

# **By Laws of Several Sources Shelters Inc.**

## **1 Name, Offices and Purposes**

1.1 Corporate name. The corporation's official name shall be Several Sources Shelters Inc. In addition, it shall have the right, from time to time, to operate under such other names as it may receive authorization to use pursuant to applicable law.

1.2 Principal office. The corporation's principal office shall be at 300 Airmount Avenue, Ramsey New Jersey, or at such other place as the Trustees may from time to time determine.

1.3 Other places of business. The board of trustees may, at any time, establish offices at any location where the corporation is qualified to do business.

1.4 Corporate purpose. The corporation has been organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, spreading the Word of God and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any further federal tax code.

1.5 Purpose of bylaws. These bylaws establish rules and procedures for conducting the affairs of the corporation. They are binding on the Board of Trustees, on members of any committees established by the Board, and on the corporation's officers, whether those persons served in the applicable capacity at the time these bylaws were adopted or were appointed or elected to the position at a later date. These Bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act ("the Act") and the corporation's Certificate of Incorporation, as they may be amended from time to time. If any provision in these bylaws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

1.6 Discrimination. The Several Sources Shelters, Inc. does not discriminate as to age, race, religion, sex or national origin.

## **2 Members**

2.1 There shall be no members, as such, of the corporation.

## **3 Trustees**

3.1 Board of Trustees. The affairs of the corporation shall be managed by a Board of Trustees consisting of no fewer than 13 and no more than 23 members.

3.2 Election of Trustees. Trustees shall initially be appointed by the President or by a majority of the Board of Trustees. Thereafter, the succeeding Trustees shall be selected by the President and approved by a majority of the Board of Trustees. The term of office of each Trustee shall be one year

from the date of election and thereafter until his successor has been elected and qualified. Nothing herein shall be construed to prevent a Trustee from succeeding himself in office for additional terms.

3.3 Regular Meetings of Trustees. The Board of Trustees shall hold regular meetings 3 times per year at the corporation's principal office or at such other place as may be acceptable to a majority of the members of the Board. At each such meeting, the Board shall determine the date, time and place of the next regular meeting. An Annual Meeting shall be conducted in the month of June. The corporation's Secretary shall notify any Trustee not present at that meeting of the date, time and place of the next regular meeting by sending written notice to each such Trustee at least thirty (30) days in advance of the date therein designated for that meeting.

3.4 Special meetings. A special meeting of the board may be called at any time by the president of the corporation or any three (3) Trustees for any purpose consistent with the corporation's certificate of incorporation or bylaws. Such meeting shall be held upon {five} days' notice if given by telephone or in person, or upon 10 days' notice if given by mail. Such notice shall specify the time and date of the meeting.

3.5 Waivers of Notice. Notice of a meeting need not be given to any trustee who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to such trustee of such meeting. 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 such meeting.

3.6 Action without a meeting. The Board of Trustees may act without a meeting if, prior or subsequent to such action, each Trustee consents to such action in writing. All written consents shall be filed in the corporation's minute book.

3.7 Quorum. A majority of the entire Board shall constitute a quorum for the transaction of business at any meeting.

3.8 Compensation. No Trustee shall receive a fee, salary or remuneration of any kind for his services as Trustee. The corporation may, however, reimburse Trustees for reasonable expenses incurred by them, provided such expenses have been approved by the Board.

#### **4 Board Committees**

4.1 Executive and other committees. The Board, by resolution adopted by a majority of the entire Board, may appoint from among its members an executive committee {and/or} one or more other committees, each of which shall have one or more members. To the extent provided in such resolution, each such committee shall have and may exercise all the authority of the board, except that no such committee shall take any action prohibited by N.J.S.A. 15A:6-9. The board may, by resolution adopted by a majority of the entire board: abolish, fill any vacancy in, appoint alternate members to, or remove a Trustee from, any such committee.

4.2 Committee meetings. Board committees shall meet at such times and places as may be acceptable to a majority of the members of that committee. The presence of a majority of the members of a committee shall constitute a quorum for the transaction of business by that committee.

## **5 Officers**

5.1 Election of officers. The Board of Trustees shall appoint a president, a vice president, a secretary, a treasurer, and such other officers as it deems necessary for the conduct of the corporation's affairs. 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 such instrument is required by law or by these bylaws to be executed, acknowledged or verified by two or more officers. The duties and authority of the officers shall be determined from time to time by the Board. Subject to any such determination, the officers shall have the duties and authority set forth in the following paragraphs.

