone Meetings. Trustees may participate in meetings of the Board of Trustees by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

Section 2.6. Action Without Meeting. Any action of the Board of Trustees may be taken without a meeting if a consent in writing setting forth the action so taken signed by all of the Trustees is filed in the minutes of the Board of Trustees. Such consent shall have the same effect as a unanimous vote.

Section 2.7. Notice and Waiver. Notice of any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail, or by telegram to each Trustee at his address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Trustee may waive notice

of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Trustee states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 2.8. Quorum and Voting. The greater of two (2) persons or one-third (1/3) of the entire Board of Trustees in office shall constitute a quorum for the transaction of business.

The vote of a majority of Trustees present at a meeting at which a quorum is present shall constitute the action of the Board of Trustees. If less than a quorum is present, then a majority of those Trustees present may adjourn the meeting from time to time without notice until a quorum is present.

Section 2.9. Vacancies. Should any member of the Board of Trustees be unable to fulfill his term, the Board of Trustees shall appoint a successor who shall hold office for the unexpired term. Any such vacancy occurring in the Board of Trustees may be filled by the affirmative vote of a majority of the remaining Trustees even though it is less than a quorum of the Board of Trustees, unless otherwise provided by law or in the Certificate of Incorporation.

Section 2.10. Removal. At any meeting of Trustees called expressly for that purpose, any Trustee or Trustees may be removed from office, with or without cause, by vote of a majority of the Board of Trustees. New Trustees may be elected by the Board for the unexpired terms of Trustees removed from office at the same meetings at which such removals are voted. If the Board fails to elect persons to fill the unexpired terms of removed Trustees, and if the Board did not intend to decrease the number of Trustees to serve on the Board, then the vacancies unfilled shall be filled in accordance with provisions in these Bylaws for vacancies.

Section 2.11. Presumption of Assent. A Trustee of the Corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting because of an asserted conflict of interest.

Section 2.12. Compensation. Not Trustee shall receive a fee, salary or remuneration of any kind for his services as Trustee. The Corporation may, however, reimburse Trustees for reasonable expenses incurred by them, provided such expenses have been approved by the Board.

Article 3 OFFICERS

Section 3.1. Election of Officers. The Board of Trustees shall appoint a president, vice president(s), if desired, secretary, treasurer, and such other officers as it deems necessary for the conduct of the Corporation's affairs. Any two or more offices may be held by the same person but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these Bylaws to be executed, acknowledged or verified by two or more officers. The duties and authority of the officers shall be determined from time to time by the Board. Subject to any such determination, the officers shall have the duties and authority set forth in the following paragraphs.

Section 3.2. Duties of the President. The President shall have general charge and supervision over and responsibility for the affairs of the Corporation, and shall preside at all meetings of the Board of Trustees. Unless otherwise directed by the Board, all other officers shall be subject to the authority and the supervision of the President. The President may enter into and execute in the name of the Corporation contracts or other instruments not in the regular course of business that are authorized either generally or specifically by the Board. The President shall have the general powers and duties of management usually vested in the office of the President of a nonprofit Corporation. The President may, from time to time, delegate any or all of his duties and authority to any other officer or Trustee.

Section 3.3. Duties of the Secretary. The Secretary shall cause notices of all meetings to be served as prescribed in these Bylaws and shall keep or cause to be kept the minutes of all meetings of the Board. The Secretary shall have charge of the Seal of the Corporation and shall perform such other duties and possess such powers as are incident to the office or as shall be delegated to him by the President or the Board.

Section 3.4. Duties of the Treasurer. The Treasurer shall have the custody of the funds of the Corporation and shall keep or cause to be kept regular books of account for the Corporation. The Treasurer shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned to him by the President or the Board.

Section 3.5. Duties of the Vice President. The Board shall have the power to appoint as many Vice Presidents as it may deem appropriate, and will denominate them first, second, third for as many as shall be appointed. The Vice President(s), if appointed by the Board, shall perform the duties of the President in the Presidents absence or inability to perform said duties. The Vice President shall also have such additional responsibilities as the President or the Board may, from time to time, delegate to him.

Section 3.6. Removal of Officers. All officers of the Corporation serve at the pleasure of the Board of Trustees. The Board may remove any officer(s), with or without cause, by a majority vote of the entire Board membership. An officer who is also a Trustee may be removed as an officer of the Corporation and remain a Trustee unless the action of the Board clearly indicates otherwise.

Section 3.7. Compensation. No officer shall receive a fee, salary or remuneration of any kind for his services as an officer. The Corporation may, however, reimburse officers for reasonable expenses incurred by them, provided such expenses have been approved by the Board of Trustees.

Article 4

EXECUTIVE AND OTHER COMMITTEES

Section 4.1. Creation of Committees. The Board of Trustees may, by resolution passed by a majority of the whole Board, designate an Executive Committee and one or more other committees.

Section 4.2. Executive Committee. The Executive Committee (if there is one) shall consult with and advise the Officers of the Corporation in the management of its affairs and shall have and may exercise, to the extent provided in the resolution of the Board of Trustees creating such Executive Committee, such powers of the Board of Trustees as can be lawfully delegated by the Board.

