



**CORPORATE BY-LAWS**

**OF**

**CREATIVE VOICE FOUNDATION, A NEW JERSEY NON-PROFIT  
CORPORATION**



**ARTICLE I**  
**DEFINITIONS**

1.1 "Corporation" means CREATIVE VOICE FOUNDATION, A NEW JERSEY NON-PROFIT CORPORATION

1.2 "Board" means the Board of Trustees; "Board Officers" means the Trustees who also serve as officers in the Corporation.

1.3 "Board Mediator" means the Trustee who arbitrates disagreements or conflicts between the Board Officers.

1.4 "By-Laws" means the code of rules adopted for the regulation or management of the affairs of the Corporation, irrespective of the name by which these rules are designated.

1.5 "State" means the State of New Jersey.

1.6 "Trustee" means any member of the Board.

**ARTICLE II**  
**OFFICES**

2.1 The principal office of the Corporation shall be located at 169 Fern Avenue, Collingswood, New Jersey. The Corporation may also have offices at such other places as the Board may from time to time determine.

**ARTICLE III**  
**PURPOSES AND POWERS**

3.1 This corporation is organized exclusively for educational and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

3.2 The mission of the Corporation is to encourage self-expression through creative writing, and to inspire the appreciation of literature within the community.

3.3 Specifically, the Corporation is organized to:

3.3.1. publish a quarterly literary paper, *The Writer's Block*, which features original poetry, short stories, and cover art from amateur writers and artists.

3.3.2. educate the community through writing workshops and other literary presentations.

3.3.3. motivate people to read by hosting literary discussion groups.

3.3.4. showcase talent and provide exposure for local writers through poetry readings and publication in *The Writer's Block*.

3.3.5. encourage creativity and self-expression through writing.

3.4 The Corporation shall have such purposes as are now or may hereafter be set forth in the Articles of Incorporation and shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be set forth in the Articles of Incorporation. The Corporation shall, except as otherwise limited by its Articles of Incorporation, have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the New Jersey Nonprofit Corporation Act. Notwithstanding any By-Law provisions to the contrary, the Corporation is limited to those powers that comply with the maintenance of a Section 501(c)(3) exemption under the Internal Revenue Code of 1986, as amended (the "Code").

3.5 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except during a year for which the Corporation has filed an election pursuant to section 501(h) of the Internal Revenue Code, as amended, in which case the Corporation may engage in such activities to the extent allowed by such provision, except that in no case may the Corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE IV**  
**BOARD OF TRUSTEES**

4.1 Except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws, the Board shall exercise the powers of the Corporation to set overall policy for the Corporation, and ensure the financial viability of the Corporation.

4.2 The Trustees shall have the power to invest the assets of the Corporation in a manner that is prudent under the then circumstances in order to carry out the provisions of the Corporation and as provided by the standards for prudent trust investment promulgated by the American Law Institute in its Restatement of the Law (Third) Trusts: Prudent Investor Rule (1992) or further revisions of the same.

4.3 None of the powers and authority granted to the Trustees hereunder shall be exercised in such a manner as to jeopardize the status of the Corporation under Sections 501(c)(3), 170, 2055 and 2522 of the Code and the regulations which may be promulgated there under.

4.4 The Trustees are authorized, but not required, to accept any property transferred to them by any person during such person's lifetime or by such person's last will and testament. Any property so transferred to, and accepted by, the Trustees shall become a part of the Corporation as such person shall direct and may be commingled with the other property of the Corporation and shall be held, administered and disposed of as a part of the Corporation.

4.5 The Board shall consist of a minimum of three (3) Trustees. Two (2) of the Trustees shall be noted as Board Officers, who shall elect one (1) Trustee as Board Mediator. Board Officers are authorized to elect additional Trustees and delegate responsibilities as they see fit in accordance to the By-Laws.

4.6 Trustees are responsible for governing the Corporation and overseeing its

current and future business plans.

4.7 The Trustees named in the Articles of Incorporation shall serve as the initial Board. The terms of the Board members shall be as follows: The two (2) Trustees serving as Board Officers will remain Trustees for a limitless term unless one (1) Trustee resigns. The one (1) Trustee serving as Board Mediator shall serve a term of three (3) years unless he resigns. After the three (3) year term, the Board Officers and the current Board Mediator will elect the new Board Mediator.

4.8 Vacancies in trusteeships due to death or resignation, shall be filled by election by the remaining Trustees at a Special Meeting. Any Trustee so elected shall hold office for the unexpired portion of the term.

## **ARTICLE V** **BOARD OFFICERS**

5.1 The officers of the Corporation shall be a president, who shall also act as chairman of the Board, a vice president, a secretary and a treasurer. Each Board Officer may hold two or more offices except that no person may hold both the offices of president and treasurer.

5.2 The two (2) Board Trustees serving as Board Officers will remain Board Officers for a limitless term unless one (1) Trustee resigns. One (1) Board Officer will hold the office of President and Secretary, and one (1) Board Officer will hold the office of Vice President and Treasurer. Each of the two (2) Board Officers shall hold these respective offices for a two-year term, at which time the Board Officers will exchange offices.

5.3 Any Board Officer may resign at any time by giving written notice to the Board. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in said notice.

5.4 A vacancy in any office may be filled by the Board for the unexpired portion of the term.

5.5 The duties of the Board Officers are as follows:

5.5.1 The president shall be the principal corporate officer of the Corporation and shall preside at all meetings of the Board. He shall also perform all duties incident to the office of chairman and such other duties as may be prescribed by the Board from time to time.

