

**BYLAWS**  
**OF**  
**NATIONAL TIMBERWOLF PUPS ASSOCIATION, INC.**

**ARTICLE I**

**NAME, SEAL, AND OFFICES**

1.1     Name. The name of this corporation is "National Timberwolf Pups Association, Inc."

1.2     Seal. If the Board of Trustees shall determine that the corporation shall have a corporate seal, it shall be circular in form and shall bear on its outer edge the words "National Timberwolf Pups Association, Inc." and in the center, the words and figures "Incorporated 2011 New Jersey." The Board of Trustees may change the form of the seal or the inscription thereon at its pleasure.

1.3     Offices. The principal office of the corporation shall be located in Short Hills, New Jersey. The corporation may move the location of its principal office and have other offices at such other places as the Board of Trustees from time to time may determine.

**ARTICLE II**

**PURPOSES**

2.1     Purposes. The corporation is organized and shall be operated as and for the purposes of a club organized for pleasure, fraternal, recreation or other nonprofitable purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 and the Regulations thereunder as they now exist or as they may hereafter be amended (collectively, the "Code"). The purposes of the corporation are as more particularly set forth in Article SECOND of the corporation's Certificate of Incorporation.

## ARTICLE III

### MEMBERS, TRUSTEES AND CORPORATE POWERS

3.1 Members: The corporation shall have members as more particularly described in Article IV of these Bylaws.

3.2 Trustees. The number of trustees constituting the Board of Trustees shall be three (3). The Board of Trustees shall have authority to increase or decrease the number of trustees (but not below three (3)) by resolution of the Board from time to time without amendment of this section of these Bylaws.

3.3 Corporate Powers. All of the corporate powers of the corporation shall be exercised by the Board of Trustees, except to the extent specifically provided otherwise by law or by these Bylaws.

## ARTICLE IV

### MEMBERS

4.1 Membership Eligibility and Qualification. Any person who is (a) a son, daughter or other lineal descendant of a man who served honorably and was a soldier of the 104<sup>th</sup> Timberwolf Infantry Division (individually a "Timberwolf" or collectively the "Timberwolves"), (b) a collateral relative of a Timberwolf (for example, a niece, nephew, great niece, great nephew or any of their descendants), or (c) a spouse of a person described in the preceding clause (a) or (b), is eligible to be a member of the corporation. The members of the corporation shall be all eligible persons who register with the corporation and pay such dues and assessments as determined by the Board of Trustees from time to time.

4.2 Voting. Members shall have the right to vote to elect the officers and trustees of the corporation, to approve amendments to the corporation's Bylaws, and generally on all matters required by the New Jersey Nonprofit Corporation Act (Title 15A of the New Jersey Revised

Statutes), as may be amended from time to time (the "Act"), to be acted upon by voting members of a New Jersey nonprofit corporation. At every meeting of the members, each member shall be entitled to one (1) vote in person and not by proxy.

4.3 Action By Ballots. Any action required or permitted to be taken at any meeting of the members or any committee thereof may be taken without a meeting, if prior to such action, written notice regarding such action is provided to all the members of the corporation, or all the committee members, as the case may be, and affirmative ballots are received prior to the date of such action in at least the minimum number of votes that would be required to approve the action at a meeting if all the members (or committee members) were present at the meeting. The advance written notice may be served personally, or by mail, email or fax, and the ballot may be returned by any such methods. A "ballot" includes an email sent by a member from his or her regular email address stating the member's position regarding the action. Copies of any such written notice and all of the ballots shall be filed with the minutes of proceedings of the members or the committee, as applicable.

4.4 Membership Dues. All members shall pay annual dues to the corporation in the amount and payment terms as determined by the Board of Trustees from time to time. All dues shall be paid no later than sixty (60) days after the first day of the corporation's fiscal year, and if not paid within such time, such membership shall terminate effective as of the first day of the third month of such year, unless otherwise determined by the Board of Trustees. Dues of a new member for the year in which the new member is admitted shall be prorated on a monthly basis and payable within sixty (60) days of notification of the amount due.

4.5 Special Assessments. All members shall pay any special assessments to the corporation in the amount and payment terms as determined by the Board of Trustees from time to time.

4.6 Meetings. The annual meeting of members ("Annual Meeting") for the election of the corporation's officers and trustees, and for the transaction of such other business as may properly come before the meeting, shall be held in the first week of September or on such other date, and at such place within or outside New Jersey, as the Board of Trustees shall determine by resolution. Any other meetings of the members, if any, shall be called by the Board of Trustees or the President at such time and place, as determined by the person calling the meeting.

