

# **Ocean County Military Support Committee**

## **BY-LAWS**

### **ARTICLE I: NAME**

The Name of the organization shall be the Ocean County Military Support Committee (herein after “OC MSC”).

### **ARTICLE II: AUTHORIZATION**

OC MSC is a 501(c)3 NJ Not for Profit Corporation under the registered name, “Friends of Navy Lakehurst” DOB Ocean County Military Support Committee. This committee is by and of the Ocean County business and government community.

### **ARTICLE III: MISSION**

The Mission of the OC MSC is as follows:

- Communicate and engage continuously with Joint Base McGuire-Dix-Lakehurst (JB MDL) Commands, Mission Partners and Tenants, and Ocean County’s business and local government communities.
- Collaborate and partner with like-minded organizations such as the Defense Enhancement Coalition (DEC), Burlington County Military Affairs Committee (BCMAC), and other regional and state-wide organizations to effectively coordinate and fulfill mutual needs between the military and civilian communities.
- Identify and highlight superior assets of JB MDL, support shared services opportunities, increase cost-efficiency, help to pursue new missions and protect existing missions at JB MDL.
- Support various needs of the JB MDL families and military community as well as veterans, to maximize their quality of life through guidance, community outreach, fundraising and friendship.
- Elevate public awareness of JB MDL, gain advocacy and appreciation for the installation, and build more support and partnerships from the surrounding region.
- Encourage and assist the Ocean County business community to pursue business opportunities with JB MDL, which maximize local economic development, benefitting both the County and Joint Base McGuire-Dix-Lakehurst.

**ARTICLE IV: MEMBERSHIP**

Members of OC MSC General Membership shall support and promote the mission set forth in Article III. Admission to OC MSC membership shall be upon written application filed with and subject to approval by the OC MSC Board of Directors. Membership in OC MSC shall be available without regard to race, color, creed, national origin or sex.

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 OC MSC 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 OC MSC shall be available without regard to race, color, creed, national origin or sex. 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 OC MSC 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 OC MSC shall be available without regard to race, color, creed, national origin. 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 OC MSC 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 OC MSC shall be available without regard to race, color, creed, national origin. Cost of this membership would be FREE.

**ARTICLE V: BOARD OF DIRECTORS**

The OC MSC Board of Directors shall consist of at least eleven (11), but not more than twenty-five (25) 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 Freeholder who is designated Liaison to the OC MSC will serve as an Ex-Officio Member of the Board of Directors.

Directors shall serve for a three (3) year term, each term to commence April 1st. The terms of the

Board membership terms shall be staggered so that, each year, terms of one third of the members shall expire. Board members shall serve on committees as appointed by the Chairperson, and shall perform such other duties in the reasonable discretion of the Chairperson. All Board members shall serve as volunteers, and without compensation.

To fill the expired terms, the Chairperson shall appoint a Board Development Committee which, at the February Board meeting, shall recommend names for nomination to the Board. At the March meeting, the Board shall vote on each nomination, and a majority of affirmative votes shall be necessary for election to the Board. Board members may succeed themselves one time, making the maximum consecutive board term six (6) years.

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.

### **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 or Executive Director. Such notice may be affected by way of telephone or email. Good cause shall be determined by the Board, exercising its reasonable discretion, on a case-by-case basis.

### **ARTICLE VI: EXECUTIVE BOARD**

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

**Chairman, Vice Chairman, Secretary and Treasurer** who will all be selected as per an affirmative vote of a majority of the Directors. Each Executive Officer will serve for a two-year term. The Executive Board of Directors can succeed themselves for a second term if approved by the Board of Directors.

### **CHAIRPERSON**

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

### **VICE-CHAIRPERSON**

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

## **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 Chairperson.

## **TREASURER**

The Treasurer shall receive, account for and deposit in a bank all funds of OC MSC 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. All expenditures must be pre-approved.

## **ARTICLE VII: LIASONS**

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.

## **ARTICLE VIII: COMMITTEES**

All Committees shall be composed of a Chairperson and a minimum of three other Board Members. The Board Chairperson shall be an ex-officio member 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 Chairperson. The time and place of General 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 except as provided herein, present in person, by electronic means, or by written proxy to an officer. Proxies are limited to specific agenda items.

## **ARTICLE X: FINANCES**

### **DUES**

Membership dues shall be assessed as determined by the Board of Directors. The Board will endeavor to cover the expense of the operation of the OC MSC through fund raising rather than charging dues, if possible.

### **APPROVAL OF EXPEDITURES**

The Chairperson shall have sole discretion to approve non-budget expenditures of less than \$100.00. The Chairperson, with the consent of any two additional Officers, shall have the discretion to approve non-budget expenditures of up to \$500.00. A non-budget proposed expenditure of greater than \$500.00 shall require an affirmative vote of a majority of the members of the Board. Consent to expenditures hereunder may be given at a meeting or through electronic means, to include telephone, fax 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**

Each year, 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 by December 30<sup>th</sup>.

### **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 31<sup>st</sup>, unless otherwise provided by the Board of Directors, by resolution.

### **AMENDMENTS**

These By-Laws may be amended by an affirmative vote of two-thirds members of the Board of Directors.

## **ELECTRONIC VOTING**

Board members may cast votes via email when a question needs resolution between 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**

No employee of the Corporation may serve as a Voting Member of the Board of Directors. 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, employee or representative of the OC MSC 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 of as they may be hereafter amended.