Section 4.3. Other Committees. Such other committees shall have such functions and may exercise such power of the Board of Trustees as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.

Section 4.4. Meetings. Regular meetings of the Executive Committee and other committees may be held without notice at such time and at such place as shall from time to time be determined by the Executive Committee or such other committees, and special meetings of the Executive Committee or such other committees may be called by any member thereof upon two (2) days' notice to the other members of such committee, or on such shorter notice as may be agreed to by each of the other members of such committee, given either personally or in the manner provided in these Bylaws pertaining to notice for Trustees' meetings.

Section 4.5. Vacancies. Vacancies on the Executive Committee or on other committees shall be filled as needed by the Board of Trustees then in office at any regular or special meeting of the Board of Trustees.

Section 4.6. Quorum. At all meetings of the Executive Committee or other committees, a majority of the committee's members then in office shall constitute a quorum for the transaction of business.

Section 4.7. Manner of Acting. The acts of a majority of the members of the Executive Committee or other committees present at any meeting at which there is a quorum shall be the act of such committee.

Section 4.8. Minutes. The Executive Committee (if there is one) and the other committees shall keep regular minutes of their proceedings and report the same to the Board of Trustees when required.

Article 5

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 5.1. Contracts. The Trustees may authorize any officer or officers, agent or agents of the Corporation, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or confined to specific instances.

Section 5.2. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President or the Vice-President and the Treasurer or in such other manner or by such other person(s) as the Board of Trustees may from time to time designate.

Section 5.3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Trustees may select.

Section 5.4. Organization Funds. No Officer or Trustee shall commit organization funds except for normal operating expenses without the approval of the Board of Trustees.

Article 6 BOOKS AND RECORDS

Section 6.1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the Trustees. All books and records of the Corporation may be inspected and copied by any Trustee for any proper purpose at any reasonable time.

Article 7 CONTRIBUTIONS AND DISSOLUTION

Section 7.1. Contributions. The Board of Trustees may accept or reject on behalf of the Corporation any grant, contribution, gift, bequest or devise for the general or any special purposes of the Corporation. The Corporation shall have the right to solicit and accept contributions from third parties. All monies thus received will be used exclusively in furtherance of the Corporation's purpose as hereinabove stated, except that the Corporation shall have the right, however, to use a reasonable amount of any sums received for the payment of administrative expenses.

Section 7.2. Dissolution of the Corporation. Upon dissolution of the Corporation, the Board of Trustees shall utilize the Corporation's assets for the payment of all obligations and liabilities. Any remaining assets will be disposed of only in a manner consistent with the Corporation's purpose as hereinabove stated, either in the form of direct expenditures or by disbursement to one or more organizations organized and operated exclusively for charitable, scientific, educational, or religious purposes so as to qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code or any corresponding provision of a future law of similar import, or to the United States, or a state or local government, for a public purpose.

Article 8 MISCELLANEOUS PROVISIONS

Section 8.2. Nonprofit Operation. The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Trustees or Officers except as reimbursement for services rendered to or disbursements made on behalf of the Corporation. No Trustee or Officer of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Trustees and Officers without violating this provision.

Section 8.3. Fiscal Year. The Corporation's fiscal year shall run from the first day of January of each year to the thirty-first day of December of that year.

Section 8.4. Corporate Seal. The Corporation shall have a corporate seal, an impression of which is embossed in the margin of this page.

Section 8.5. Indemnification. The Corporation shall, to the fullest extent permitted by law and more particularly by N.J.S.A 15A:3-4, indemnify any person who was, is or shall be an officer, trustee, employee or agent of the Corporation and any person who was, is or shall be an officer, trustee, employee or agent of any other enterprise who is acting as such at the request of the Corporation, or the legal representative of any such officer, trustee, employee or agent, for any action taken or failure to act on behalf of the Corporation. In addition to the above, the Corporation may purchase and maintain insurance on behalf of such corporate agents against any expenses incurred in any proceeding and any liabilities asserted against any such agent in his capacity as corporate agent, whether or not the Corporation would have the power to indemnify such agent against such liability under the provisions of N.J.S.A 15A:3-4.

Section 8.6. Amendment to Bylaws. These Bylaws may be altered, amended or repealed by the vote of a majority of the entire Board. Written notice of any such bylaw change to be voted upon by the Board shall be given not less than ten (10) days prior to the meeting at which such change shall be proposed.

Section 8.7. Effect of Headings. Headings have been used throughout these Bylaws as a matter of convenience. Such headings shall not be deemed interpretative of the contents of the Corporations Bylaws.

Section 8.8. Gender and Number. The masculine singular has been used throughout these Bylaws as a matter of convenience. All such words shall be read to include more than one gender or person as the context may require.

Section 8.9. Applicability of New Jersey Law. The Corporation has been formed pursuant to the laws of the State of New Jersey. These Bylaws shall be construed in accordance with the New Jersey Nonprofit Corporation Act and any other applicable laws.

Adopted this 4th day of December, 2000.

Patricia Buckwalter, Trustee

Lynn Ebeling, Trustee

Mary Dantis, Trustee