4.7 Notice of Meetings. Notice of the time, place, manner, and purpose or purposes of Annual or other meetings of members shall be given or served personally, by mail, by fax or by telephone, upon each person who appears upon the books of the corporation as a member; provided, however that the business which may be transacted at any meeting shall not be limited to the purpose or purposes set forth in such notice. Notice of any Annual or other meeting shall be given not less than five (5) or more than sixty (60) days prior to the date of the meeting. Such notice, if mailed, shall be directed to each member at the member's address as it appears on the books of the corporation, unless the member shall have filed with the Secretary of the corporation a written request that such notice be mailed to some other address, in which case the notice shall be mailed to the address designated in such request. The President shall send, or cause to be sent, notice of meetings.

4.8 Quorum. At any meeting of the members, the presence of fifteen (15) members shall constitute a quorum for all purposes except as otherwise provided by law or these Bylaws. The act of a majority of those members present at any meeting at which there is a quorum shall be the act of the members except as otherwise may be provided specifically by law or by these Bylaws.

4.9 Action by Consent. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting, if prior or subsequent to such action, a

written consent to such action is signed by all the members of the corporation and if such written consent is filed with the minutes of proceedings of the members. In addition, any action required or permitted to be taken at a meeting of members, other than the annual election of officers and trustees, may be taken without a meeting upon the written consent of members who would be necessary to authorize the action at a meeting at which all members entitled to vote thereon were present and voting, if (a) the corporation provides to all other members advance notification setting forth the proposed action consented to, (b) the proposed action is not consummated before the expiration of ten (10) days from the giving of the notice and twenty (20) days from the giving of the notice in the case of any action taken associated with a merger, consolidation, sale of substantially all of the corporation's assets or other transaction pursuant to Chapter 10 of the Act, and (c) the notice sets forth the existence of such 10-day (or 20-day) period.

4.10 Meetings by Conference Call. Meetings of members by telephone conference call or by any means of communication by which all persons are able to hear each other shall be permitted, upon proper notice, provided that a quorum of members participates in any such conference call. Participation by such means shall constitute presence in person at a meeting.

4.11 Termination of Membership. In addition to termination for non-payment of dues as provided in Section 4.4 of these Bylaws, above, any membership in the corporation may be terminated with or without cause by the affirmative vote of a majority of the members of the corporation.

4.12 Associate Members. In addition to the voting members of the corporation as described and provided with the duties, responsibilities and privileges as set forth in Sections 4.1 through 4.11, above, the Board of Trustees shall have the authority, by resolution of the Board from time to time, to establish and/or revoke one or more categories of associate members, whose, duties, responsibilities (including the possible payment of dues) and privileges shall be as set forth in any

such resolutions; provided, however, that such associate members shall not have the right to vote for any reason, including without limitation for any purpose under the Act, and including without limitation the right to vote under the Act as a non-voting member.

## ARTICLE V

### TERM AND ELECTION OF TRUSTEES

5.1 Terms of Office. The terms of each of the initial trustees of the corporation shall be deemed to have begun on the date of the corporation's incorporation. The trustees shall serve for terms of one (1) year each. The term of each trustee shall expire at the close of the annual meeting of the corporation in the last year of such trustee's term, provided, however, that a trustee shall remain in office, beyond the expiration of his or her term, until such time as a successor shall be duly elected or appointed and shall have assumed office. A trustee shall leave office prior to the expiration of his or her term, and immediately upon death, incapacity, removal or resignation, or if he or she becomes ineligible to serve as trustee. There shall be no limit on the number of terms a trustee may serve.

5.2 Eligibility and Election of Trustees. Trustees must be eighteen years of age or older and members of the corporation. The trustees shall be selected for their willingness to serve the corporation and for the knowledge and skills they may contribute to the conduct of the affairs of the corporation. The trustees shall be the officers of the corporation, elected by the members of the corporation at the Annual Meeting.

5.3 Assumption of Office. Newly-elected trustees shall assume office upon the expiration of their predecessor's term, if any, and if there is no predecessor a newly-elected trustee shall assume office immediately.

5.4 Removal of Trustees. Any trustee of the corporation may be removed from office with or without cause by the affirmative vote of a majority of the members of the corporation.

