

Military Support Alliance of New Jersey

BY-LAWS

ARTICLE I: NAME

The Name of the organization shall be the Military Support Alliance of New Jersey (herein after “MSA”).

ARTICLE II: MISSION

The Mission of the MSA is as follows:

We are dedicated to consistent civic-military engagement to promote steadfast support of the military community through education, advocacy, connections, and friendship.

ARTICLE III: MEMBERSHIP

Members of MSA shall support and promote the mission set forth in Article II. Admission to MSA membership shall be upon written application filed with and subject to approval by the MSA Board of Directors. Membership in MSA shall be available without regard to race, creed, color, national origin, sex, familial status, marital/civil union status, religion, domestic partnership status, affectional or sexual orientation.

There will be three types of membership:

1. INDIVIDUAL

Any individual, who in the opinion of the Board of Directors subscribes to the mission of MSA may become an Active Member of this organization, subject to obtaining approval of the Board of Directors at any regular or special meeting. Membership in MSA shall be available without regard to race, creed, color, national origin, sex, familial status, marital/civil union status, religion, domestic partnership status, affectional or sexual orientation. Cost of membership may vary.

2. CORPORATE

Any business, company, or corporation, who in the opinion of the Board of Directors subscribes to the mission of MSA may become an Active Member of this organization, subject to obtaining approval of the Board of Directors at any regular or special meeting. Membership in the MSA shall be available without regard to race, creed, color, national origin, sex, familial status, marital/civil union status, religion, domestic partnership status, affectional or sexual orientation. Cost of this membership may vary.

3. NONPROFIT ORGANIZATIONS & GOVERNMENT ENTITIES

Any not-for-profit organization, who, in the opinion of the Board of Directors, subscribes to the mission of MSA may become an Active Member of this organization, subject to obtaining approval of the Board of Directors at any regular or special meeting. Membership in the MSA shall be available without regard to race, creed, color, national origin, sex, familial status, marital/civil union status, religion, domestic partnership status, affectional or sexual orientation. Cost of this membership would be FREE.

ARTICLE V: BOARD OF DIRECTORS

The MSA Board of Directors shall consist of at least eleven (11), but not more than thirty-five (35) members. Each Director's election, as set forth below, shall be subject to review and confirmation by the majority vote of current Board.

The Ocean County Commissioner who is designated Liaison to the MSA will serve as an Ex-Officio Member of the Board of Directors.

Directors shall serve for a three (3) year term and may apply for one additional consecutive term which must be approved by the Board of Directors. At the conclusion of the second consecutive terms, the member must take one year off and then is eligible to re-apply to the Board of Directors for a new three-year term. All Board members shall serve as Volunteer members without compensation. Duties of the Board members shall include serving on committees as appointed by the President, and any other duties at the reasonable discretion of the President.

To fill expired terms, the President shall appoint a Board Development Committee which, at the January Board meeting, shall recommend names for nomination to the Board. At the March meeting, where a quorum is present, the Board shall vote on each nomination, and a majority of affirmative votes of those present shall be necessary for election to the Board.

If there is a vacancy on the Board of Directors, it shall be filled for the unexpired term only. The Board Development Committee shall recommend a nominee to fill the unexpired term. Any vacancy shall be filled by an affirmative vote of a majority of the members of the Board at a regularly scheduled or a special meeting where a quorum is present.

REMOVAL FROM OFFICE

Any member of the Board of Directors who is absent from three (3) meetings within one (1) calendar year without *good cause* may be removed from the Board by an affirmative vote of two thirds of the members of the Board. A Board member who is not able to attend a meeting shall make a good faith effort to give notice to any officer. Such notice may be made by way of telephone or email. *Good cause* shall be determined by the Board on a case-by-case basis, exercising its reasonable discretion.

ARTICLE VI: EXECUTIVE BOARD

The Executive Board will be appointed by the Board of Directors and will consist of the following:

President, Vice President, Secretary, Treasurer, Immediate Past President and Executive Director, all of whom will be selected by affirmative vote of a majority of the Directors. Each Executive Officer will serve for a two-year term, except for the Executive Director who will serve three years before coming up for Board approval. The Executive Board members can succeed themselves for a second term if approved by the Board of Directors.

PRESIDENT

The President shall preside at all meetings, exercise general supervision over the interest and welfare of MSA, and serves as an ex-officio member of all committees.

VICE-PRESIDENT

The Vice President shall act in the absence of, or during the incapacity of, the President, and shall accept other responsibilities as may be agreed upon by the President and Vice President.

SECRETARY

The Secretary shall record and maintain minutes of all meetings, provide minutes in a timely fashion to the Board, keep an accurate record of the names and addresses of all members and dues paid, and perform such other reasonable duties as may be assigned by the President.

TREASURER

The Treasurer shall receive, account for and deposit in a bank, trust company or other depository, all funds of MSA as directed by the Executive Board, maintain appropriate financial records which shall be subject to inspection and audit as may be required by the Executive Board, and perform such other duties as may be reasonably assigned by the Chair.

IMMEDIATE PAST PRESIDENT

The Immediate Past President shall provide advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the Association.

