

**BYLAWS OF
CAREGIVER VOLUNTEERS OF CENTRAL JERSEY
A FAITH IN ACTION PROGRAM
A NON-PROFIT CORPORATION**

ARTICLE I
NAME AND PURPOSE OF THE CORPORATION

NAME

The name of the corporation is Caregiver Volunteers of Central Jersey, Inc., *A Faith in Action Program* (hereinafter referred to as CVCJ). Where appropriate, written material may describe the corporation as “A Non-Profit Interfaith Partnership Providing Services to the Elderly and Homebound of Central New Jersey”. The present area served is parts of Ocean County and parts of Monmouth County, New Jersey.

1.01 PURPOSE

The primary purposes for which this corporation is formed are:

- a. To enable the elderly to remain in their homes by strengthening and complementing the care they are presently receiving, or by providing support to those without care arrangements.
- b. To support the welfare of the elderly by providing a strong basis of organizing and delivering care services.
- c. To recruit and train volunteers from Ocean and Monmouth Counties and to mobilize them to provide assistance to the elderly in ways that will enable the elderly to remain at home for as long as possible.
- d. To offer assistance to the elderly and those who care for them.

To promote the present system of services available through networking and the dissemination of information

1.02 THE CORPORATION

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code.

No Director, member or officer of the corporation shall, as such, receive or become entitled to receive at any time any part of the net earnings or other net income of the corporation; nor shall any part of the net earnings of the corporation inure to the benefit of any person, except as reasonable compensation for services rendered and reimbursement for expenses incurred in conducting its affairs and carrying out its

purposes; nor shall a substantial part of the activities of the corporation be carrying on lobbying or otherwise attempting to influence legislation; nor shall the corporation participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the distribution of statements) on behalf of any candidate for public office.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever insure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution of the corporation, after payment of all debts, no part of the remaining assets may be distributed to any director, member or officer of the corporation but shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes exempt under the provisions of Section *501(c)3* of the United States Internal Revenue Code or to the United States, or a State or local government, for a public purpose.

ARTICLE II OFFICE

PRINCIPAL OFFICE

The principal office shall be located in the County of Ocean with satellite office(s) in Monmouth County or at such other location(s) as the Directors may from time to time determine.

ARTICLE III MEMBERSHIP

3.01 FULL MEMBERSHIP

Elected Board of Directors and Officers are ipso facto members of the corporation.

All congregations and community groups which function by the objectives of the corporation and which are located within the service community of the corporation are eligible and encouraged to become members.. Prerequisites for membership are as follows:

- a. An expressed interest and willingness to support the mission of the corporation.
- b. Members will be encouraged to give financial support to the general program.
- c. The congregation or community group will provide volunteers from within their own group to support the programs of the corporation.
- d. The congregation or community group is encouraged to provide a representative to serve on the Board of Directors, if requested. Such representatives must possess the necessary qualifications to fulfill the position (Article 4.05).

ARTICLE IV
BOARD OF DIRECTORS

4.01 GENERAL POWERS

The affairs of CVCJ shall be managed by its Board of Directors.

4.02 NOMINATING COMMITTEE

When deemed necessary, a Nominating Committee, appointed by the President shall recommend for Board approval a slate of candidates to be elected to the Board of Directors at the annual general meeting consistent with the tenure requirements of Article 4.04. When considered necessary for the good functioning of the Board, the committee may nominate and the Board may elect individual Directors to replace those who have resigned or been removed without waiting for the annual general meeting.

The Board of Directors shall be comprised of a minimum of five (5) representatives of member congregations and/or community groups. The other members may be persons possessing needed expertise even though they are not associated with congregations or community groups that have partnered with CVCJ.

The Nominating Committee will nominate officers for election at the annual general meeting in October. At the same time the Nominating Committee will nominate two Directors as members-at-large of the Executive Committee. At least one (1) of the five (5) members of the Executive Committee shall be from congregations or community groups..