If a trustee is removed, his or her position as officer, if any, shall automatically terminate simultaneously.

5.5     Vacancies. The Board of Trustees may fill any vacancy among the trustees, including a vacancy caused by death, incapacity, removal, resignation, ineligibility, or otherwise, by appointing a successor trustee to serve the remainder of the vacating trustee's term. The trustees may fill a vacancy even if they lack a quorum to decide other matters. Any person elected or appointed to fill a vacancy on the Board of Trustees shall hold office until the later of the expiration of his or her predecessor's term or the date on which a successor is duly elected and assumes office.

## ARTICLE VI

### MEETINGS OF THE TRUSTEES

6.1     Annual Meetings. The annual meeting of the trustees for the transaction of such business as may properly come before the meeting, shall be held in the first week of September, or on such other date, and at such place within or outside New Jersey as the Board of Trustees shall determine by resolution.

6.2     Regular Meetings. Regular meetings of the trustees of the corporation (one of which shall be the annual meeting) shall be held at least once each year, unless otherwise scheduled by the Board of Trustees, at the principal office of the corporation or at such other place within or outside the State of New Jersey as the Board of Trustees shall designate, on such dates and at such times as the Board of Trustees may determine by resolution.

6.3     Special Meetings. Special meetings of the trustees may be called at any time by the President and must be called by the President upon receipt of a written request from two (2) trustees, and shall be held at the principal office of the corporation or at such other place as the President calling the meeting shall designate.

6.4 Notice of Meetings. Notice of the time, place, manner, and purpose or purposes of annual, regular or special meetings shall be given or served personally, by mail, by fax or by telephone, upon each person who appears upon the books of this corporation as trustee; provided, however that the business which may be transacted at any meeting shall not be limited to the purpose or purposes set forth in such notice. Notice of any annual, regular or special meeting shall be given not less than five (5) or more than sixty (60) days prior to the date of the meeting. Such notice, if mailed, shall be directed to each trustee at the trustee's address as it appears on the books of the corporation, unless the trustee shall have filed with the Secretary of the corporation a written request that such notice be mailed to some other address, in which case the notice shall be mailed to the address designated in such request. The President shall send, or cause to be sent, notice of meetings.

6.5 Waiver of Notice. Notice of any meeting need not be given to any trustee who signs a waiver of notice, whether before or after the meeting, or such waiver is signed by his or her duly authorized attorney. The attendance of any trustee at a meeting without protesting prior to the conclusion of the meeting the lack of notice of the meeting shall constitute a waiver of notice by that trustee.

6.6 Quorum. At any meeting of the trustees, the presence of a majority of the trustees serving at that time shall constitute a quorum for all purposes except as otherwise provided by law or these Bylaws. The act of a majority of those trustees present at any meeting at which there is a quorum shall be the act of the corporation except as otherwise may be provided specifically by law or by these Bylaws. At any committee meeting, the presence of a majority of the committee members serving at that time shall constitute a quorum and the act of a majority of those present at any committee meeting shall be the act of the committee, except as otherwise may be provided specifically by law or by these Bylaws. Either in the absence of a quorum or when a quorum is



present, a trustee or committee meeting may be adjourned from time to time by vote of the majority of those present in person, without notice to those in attendance other than by announcement at the meeting. At least twelve (12) hours' notice of the date of the postponement shall be given to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.

6.7 Voting. At every meeting of trustees, each trustee shall be entitled to one (1) vote in person and not by proxy.

6.8 Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Trustees or any committee thereof may be taken without a meeting, if prior or subsequent to such action, a written consent to such action is signed by all trustees or by all members of such committee, as the case may be, and if such written consent is filed with the minutes of proceedings of the Board of Trustees or the committee.

6.9 Meetings by Conference Call. Meetings by telephone conference call or by any means of communication by which all persons are able to hear each other shall be permitted, upon proper notice, provided that a quorum of trustees participates in any such conference call. Participation by such means shall constitute presence in person at a meeting.

6.10 Contracts and Services. The trustees and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they also may be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, directors, trustees, or otherwise. However, any contract, transaction, or act on behalf of the corporation in a matter in which any trustee or officer is personally interested as a stockholder, director, trustee, or otherwise shall be disclosed to the trustees, conducted at arm's length, and shall

not violate the proscription in the corporation's Certificate of Incorporation against the corporation's use or application of its funds for private benefit. In addition, no contract, transaction, or act shall be taken on behalf of the corporation if such contract, transaction or act is a prohibited transaction or an act of self-dealing as those terms are defined in the Code, or would result in the denial of any tax exemption, deduction, or benefit under any provision of the Code. In no event, however, shall any person or other entity dealing with the trustees or officers be obligated to inquire into the authority of the trustees and officers to enter into and consummate any contract, transaction, or other action.