5.2 Duties of the President. The president shall have general charge and supervision over and responsibility for the affairs of the corporation, and shall preside at all meetings of the Board of Trustees. Unless otherwise directed by the Board, all other officers shall be subject to the authority and the supervision of the president. The president may enter into and execute in the name of the corporation contracts or other instruments not in the regular course of business which are authorized either generally or specifically by the Board. The president shall have the general powers and duties of management usually vested in the office of the president of a nonprofit corporation. The president may, from time to time, delegate any or all of his duties and authority to any other officer.

5.3 Duties of the Vice President. The vice president, if one is appointed by the Board, shall perform the duties of the president in the president's absence or inability to perform said duties. The vice president shall also have such additional responsibilities as the president or the Board may, from time to time, delegate to him.

5.4 Duties of the secretary. The secretary shall cause notices of all meetings to be served as prescribed in these Bylaws and shall keep or cause to be kept the minutes of all meetings of the Board. The secretary shall have charge of the seal of the corporation and shall perform such other duties and possess such powers as are incident to the office or as shall be delegated to him by the President or the Board.

5.5 Duties of the treasurer. The treasurer shall have the custody of the funds of the corporation and shall keep or cause to be kept regular books of account for the corporation. The treasurer shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned to him by the President or the Board.

Removal of officers. All officers of the corporation serve at the pleasure of the Board of Trustees. The Board may remove any officer, other than the President, with or without cause, by a two-thirds majority vote of the entire Board membership. The President of the Corporation may only be removed with or without cause by a three-fourths vote the entire Board of Trustees. An officer who is

also a Trustee may be removed as an officer of the corporation and remain a Trustee unless the Board votes to remove the person as Trustee. Any Trustee may be removed by a three - fourths vote of the entire board.

## **6. Compensation**

6.1 Compensation. With the exception of the President, the Officers of the Corporation shall be entitled to receive a fee, salary or remuneration for his services as an Officer as determined by the President. The salary, fee, and expense reimbursement of the President must be approved by a majority of the Board. The corporation may also reimburse Officers other than the President for reasonable expenses incurred by them, provided such expenses have been approved by the President.

## **7. Advisory Board**

The Several Sources Shelters, Inc. Advisory Board consists of individuals who are supporters of the work of the Shelters, potential future board members or past board members. The purpose of the Advisory Board is to help achieve the goals of the Several Sources Shelter, Inc. Members of the Advisory Board are nominated by Several Sources Shelters Board Members/Trustees and their terms are initially one year to be extended as both the Board and the individuals agree appropriate. Advisory Board Members will receive the Board Folders and be permitted to attend the Board Meetings. They will not have voting responsibilities.

## **8. Contributions and Dissolution**

8.1 Contributions. The corporation shall have the right to solicit and accept contributions from third parties. All monies thus received will be used in furtherance of the corporation's purpose as herein above stated. The corporation shall have the right, however, to use a reasonable amount of any sums received for the payment of administrative expenses.

8.2 Dissolution of the corporation. Upon dissolution of the corporation, the Board of Trustees shall utilize the corporation's assets for the payment of all obligations and liabilities. Any remaining assets will be disposed of in a manner consistent with the corporation's purpose as herein above stated, either in the form of direct expenditures or by disbursement to one or more organizations organized and operated exclusively for charitable, scientific, educational, or religious purposes so as to qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code or any corresponding provision of a future law of similar import, or to the United States, or a state or local government, for a public purpose.

## **9. Miscellaneous Provisions**

9.1 Corporate seal. The corporation shall have a corporate seal, an impression of which is embossed in the margin of this page.

9.2 Amendment to bylaws. These Bylaws may be altered, amended or repealed by the vote of a majority of the entire Board. Written notice of any such Bylaw change to be voted upon by the Board shall be given not less than ten (10) days prior to the meeting at which such change shall be proposed.

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9.3 Fiscal year. The corporation's fiscal year shall run from the first day of January of each year to the thirty first day of December of that year.

9.4 Effect of headings. Headings have been used throughout these bylaws as a matter of convenience. Such headings shall not be deemed interpretative of the contents of the corporation's bylaws.

9.5 Gender and number. The masculine singular has been used throughout these bylaws as a matter of convenience. All such words shall be read to include more than one gender or person as the context may require.

9.6 Applicability of New Jersey law. The corporation has been formed pursuant to the laws of the State of New Jersey. These bylaws shall be construed in accordance with the New Jersey Nonprofit Corporation Act and any other applicable laws.

Dated: September 18, 2014