Publication copy

Plaintiff's Exhibit E-2 - BY-LAWS (2004 version, file date)

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This copy is the filed or produced document with these changes only: black boxes cover (1) names, addresses, telephone numbers and e-mail addresses of persons who are not parties, (2) personal identifiers and financial account numbers (R. 1:38-7), (3) telephone and e-mail contact details, and (4) plaintiff's personal financial information, marked "Redacted: plaintiff's personal financial information". Withheld pages, if any, are replaced by a notice page. The complete document is available from the Court.

EXHIBIT E-2

2004-06-16 BY-LAWS (2004 version, file date)

BY-LAWS

ARTICLE I – OFFICES

Section 1. The registered office of the corporation shall be at the home of the Secretary/Treasurer.

ARTICLE II – SEAL

Section 1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its creation and the words "Corporate Seal, New Jersey."

ARTICLE III – OWNERS' MEETINGS

Section 1. Meeting Location: All meetings of Owners shall be held at a location selected by the Board of Directors.

Section 2. Annual Meeting: The annual meeting of Owners shall be held in the month of March on such day as may be fixed by the Board, when the Owners shall elect, by a plurality vote, a Board of Directors, and transact such other business as may properly be brought before the meeting.

If the annual meeting for election of directors is not held on the day designated therefore, the directors shall cause the meeting to be held as soon thereafter as convenient.

Section 3. Special Meetings: Special meetings of the Owners may be called by the President or the Board of Directors.

Section 4. Notice of Owners' Meetings: Written notice of the time, place and purpose or purposes of every meeting of Owners shall be given not less than ten nor more than sixty days before the date of the meeting, either personally or by mail, to each Owner of record entitled to vote at the meeting, unless a greater period of notice is required by statute in a particular case.

When a meeting is adjourned to another time or place, it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting. However, if after the adjournment the Board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each Owner of record on the new record date entitled to notice.

Section 5. Waiver of Notice: Notice of a meeting need not be given to any Owner who signs a waiver of such notice, in person or by proxy, whether before or after the meeting. The attendance of any Owner at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

Whenever Owners are authorized to take any action after the lapse of a prescribed period of time, the action may be taken without such lapse if such requirement is waived in writing, in person or by proxy, entitled to vote thereon as at the date of the taking of such action.

Section 6. Action by Owners Without Meeting: Any action required or permitted to be taken at a meeting of Owners may be taken without a meeting if all the Owners entitled to vote thereon consent thereto in writing. The written consents of the Owners shall be filed with the minutes of proceeding to the Owners.

Section 7. Voting List: The Secretary/Treasurer shall make and certify a complete list of Owners entitled to vote at an Owners' meeting or any adjournment thereof. Such list shall be arranged alphabetically, with each Owner's address and phone number.

Section 8. Quorum: Unless otherwise provided in the Certificate of Incorporation or by statute, Owners entitled to cast a majority of the votes at a meeting shall constitute a quorum at such meeting. The Owners present in person or by proxy at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Owners to leave less than a quorum, Less than a quorum may adjourn.

Section 9. Voting: Each Owner shall be entitled to one vote provided in the Certificate of Incorporation. Whenever any action, other than the election of directors or officers, is to be taken by vote of the Owners, it shall be authorized by a two-thirds vote cast at a meeting of Owners entitled to vote thereon, unless a greater plurality is required by statute or by the Certificate of Incorporation.

Every Owner entitled to vote at a meeting of Owners or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy shall be executed in writing by the Owner or his agent. No proxy shall be valid after eleven moths from the date of its execution, unless a longer time is expressly provided therein, but in no event shall a proxy be valid after three years from the date of execution. Unless it is coupled with an interest, a proxy shall be revocable at will. A proxy shall not be revoked by the death or incapacity of the Owner but such proxy shall continue in force until revoked by the personal representative or guardian of the Owner.

Section 10. Election of Directors and Officers: At each election of directors and officers every Owner entitled to vote at such election shall have the right to vote. Directors and Officers shall be elected by a two-thirds vote cast at the election, except as otherwise provided by the Certificate of Incorporation.