5.5.2 The vice-president shall perform such duties as may be assigned to him by the Board or the president. In the absence of the president or in the event of his disability, inability, or refusal to act, the vice-president shall perform the duties of the president with the full powers of, and subject to the restrictions on, the president.

5.5.3 The secretary shall provide for the keeping of minutes of all meetings of the Board, and shall assure that such minutes are filed with the records of the Corporation. He shall give or cause to be given appropriate notices in accordance with these By-Laws or as required by law, and shall act as custodian of all corporate records and reports. The secretary shall perform all duties incident to the office and such other duties as may be assigned from time to time by the Board.

5.5.4 The treasurer shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the Corporation and in general perform all duties incident to the office and such other duties as may be assigned from time to time by the Board.

**ARTICLE VI**  
**MEETINGS**

6.1 Regular meetings of the Board shall be held no less frequently than every six (6) months.

6.2. Special meetings of the Board may be called by or at the direction of the president, or upon written request by a majority of the Trustees. Business transacted at all special meetings shall be confined to the business stated in the notice unless approved of by a majority of the Board at such special meeting.

6.3 All Regular or Special Meetings of the Board shall be held at the principal office of the Corporation or at such other time or place designated by the president.

6.4 Notice of the time and place of any meeting of the Board, except scheduled regular meetings, shall be given in writing to each Trustee not less than three (3) days nor more than thirty (30) days before such meeting.

6.5 A majority of the Trustees eligible to vote then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present at any meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

6.6 Each Trustee eligible to vote shall be entitled to one vote on any matter before the Board. Voting by proxy shall not be permitted.

6.7 The Board, by resolution adopted by a majority of the Trustees, may establish requirements for attendance by Trustees at meetings of the Board.

**ARTICLE VII**  
**MEMBERSHIP**

7.1 The Corporation has no members.

**ARTICLE VIII**  
**GENERAL PROVISIONS**

8.1 Within a reasonable period of time after the close of each fiscal year, the officers shall submit to the Board an annual report which shall contain, without limitation:

- (a) the current list of Trustees and Board Officers of the Corporation;
- (b) the table of contracts, leases and other agreements of the Corporation as required by the Board;
- (c) financial statements for the Corporation's immediately preceding fiscal year;
- (d) the capital budget and the operating budget for the Corporation's current fiscal year; and
- (e) a schedule of proposed major activities for the current fiscal year.

8.2 Any Trustee or Board Officer having an interest in a contract or other transaction presented to the Board of Trustees for authorization, approval or ratification shall make a prompt, full and frank disclosure of his interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or transaction which might reasonably be construed to be adverse to the Corporation's interest.

The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contract or transaction. Such person may not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from

voting and participation, and whether a quorum was present.

A person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the Corporation, or is a Trustee or Board Officer of, or has a significant financial or influential interest in, the entity or dealing with the Corporation.

Provided, however, that in no event shall any contract violate the provisions of the Articles of Incorporation, to wit, the excise taxes imposed by Section 4940 *et seq.* of the Code. Further, no contract shall be approved, authorized, or ratified if a Board member has a financial interest unless the Board can document that the goods or services were obtained at a competitive price.

8.3 The Corporation shall have power to indemnify any present or former Trustee, or Board Officer or agent for expenses and costs (including attorneys' fees) actually and necessarily incurred by him in connection with the defense or settlement of any pending or threatened action, suit or proceeding to which he or she is made a party by reason of his being or having been such official, except in relation to matters as to which he shall be finally adjudged to be liable of willful misconduct amounting to bad faith. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation or these By-Laws, or under any agreement or vote of the Board, insurance purchased by the Corporation, or otherwise.

8.4 The Board Officers of the Corporation named in Article V of these By-Laws shall be entitled to such compensation for services rendered as the Board may establish. Trustees and Board Officers may be reimbursed for all expenses reasonably incurred on behalf of this Corporation. No Trustee, Board Officer, or any other private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

8.5 These By-Laws, the books of accounts, and the minutes of proceedings of the Corporation shall be open to inspection by any Trustee. Inspection shall be made in person and includes the right to make extracts at the Corporation's expense.

8.6 The fiscal year of the Corporation shall be the calendar year.

8.7 The Board and Board Officers may adopt rules of procedure which shall not be inconsistent with these By-Laws.

8.8 Words used in these By-Laws shall be read as the masculine or feminine gender and as the singular or plural, as the context requires. The captions or headings in these By-Laws are for convenience only and are not intended to limit or define the scope or effect of any provision of these By-Laws.

8.9 Reports and other information that these By-Laws require to be transmitted to the Board shall be deemed so transmitted when delivered, unless otherwise specified, to the secretary of the Board.

**ARTICLE IX**  
**AMENDMENT TO BY-LAWS AND**  
**AMENDMENT TO ARTICLES OF INCORPORATION**

9.1 These By-Laws may be amended or repealed and new by-laws adopted by a two-third (2/3) vote of the Board of Trustees then in office (or present) at any regular or special meeting, if at least three (3) days written notice is given of the intention to take such action.

9.2 An amendment to the Articles of Incorporation shall require the adoption by the Board of Trustees by an affirmative vote of two-thirds (2/3) of the Trustees of a resolution setting forth the proposed amendment.

**SECRETARY'S CERTIFICATE**

**THIS IS TO CERTIFY THAT** the foregoing By-Laws of Creative Voice Foundation, Inc. have been duly adopted by the Trustees of the Corporation on November 2, 2002.

**IN WITNESS WHEREOF**, the undersigned, duly and acting Secretary of the Corporation, has signed this Certificate and affixed the seal of the Corporation hereon dated January 18, 2003.

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Secretary