## ARTICLE VII

### COMMITTEES

7.1 Committees. From time to time the Board of Trustees may authorize by resolution such standing committees and ad hoc committees of the members and/or of the Board of Trustees as the Board shall deem necessary.

7.2 Appointment. All committee members and committee chairpersons shall be appointed by the President, with the advice and consent of the Board of Trustees. Non-trustees shall be eligible for appointment as members of committees of the Board of Trustees (except as members of the Executive Committee, if any), but may not serve as the chairperson of any Board committee in the absence of specific authorization by the Board of Trustees. In addition, non-trustee Board committee members may not vote in connection with any action that may bind the corporation.

## ARTICLE VIII

### OFFICERS

8.1 Officers; Term; Election. The officers of the corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, all of whom shall be members of the corporation. Such officers shall be elected by the members of the corporation at their Annual Meeting. The Secretary and Treasurer may be the same person, and if so will then have the title

“Secretary-Treasurer.” In addition, the trustees may appoint or elect assistant officers and other officers, who need not be members. Assistant officers and other officers shall have such duties and powers as are determined by the Board of Trustees, provided that such powers and duties are consistent with these Bylaws. Any person may hold more than one office. All officers shall be elected for a term of one year, and shall hold office until their successors are duly elected and assume office. There shall be no limit on the number of terms an officer may serve.

8.2 Vacancies. In case any office of the corporation becomes vacant by death, resignation, incapacity, retirement, removal, disqualification or any other cause, the Board of Trustees may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the later of the next Annual Meeting or the date on which a successor is elected and assumes office; provided, however, that if the office of President becomes vacant, the Vice President shall serve as President until the next annual election takes place. In the event that any officer cannot conduct the duties of their office for a period exceeding sixty (60) days, the Board of Trustees has the authority to determine the position to be vacant.

8.3 President. The President shall preside at all meetings of the members and trustees of the corporation. The President shall develop the agenda for meetings with the assistance of the officers and shall be a nonvoting member of all committees. The President of the Board shall do and perform such other duties as may be assigned by the Board of Trustees.

8.4 Vice President. At the request of the President, or in the event of the President’s absence or incapacity, the Vice President shall perform the duties and possess and exercise the powers of the President. To the extent authorized by law, the Vice President shall have such other powers as the Board of Trustees may determine, and shall perform such other duties as may be assigned by the Board of Trustees.

8.5 Secretary. The Secretary shall be in charge of such of the corporation's books, documents and papers as the Board of Trustees may determine, and shall have custody of the corporate seal, if any. In the absence of a recording secretary, the Secretary shall keep the minutes of all meetings. With the President or Vice President, the Secretary may sign any contracts or agreements authorized by the Board of Trustees, in the name and on behalf of the corporation, and when so authorized or ordered by the Board of Trustees, the Secretary may affix the seal of the corporation. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Trustees, and shall do and perform such other duties as may be assigned by the Board of Trustees.

8.6 Treasurer. The Treasurer shall have custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board of Trustees. When necessary or proper the Treasurer may endorse for collection on behalf of the corporation checks, notes and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depository as the Board of Trustees may designate. The Treasurer shall sign all receipts and vouchers and, together with the other officer or officers, if any, designated by the Board of Trustees, the Treasurer shall sign all checks of the corporation, except in cases where the authority to sign or execute checks has been expressly delegated by the Board of Trustees or by these Bylaws to some other officer or agent of the corporation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the corporation. The Treasurer shall enter regularly on the books of the corporation to be kept by the Treasurer for the purpose full and accurate account of all moneys and obligations received and paid or incurred by the Treasurer for or on account of the corporation and, upon request by any trustee, shall exhibit such books to such trustee at a reasonable time at the offices of the corporation. The Treasurer shall, in

general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Trustees.

8.7 Removal. Any officer of the corporation may be removed from office with or without cause by the affirmative vote of a majority of the members of the corporation. If an officer is removed, his or her position as trustee shall automatically terminate simultaneously.

