



**NEW JERSEY MAKERS DAY: A NJ NONPROFIT CORPORATION**

By-laws

## NEW JERSEY MAKERS DAY: A NJ NONPROFIT CORPORATION

**PURPOSE:** **New Jersey Makers Day: A NJ Nonprofit Corporation** is organized exclusively for the charitable and educational purpose of supporting *New Jersey Makers Day* under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

**MISSION:** **New Jersey Makers Day** inspires and activates libraries to showcase and highlight STEM and maker culture, enhancing life-long learning.

**VISION:** Generate a source of funds for the financial needs of *New Jersey Makers Day* for the expansion and support of New Jersey makers and organizations that support maker culture.

**ARTICLE I**  
**ORGANIZATION**

**SECTION I:** The name of the organization shall be **New Jersey Makers Day: A NJ Nonprofit Corporation**, which is incorporated under the laws of the State of New Jersey.

**ARTICLE II**  
**MEMBERSHIP**

**SECTION I:** Membership shall consist of the Board of Trustees of the Nonprofit Corporation. There shall be no other members.

**ARTICLE III**  
**MANAGEMENT**

**SECTION I:** The property, business and affairs of the Nonprofit Corporation shall be controlled and managed by its Board of Trustees.

**SECTION II:** The number of Trustees to constitute the first Board of Trustees of the Nonprofit Corporation shall be six (6), as set forth in these By-laws. At the first meeting of the Board of Trustees, the original Trustees will appoint a maximum of five (5) additional Trustees. The maximum number of Trustees will be eleven (11), as set forth in these By-laws.

**ARTICLE IV**  
**MEETINGS**

**SECTION I:** The annual meeting of the Board of Trustees shall be at such a place and time as the Board of Trustees may determine, and shall, unless otherwise determined, be held on the second Wednesday in the month of May.

**SECTION II:** Special meetings of the Board of Trustees may be called by the President or any two Trustees.

**SECTION III:** Five (5) days written notice or one (1) day's telephonic notice shall be given of all meetings of the Board of Trustees, stating the date, purpose, time and place of such meeting.

**SECTION IV:** A majority of the Trustees then serving shall constitute a quorum at all meetings, including annual meetings and special meetings called for any purpose. Decisions on all issues brought to a vote, at any meeting at which a quorum is present, shall be by majority vote of those present except as any applicable law or these By-laws shall require. Those present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of any one or more so as to leave less than a quorum.

**SECTION V:** Any action required or permitted to be taken may be taken by the Board of Trustees without a meeting, if all those entitled to vote consent in writing, including electronic mail,

either before or after such action is taken, and if the written consents are filed with the records of the Nonprofit Corporation. Such consents shall be treated for all purposes as a vote at a meeting.

**SECTION VI:** The Secretary or a designated officer shall keep minutes of each meeting.

## **ARTICLE V** **OFFICERS**

**SECTION I:** The officers of the Nonprofit Corporation shall be President, Vice President, Secretary, Board Development Officer and Treasurer.

**SECTION II:** The officers of the Nonprofit Corporation shall be elected annually by the Trustees at the reorganization meeting. Vacancies may be filled at any meeting of the Board of Trustees.

**SECTION III:** The President shall be the principal executive officer of the Nonprofit Corporation and shall in general supervise and control all of the business and affairs of the Nonprofit Corporation. The President shall preside at all meetings. He or she may sign, with the Secretary or Treasurer or any other proper officer thereunto authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees, or by these By-laws, to some other officer or agent of the Nonprofit Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties as may be prescribed by the Board of Trustees from time to time.

**SECTION IV:** The Vice President shall, in the absence of the President, or in the event of his or her inability to act, shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees of the Nonprofit Corporation.

**SECTION V:** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Nonprofit Corporation, receive and give receipts for the moneys due and payable to the Nonprofit Corporation from any source whatsoever, and deposit all such moneys in the name of the Nonprofit Corporation in such, banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-laws; (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or the Board of Trustees.

**SECTION VI:** The Secretary shall: (a) keep the minutes of the meetings of the Board of Trustees of the Nonprofit Corporation in one or more books or electronic format provided for that purpose; (b) see that all notices are fully given in accordance with the provisions of these By-laws or as required by law; (c) be custodian of the business records of the Nonprofit Corporation and in general perform all duties incident of the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Trustees.

**SECTION VII:** The Board Development Officer shall: (a) chair the Board Development Committee; (b) work to recruit diverse and dedicated board members; (c) research learning opportunities for

current board members; (d) provide instruction for newly appointed board members and such other duties as from time to time may be assigned to him or her by the President or the Board of Trustees.

## ARTICLE VI CONTRACTS, LOANS, CHECKS AND DEPOSITS

**SECTION I:** The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Nonprofit Corporation, and such authority may be general or confined to specific instances.

**SECTION II:** No officer, Trustee, agent or employee of the Nonprofit Corporation shall have any power or authority to borrow money on behalf of the Nonprofit Corporation to pledge its credit or to mortgage or pledge its real or personal property except within the scope and the extent of the authority delegated by resolutions adopted from time to time by the Board of Trustees.

**SECTION III:** All checks, drafts, other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Nonprofit Corporation, shall be signed by such officer or officers, agents or agents of the Nonprofit Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. Checks will always be signed by two (2) officers.

**SECTION IV:** All funds of the Nonprofit Corporation shall be promptly deposited to the credit of the Nonprofit Corporation in such banks, trust companies or other depositories as the Board of Trustees may approve or designate, and all such funds shall be withdrawn only in the manner authorized by the Board of Trustees.

