

BYLAWS
OF
THE INSTITUTE FOR NATURAL HISTORY ARTS, INC.
(a New Jersey nonprofit corporation)

ARTICLE I
NO MEMBERS

1. **NO MEMBERSHIP.** The corporation shall have no members and all rights otherwise granted to, and obligations imposed on members under the New Jersey Nonprofit Corporation Act, shall be conferred to and exercised by the Board of Trustees.

ARTICLE II
GOVERNING BOARD

1. **FUNCTIONS AND DEFINITIONS.** The affairs of the corporation shall be managed by a governing board, which is herein referred to as the "Board of Trustees" or "trustees" notwithstanding that the members thereof may otherwise bear the titles of directors, managers, or governors or any other designated title. The word "trustee" or "trustees" likewise herein refers to a member or members of the governing board notwithstanding the designation of a different official title or titles. The use of the phrase "entire board" herein refers to the total number of trustees which the corporation would have if there were no vacancies.

2. **QUALIFICATIONS AND NUMBER.** Trustees shall be at least eighteen years of age. Trustees need not be citizens of the United States or residents of the State of New Jersey, or members of the corporation.

The initial Board of Trustees shall consist of three (3) persons, which is the number of initial trustees fixed in the Certificate of Incorporation, and which shall be the fixed number of trustees until changed. The number of trustees may be increased or decreased from time to time by an amendment of these Bylaws, but no decrease in the number of trustees shall have the effect of shortening the term of any incumbent director. The number of trustees shall never be less than three. The entire Board of Trustees shall consist of the number of trustees fixed herein.

3. **ELECTION AND TERM.** The initial Board of Trustees shall consist of the trustees named in the Certificate of Incorporation and shall hold office until the first annual meeting of members and until their successors are elected and qualified. Unless otherwise provided in the Certificate of Incorporation, any trusteeship not filled at the annual meeting and any vacancy, however caused, occurring in the Board of Trustees may be filled by the affirmative vote of a majority of the remaining trustees even though less than a quorum of the Board, or by a sole remaining trustee. A trustee so elected by the Board shall hold office until the next succeeding

annual meeting and until a successor is elected and qualified. Any trusteeship to be filled by reason of an increase in the number of trustees shall be filled by election at an annual meeting or at a special meeting called for that purpose of the members. At the first annual meeting of the Board of Trustees and at each annual meeting thereafter, the Trustees then in office shall elect trustees to hold office until the next annual meeting. Each trustee shall hold office for the term for which the trustee is elected and qualified and until a successor is elected and qualified.

4. MEETINGS.

- TIME. Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the trustees may conveniently assemble.

- PLACE. Meetings shall be held at such place within or without the State of New Jersey as shall be fixed by the Board.

- CALL. No call shall be required for regular or special meetings for which the time and place have been fixed. Special meetings may be called by the Chairman of the Board, if any, the President, or a Vice-President, if any, or by a majority of the trustees.

- NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER OF NOTICE. Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held in sufficient time for the convenient assembly of the trustees thereat. Notice of any meeting need not be given to any trustee who signs a waiver of notice, whether before or after the meeting. 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 waiver of notice by that trustee. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of the meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten days in any one adjournment.

- QUORUM AND ACTION. Except as may otherwise be provided by the Certificate of Incorporation and these Bylaws, a majority of the entire Board, or of any committee thereof, shall constitute a quorum, except that when a committee of the Board consists of one trustee, then one trustee shall constitute a quorum. The act of the majority present at a meeting at which a quorum is present shall be the act of the Board or the committee, unless the act of a greater number is required by the New Jersey Nonprofit Corporation Act or the Certificate of Incorporation. Any or all trustees may participate in a meeting of the Board or a committee of the Board by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other, unless otherwise provided in the Certificate of Incorporation.

- CHAIRMAN OF THE MEETING. The Chairman of the Board, if any and if present and acting, shall preside at all meetings. Otherwise, the President, if present and acting, or any other director chosen by the Board, shall preside.