Elections of directors and officers need not be by ballot unless an Owner demands election by ballot at the election and before the voting begins.

ARTICLE IV – DIRECTORS

Section 1. The business of this corporation shall be managed by its Board of Directors, six (6) in number. They shall be elected by the Owners, at the annual meeting of Owners of the corporation. Three (3) directors shall be elected for a term of two (2) years, and until his successor shall be elected and shall qualify, and three (3) directors shall be elected for a term of four (4) years and until his successor shall be elected and shall qualify.

Section 2. First Meeting after Election: After the election of the directors, the newly elected Board may meet at such place and time as shall be fixed by the vote of the Owners at the annual meeting, for the purpose of organization and otherwise, and no notice of such meeting shall be necessary to the newly elected directors in order to legally constitute the meeting; provided a majority of the whole Board shall be present; or such place and time may be fixed by the consent in writing of the directors.

Section 3. Regular Meetings: Regular meetings of the Board shall be held at such time and place as shall be determined by the Board. Board meetings may be called without notification to Owners.

Section 4. Quorum: A majority of the entire Board, or of any [redacted] thereof, shall constitute a quorum for the transaction of business, and the act of the majority present at a meeting at which a quorum is present shall be the act of the Board or of the [redacted]

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

Section 5 Voting: Four members of the six member board is a simple majority of the Board

Section 6. Special Meetings: Special meetings of the Board may be called by the President either personally or by mail.

Section 7. Powers of Directors: The Board of Directors shall have the management of the business of the corporation. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by these By-Laws expressly conferred upon them, the Board may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by these By-Laws directed or required to be exercised or done by the Owners.

Section 8. Special [redacted] If deemed advisable, the Board of Directors, by resolution adopted by a majority of the entire Board, may appoint from among its members a one or more other [redacted] each of which shall have at least three members. Each such [redacted] shall have and may exercise all the authority of the Board, except that no such [redacted] shall make, alter or repeal any By-Law of the corporation; elect or appoint any director, or remove any officer or director; submit to Owners any action that requires Owners' approval; or amend or repeal any resolution theretofore adopted by the Board. Action taken at a meeting of any such [redacted] shall be reported to the Board.

ARTICLE V – OFFICERS

Section 1. The officers of the corporation shall consist of a President, a Secretary/Treasurer and Vice-President. They shall be annually chosen by the Owners of the LCPHA and shall hold office for one year and until their successors are chosen and qualify.

Section 2. Removal: Any officer elected or appointed by the Owners of the LCPHA may be removed by the Board with or without cause. An officer elected by the Owners may be removed, with or without cause, only by vote of the Owners but his authority to act as an officer may be suspended by the Board for cause.

Section 3. President: The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the Owners and directors; he shall have general and active management of the business of the corporation, shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. He shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation. He shall be EX-OFFICIO a member of all [redacted] and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

Section 4. Vice-President: The Vice-President, if one has been appointed, shall be vested with all the powers and be required to perform all the duties of the President in his absence.

Section 5. Secretary/Treasurer: The Secretary/Treasurer shall keep full minutes of all meetings of the Owners and Board of Directors; he shall be EX-OFFICIO Secretary of the Board of Directors; he shall attend all sessions of the Board, shall act as clerk thereof, and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing [redacted] when required. He shall give or cause to be given, notices of all meetings of the Owners of the corporation and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be.

The Secretary/Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation, in such depositories as may be designated by the Board of Directors

He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursement, and shall render to the President and directors, at the regular meeting of the Board, or whenever they may require it, an account of all his transactions as Secretary/Treasurer and of the financial condition of the corporation, and shall submit a full financial report at the annual meeting of the Owners.

ARTICLE VI – VACANCIES

Section 1. Directors: Any directorship not filled and any vacancy, however caused, including vacancies resulting from an increase in the number of directors, occurring in the Board may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the Board, or by a sole remaining director. A director so elected by the Board shall hold office until the next succeeding annual meeting of Owners and until his successor shall have been elected and qualified.

Section 2. Officers: Any vacancy occurring among the officers, however caused, shall be filled by the Board of Directors.