## ARTICLE IX

### AGENTS AND REPRESENTATIVES

9.1 Authority. The Board of Trustees may appoint additional agents and representatives of the corporation to perform such acts or duties on behalf of the corporation as the Board of Trustees may see fit, so far as may be consistent with these Bylaws, and to the extent authorized or permitted by law.

## ARTICLE X

### CONTRACTS AND ADMINISTRATION OF FUNDS

10.1 Contracts and Administration of Funds. The Board of Trustees, except as these Bylaws otherwise provide, may authorize any officer or agent 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 a specific instance.

## ARTICLE XI

### FISCAL YEAR

11.1 Fiscal Year. The fiscal year of the corporation shall be such year as determined by resolution of the Board of Trustees.

## ARTICLE XII

### PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS; DISSOLUTION

12.1 No Private Inurement. No member, trustee, officer, employee, committee member, or other person connected with the corporation, or any other private individual, shall receive any of the net earnings or pecuniary profit from the operations of the corporation at any time, provided, however, that this shall not prevent the payment to any such person of reasonable compensation, as determined by the Board of Trustees, for services rendered to or for the corporation and/or for reimbursement of reasonable expenses incurred in connection with such services.

12.2 Procedure Upon Dissolution. In the event of a liquidation, dissolution, termination, or winding up of the corporation, the Board of Trustees shall, after provision for all liabilities, distribute any remaining assets or property of the corporation for one or more exempt purposes within the meaning of Code Section 501(c)(3) to such organization or organizations then located in the United States and qualified under Code Section 501(c)(3), or to a state or local government for a public purpose, as the Board of Trustees shall deem appropriate. Any such assets not so disposed of shall be disposed of by the Superior Court of New Jersey, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XIII

### INVESTMENTS

13.1 Reinvestment. The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Trustees, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar

restriction. However, no action shall be taken by or on behalf of the corporation if such action would result in the denial of the corporation's income tax exemption under Code Section 501(c)(7).

13.2 Commingling. The Board of Trustees shall incorporate as assets of the corporation all property received and accepted by the corporation and, subject to any limitations, conditions, or requirements which may be a part of any gift, may commingle any assets of the corporation with any other of the corporation's assets, or may maintain any asset or assets in segregated funds or accounts whenever in their sole discretion they shall determine such segregation to be in the best interest of the corporation or when the conditions, limitations, or instructions of any gift, grant, bequest, or devise shall require such segregation.

#### ARTICLE XIV

##### EXEMPT ACTIVITIES

14.1 Preservation of Exempt Status. Notwithstanding any other provision of these Bylaws, no member, trustee, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation which is not permitted to be taken or carried on by an organization exempt from federal income tax under Code Section 501(c)(7).

#### ARTICLE XV

##### INDEMNIFICATION

15.1 Indemnification by corporation. Each present and future trustee of the corporation, each present and future officer of the corporation and each present and future member of any committee of the Board of Trustees, and the legal representatives of such persons, shall be indemnified by the corporation to the fullest extent permitted by the Act.

15.2 Indemnification Not in Restriction of Other Privileges. The right of indemnification described in Section 15.1 above shall be in addition to, and not in restriction or limitation of, any other privilege or power with respect to indemnification or reimbursement which

the corporation or the individual seeking indemnification may have, pursuant to N.J.S.A. 15A:3-4 or any other source.

## ARTICLE XVI

### AMENDMENTS

16.1 Amendments to Bylaws. The Board of Trustees shall have the power to make, alter, amend, and repeal the Bylaws of the corporation by affirmative vote of a two-thirds (2/3) majority of the entire Board of Trustees at any duly-convened meeting (except where a greater majority is required by law), or by unanimous consent of all trustees without a meeting; provided, however that unless adopted by unanimous written consent, the proposed alteration, amendment, or repeal shall be specified in the notice of the meeting of this corporation provided for in Article VI of these Bylaws. Notwithstanding the foregoing, no new bylaw provision or alteration, amendment or repeal of the corporation's Bylaws shall be effective unless or until it is approved by the members; and the members shall also have the power to make, alter, amend and repeal the corporation's Bylaws. Such members' action shall require an affirmative vote of a two-thirds (2/3) majority of the members present and voting at any duly-convened meeting of the members, provided that the proposed bylaw change(s) shall be specified in the notice of the meeting of the members provided for in Article IV of these Bylaws.

Dated: February 3, 2011