5. REMOVAL OF TRUSTEES. One or more or all the trustees may be removed in accordance with the provisions of Section 15A:6-6 of the New Jersey Nonprofit Corporation Act.

6. COMMITTEES. The Board of Trustees, by resolution adopted by a majority of the entire Board of Trustees, may appoint from among the trustees an Executive Committee and one or more other committees, each of which shall have at least one or more members. To the extent provided in the resolution, each committee shall have and may exercise all the authority of the Board, except that no committee shall take any action which may not be delegated pursuant to the provisions of the New Jersey Nonprofit Corporation Act. Actions taken at a meeting of any committee shall be reported to the Board at its next meeting following the committee meeting; except that, when the meeting of the Board is held within two days after the committee meeting, the report shall, if not made at the first meeting, be made to the Board at its second meeting following the committee meeting.

7. WRITTEN ACTION. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board or any committee thereof may be taken without a meeting if, prior or subsequent to the action, all members of the Board or of the committee, as the case may be, consent thereto in writing and the written consents are filed with the minutes of the proceedings of the Board or committee.

ARTICLE III OFFICERS

The Board of Trustees shall elect or appoint a President, a Secretary, and a Treasurer and may elect or appoint a Chairman of the Board, an executive director, and one or more Vice-Presidents. 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 the instrument is required by law or by these Bylaws to be executed, acknowledged, or verified by two or more officers.

Unless otherwise provided in the resolution of election or appointment or other instrument choosing or appointing any officer, each officer shall hold office until the meeting of the Board of Trustees following the next annual meeting of members and until his successor is elected or appointed and has qualified, subject to earlier termination by removal or resignation.

Officers shall have the powers and duties defined in the resolution or the instrument electing, appointing, or choosing them, as the case may be.

The Board of Trustees may remove any officer whenever in its judgment the best interests of the corporation will be served thereby.

ARTICLE IV
BOOKS AND RECORDS - REGISTERED OFFICE AND AGENT

The corporation shall keep books and records of account and shall keep minutes of the proceedings of its members and of the Board of Trustees and of any committee having the authority of the Board of Trustees. The books, records, and minutes of the corporation may be kept outside the State of New Jersey. The corporation shall make available for inspection at its registered office in the State of New Jersey, or at its principal office if it is in the State of New Jersey, records containing the names and addresses of all members, and the dates when they respectively became members of record of the corporation, within ten days after demand by a member entitled to inspect them, as defined by the provisions of Section 15A:5-24 of the New Jersey Nonprofit Corporation Act. Upon the written request of any member, the corporation shall mail to that member its balance sheet as at the end of the preceding fiscal year, and its statement of income and expenses for that fiscal year.

The address of the initial registered office of the corporation and the name of the initial registered agent of the corporation are set forth in the Certificate of Incorporation.

ARTICLE V
CORPORATE SEAL

The corporate seal shall be in such form as the Board of Trustees shall prescribe.

ARTICLE VI
FISCAL YEAR

The fiscal year of the corporation shall be fixed, and shall be subject to change, by the Board of Trustees.

ARTICLE VII
METHOD OF DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or, to another organization to be used in such manner as in the judgement of judge of the Superior Court of the State of New Jersey will best accomplish the general purposes for which this corporation was formed.

ARTICLE VIII
CONTROL OVER BYLAWS

The initial Bylaws shall be adopted by the Board of Trustees at its organization meeting. Thereafter, the Board shall have the power to make, alter, and repeal Bylaws unless that power is reserved to the members in the Certificate of Incorporation, but Bylaws made by the Board may be altered or repealed, and new Bylaws may be made, by the members. The members may prescribe in the Bylaws that any Bylaw made by them shall not be altered or repealed by the Board.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the Bylaws of The Institute for Natural History Arts, Inc., a New Jersey nonprofit corporation as in effect on the date hereof.

WITNESS my hand and the seal of the corporation.

Dated: July 26, 2020

Heidi Hunt
Secretary

(SEAL)