Section 3. Resignations: Any director or other officer may resign by written notice to the corporation. The resignation shall be effective upon receipt thereof by the corporation or at such subsequent time as shall be specified in the notice of resignation.

ARTICLE VII – BOOKS AND ACCOUNTS

Section 1. The corporation shall keep books and records of account and minutes of the proceedings of the Owners, Board of Directors and Special [redacted] if any. The corporation shall keep at the Secretary/Treasurer's residence, a record or re cords containing the names and addresses of all Owners.

Section 2. Inspection: Any Owner who shall have been an Owner of record of LCPHA for at least six months immediately preceding his demand, and is a member in good standing, upon at least five days written demand shall have the right for any proper purpose to examine in person or by agent or attorney, during reasonable hours, the minutes of the proceedings of the Owners and to request copies. Copies will be at the requester's expense.

ARTICLE VIII – INDEMNIFICATION

Section 1. Actions Other Than By or in the Right of the LCPHA. The LCPHA shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, arbitrative or investigative (other than an action by or in the right of the LCPHA) by reason of the fact that he is or was a Director, officer, employee, agent, or member of a [redacted] of the LCPHA, or who is or was serving at the request of the LCPHA as a director, officer, employee, agent, or member of a [redacted] of another corporation, partnership, joint venture, trust or other enterprise, against liabilities and expenses (including attorneys' fees), judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by him or her in accordance with such action, suit, or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the LCPHA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the LCPHA, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Actions by or in the Right of the LCPHA. The LCPHA shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the LCPHA to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee, agent, or member of a [redacted] of the LCPHA, or is or was serving at the request of the LCPHA as a director, officer, employee, agent, or member of a [redacted] of another corporation, partnership, joint venture, trust or other enterprise, against liabilities and expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or

not opposed to the best interest of the LCPHA, and expect that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the LCPHA, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application, that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Indemnification Against Expenses. To the extent that a Director, officer, employee, agent, or member of a [redacted] of the LCPHA has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 1 or Section 2 of this Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 4. Authorization of Indemnification. Any indemnification under Section 1 or Section 2 of this Article (unless ordered by a court) shall be made by the LCPHA only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee, agent, or member of a [redacted] is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or Section 2 of this Article. Such determination shall be made (1) by the Board by a Majority vote of a quorum consisting of Directors who were not parties to or otherwise involved in such action, suit or proceedings, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors by majority vote so directs, by independent legal counsel in a written opinion, or (3) by the Owners.

Section 5. Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the LCPHA in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the manner set forth in Section 4 of this Article, upon receipt of an undertaking by or on behalf of the Director, officer, employee, agent, or member of a [redacted] to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the LCPHA as authorized in this Article.

Section 6. Provisions Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, or vote of disinterested Directors, under the Certificate of Incorporation of the LCPHA, or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding such office, except an indemnification against gross negligence or willful misconduct, and shall continue as to a person who has ceased to be a Director, officer, employee, agent, or member of a [redacted] and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The LCPHA shall purchase and maintain insurance, to the extent such insurance is available and economically feasible, on behalf of any person who is or was a Director, officer, employee, agent, or member of a [redacted] of the LCPHA, or who is or was serving at the request of the LCPHA as a Director, officer, employee, agent, or member of a [redacted] of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the LCPHA would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE IX – MISCELLANEOUS PROVISIONS

Section 1. Monetary Disbursements: All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

Section 2. Fiscal Year: The fiscal year of the corporation shall begin on the 1st day of January.

Section 3. Giving Notice: Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof through the mail. If notice is given by mail, the notice shall be deemed to be given when deposited in the mail addressed to the person to whom it is directed at his last address as it appears on the records of the corporation, with postage prepaid thereon. Such notice shall specify the place, day and hour of the meeting and, in the case of an Owners' meeting, the general nature of the business to be transacted.

ARTICLE X – AMENDMENTS

Section 1. The Board of Directors shall have the power to make, alter and repeal these By-Laws, but By-Laws made by the Board may be altered or repealed, and new By-Laws may be made, by the Owners.