## ARTICLE VII ENDOWMENT

**SECTION I:** It is intended that the Nonprofit Corporation establish and maintain a permanent Endowment Fund. All contributions and gifts to the Nonprofit Corporation shall, if designated for endowment, be placed in the permanent endowment funds. Said Endowment Fund shall be considered as principal and shall be retained and invested by the Nonprofit Corporation in debt and equity securities and in such manner as the Board of Trustees shall from time to time determine, in order to provide a permanent fund. The income of said fund may be used for the benefit of the *New Jersey Makers Day* as determined by the discretion of the Board. Specially designated gifts, when accepted by the Board, shall be used and expended in the manner specified, shall be held in a general fund and may be expended as determined at the discretion of the Board for the benefit of *New Jersey Makers Day* consistent with the designation of the donor.

## ARTICLE VIII COMMITTEES

**SECTION I:** The Board Development Committee, chaired by the Board Development Chair, is a standing committee tasked with (a) recruiting diverse and dedicated board members; (b) researching learning opportunities for current board members; (c) providing instruction for newly appointed board members.

**SECTION II:** An audit committee consisting of two Trustees other than the Treasurer shall audit the finances of the Nonprofit Corporation annually.

**SECTION III:** The Board of Trustees may act by and through such committees as may be specified in resolutions adopted by the Board of Trustees. Each such committee shall have the duties and responsibilities granted to it from time to time by the Board of Trustees. Committee Chairs can appoint committee members, or the Board can vote by simple majority to appoint or remove committee members. Committee chairs, unless defined by the bylaws, are appointed by a majority vote of the trustees. Committee appointments are for two years. Each such committee shall at all times be subject to the control and direction of the Board of Trustees. All active committees and their charges will be listed in the *New Jersey Makers Day Committee Structure Document*.

## **ARTICLE IX** **TERMS OF OFFICE**

**SECTION I:** The Trustees term of office will be for three (3) years; if he or she is unable to complete his or her term, a new trustee will be appointed by a majority vote of the remaining trustees.

**SECTION II:** Any Trustee may be removed by a two-thirds vote of the Board only at a special meeting called for that purpose. The meeting notice must state that the purpose or one of the purposes of the meeting is removal of the Trustee.

**SECTION III:** Any vacancy occurring in the Board of Trustees may be filled by affirmative vote of the majority of the remaining Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of the replaced Trustee.

**SECTION IV:** The terms of office for officers will be as follows: The offices of President and Vice President will be elected for two consecutive years; the office of Secretary will be elected for three consecutive years; the offices of Board Development and Treasurer will be elected for four consecutive years.

## **ARTICLE X** **INDEMNIFICATION AND PERSONAL LIABILITY**

**SECTION I:** The Nonprofit Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, Trustee or employee of the Nonprofit Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit

or proceeding in which he or she may become involved by reason of his or her service in such capacity. No indemnification shall be provided for any such person with respect to any matter which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith or in the reasonable belief that such action was in the best interests of the Nonprofit Corporation. Any compromise or settlement payment shall be approved by a majority vote of Trustees.

The indemnification provided hereunder shall insure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

**SECTION II:** The President and officers of the Nonprofit Corporation shall not be personally liable for any debt, liability or obligation of the Nonprofit Corporation. All persons, foundations or other entities extending credit to contracting with or having any claim against the Nonprofit Corporation may look only to the funds and property of the Nonprofit Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Nonprofit Corporation.

**SECTION III:** By action of the Board of Trustees notwithstanding any interest of the Trustees in such action, the Nonprofit Corporation may purchase and maintain insurance, in such amounts as the Board of Trustees may from time to time deem appropriate, on behalf of any person who is or was an officer and or Trustee against any liability.

## **ARTICLE XI** **COMPENSATION**

**SECTION I:** Trustees and officers shall receive no compensation for serving in such capacities, but may receive reasonable compensation for their services rendered in any other capacity, and may be reimbursed, subject to approval and ratification by the Board of Trustee for reasonable expenses incurred in connection with the affairs of the Nonprofit Corporation.

## **ARTICLE XII** **AMENDMENTS**

**SECTION I:** These By-laws may be amended or repealed, in part, by a two-thirds vote of the Trustees present and voting at any meeting of the Board of Trustees, provided that notice describing the proposed amendment has been given in writing pursuant to the provisions hereof.

**ARTICLE XIII**  
**NON-DISCRIMINATION**

**SECTION I:** It is the policy of the Nonprofit Corporation not to discriminate against any person on the basis of age, sex, race, color, national origin, ethnicity, sexual orientation, gender identity, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices. The Board of Trustees and all officers and its committees are required to implement this policy.

**ARTICLE XIV**  
**GENERAL**

**SECTION I:** The corporate seal of the Nonprofit Corporation shall be in a form determined from time to time by the Board of Trustees.

**SECTION II:** The fiscal year of the Nonprofit Corporation shall end on the 30th day of June of each year, unless otherwise determined by the Board of Trustees.

**ARTICLE XV**  
**DISSOLUTION**

**SECTION I:** Upon the dissolution of this Nonprofit Corporation, all of the assets of the Nonprofit Corporation remaining after payment of creditors shall be distributed for one or more exempt purposes within the meaning of IRC Section 501(c)(3), or shall be distributed first to *New Jersey Makers Day* participating sites, then 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 by the Superior Court of Middlesex 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.

*Approved by the Board of Trustees 11/01/16, revised 05/18/18, revised 08/28/20*