EXECUTIVE DIRECTOR

The Executive Director functions in support of the President of the Board and the Board of Directors to execute key missions and achieve the MSA's goals.

ARTICLE VII: LIAISONS

An unlimited number of Liaisons may be appointed to provide the Board of Directors with ongoing information and expertise. The Liaison categories will be determined based on topics/ issues that are current and relevant to maximizing the knowledge and communication of the Board and Members. Liaisons are non-voting/ex officio members of the Board.

ARTICLE VIII: COMMITTEES

All Committees shall be comprised of a President and a minimum of three other members. The Board President and/or Executive Director shall be ex-officio members of all Committees and shall have the power to appoint members to a Committee.

ARTICLE IX: MEETINGS

Regular meetings of the Executive Board will take place at least six times per year. The Board of Directors will meet at least four times per year. Committee meetings may be called by the President and/or the Executive Director. The time and place of Membership meetings shall be decided by the Board. A quorum for any meeting of the Board shall consist of a majority of the members, except when two-thirds votes are required to take action. Action may be taken by a majority vote of the quorum present in person, by electronic means, or by written proxy to an officer, except as provided herein. Proxies are limited to specific agenda items as designated by the Board President and/or Executive Director.

ARTICLE X: FINANCES

DUES

Membership dues shall be assessed as determined by the Board of Directors. If possible, the Board will endeavor to cover the expense of the operation of the MSA through fund raising and sponsorships, rather than charging dues.

APPROVAL OF EXPENDITURES

The President shall have sole discretion to approve expenditures of less than \$100.00. The President, with the consent of any two additional Officers, shall have the discretion to approve expenditures of up to \$1,000.00. A proposed expenditure of greater than \$1,000.00 but not larger than \$10,000 shall require an affirmative vote of a majority of the members of the Board present at the meeting. For any expenses over \$10,000, the board shall be notified two weeks prior the date of the meeting and approval will need a two-thirds affirmative vote of the members present at the meeting. Consent to expenditures hereunder may be given at a meeting or through electronic means, to include online or email.

DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

CONTRIBUTIONS

The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Corporation followed by proper acknowledgment.

BUDGET

By December 30, 2021 and each year thereafter, the Board of Directors, by an affirmative vote of a majority of the Directors then in office, shall approve and adopt the Corporation's Annual Budget.

ANNUAL REPORTS

There shall be prepared annually, a full and correct statement of the affairs of the Corporation, including a balance sheet and statement of operations for the preceding fiscal year.

ARTICLE XI: DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of Ocean County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII: INDEMNIFICATION

DEFINITIONS

For purposes of this Article XII, all definitions set forth in N.J.S.A. 15A:3-4, as amended from time to time, shall apply.

INDEMNIFICATION

Each corporate agent of the Corporation shall be indemnified by the Corporation to the full extent permitted by N.J.S.A. 15A:3-4, as amended from time to time, in connection with any action, suit or proceeding to which he or she may be a party by reason of his or her being or having been a corporate agent of the Corporation. Such indemnification shall include, without limitation, indemnification against the actual amount of net loss including counsel fees, reasonably incurred by or imposed upon him or her in connection with such action, except as to matters for which he or she shall be ultimately found in such action to be liable for gross negligence or willful misconduct. In the event of any settlement of such a case, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified had not been guilty of gross negligence or willful misconduct.

INSURANCE

Any corporate agent may be insured by insurance purchased and maintained by the Corporation against any expenses incurred in any such proceeding and any liabilities asserted against the corporate agent in the capacity as corporate agent, whether or not the Corporation would have the power to indemnify such corporate agent under N.J.S.A. 15A:3-4, as amended.

ARTICLE XIII: MISCELLANEOUS

FISCAL YEAR

The fiscal year of the Corporation shall be the year ending December 31st, unless otherwise provided by resolution by the Board of Directors.

AMENDMENTS

These By-Laws may be amended by an affirmative vote of 2/3 of the members of the Board of Directors present at a regular or special meeting where a quorum is present.

ELECTRONIC VOTING

Board members may cast votes electronically, to include online or email, when a question needs resolution between regular Board meetings.

ROBERT'S RULES OF ORDER

Robert's Rules of Order (in its most recent edition) shall be the parliamentary authority for all matters of procedure not specifically covered by these By-laws or by other specific rules of procedure adopted by the directors of the Corporation.

FORCE AND EFFECT OF BY-LAWS

These By-Laws are subject to the provisions of the New Jersey Non-profit Corporation Act (the "Act"), and the Certificate of Incorporation of the Corporation, as they may be amended from time to time. If any provision in these By-laws is inconsistent with a provision of the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of the inconsistency.

CONFLICT OF INTEREST

All contracts between the Corporation and a Member of the Board shall be fully disclosed to the Board who shall approve same by majority vote of all the Members of the Board, excluding vacancies.

ARTICLE XIV: EXEMPT ACTIVITIES

Notwithstanding any other provision of these by-laws, no member, trustee, officer or representative of the MSA shall take any action, or carry on any activities by, or on behalf of, the Association not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code, and regulations as they now appear or as they may hereafter be amended, or by an organization, contributions to which are deductible under section 170(c)(2) of such code and regulations as they now exist or as they may be hereafter amended.