4.03 NUMBER of DIRECTORS and VOTING.

The number of Directors shall be no fewer than five (5) nor more than twenty-five (25). Each Director shall have no more than one (1) vote. The Executive Director shall have the privilege of the floor at Board meetings but shall not have voting privileges.

4.04 TENURE

The tenure of the Board of Directors shall be:

- a. One-third (1/3) shall serve a one (1) year term.
- b. One-third (1/3) shall serve a two (2) year term.
- c. One-third (1/3) shall serve a three (3) year term.
- d. All subsequent terms shall be of a three (3) year term.

4.05 QUALIFICATIONS

- a. Willingness to endorse and support the mission of CVCJ which implies a mutual respect for each individual's freedom of choice in regard to religious affiliation or non-affiliation.
- b. Commitment to serve the people of the community..
- c. The ability to be objective, to have a broad perspective, and maintain confidentiality.
- d. And any other expectations as the Board may establish.

4.06 REGULAR MEETINGS

Regular meetings of the Board of Directors will be held in January, April, July and October.

The Executive Director, when requested by the President, be present during Board meetings to report on concerns, and answer questions that any Board Member may have.

4.07 ANNUAL GENERAL MEETING

An annual general meeting of the Board will be held in October to elect Directors. A quorum is required for the transaction of business at the annual general meeting. The annual general meeting will include the election of officers for the coming year and to conduct regular business.

4.08 BUDGET APPROVAL MEETING

The budget approval meeting will be held in January to report to the membership the state of the corporation and to approve the operating budget. A quorum is required for the transaction of business at the budget approval meeting. Regular business may also be conducted at the budget approval meeting.

4.09 SPECIAL MEETINGS

- a. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any reasonable place and time for holding any special meetings of the Board called by them.
- b. Notice of any special meeting of the Board of Directors shall be by written notice delivered personally or sent by mail or sent electronically to each Director at the address shown on the corporation records. Any Director may waive notice of any meeting.

4.10 VIRTUAL MEETINGS

The Board or a committee of the Board may participate in a meeting of the Board or such committee virtually or any other means of communication by which all persons participating in the meeting may participate..

4.11 QUORUM

A quorum constitutes the majority of one half plus one ($1/2 + 1$) of the Board of Directors. A quorum is required for the transaction of business at any meeting of the Board. No business may be conducted without a quorum.

ARTICLE V OFFICERS

5.01 OFFICERS

The principal officers (also referred to as Officers or officers) of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors.

5.02 ELECTION OF OFFICERS

The officers of the corporation shall be elected annually at the Board meeting immediately following the annual general meeting.

5.03 EXECUTIVE COMMITTEE

The Executive Committee is led by the President and is comprised of the Officers of the organization and such other members as may be decided by the President.

The Executive Committee has the legal authority to act on behalf of the Board on matters that require attention between Board meetings, or on-going organizational concerns that do not require Board level review. The Executive Committee fosters the effective operation of the Board by coordinating the work of the Board Committees and Task Forces.

Specific responsibilities include:

- To respond to the call of the President to address special issues requiring decision between Board meetings.
- To guide and coordinate the work of the Board Committees.
- To serve, as needed, in an advisory capacity to the Executive Director.
- To lead the annual evaluation of the accomplishments of the Executive Director and to provide for a staff and board leadership succession plan.
- Annually review the compensation of the key employees and make a recommendation to the board based on compensation information from similarly

situated organizations for functionally comparable positions in the geographic area.

5.04 TERM OF OFFICE

Elected officers, if re-nominated and re-elected, the Officers may serve as follows:

- a. President- maximum of two consecutive one year terms.
- b. Vice President- maximum of two consecutive one year terms. If nominated and re-elected, may serve as President at the conclusion of the current President's term of office.
- c. Treasurer – elected, re-elected and re-appointed annually as per Section 5.02 with no term limit.
- d. Secretary- elected, re-elected and re-appointed annually as per Section 5.02 with no term limit.

5.05 REMOVAL

Any Director or Officer of the Board may be removed from office with or without cause by an affirmative vote of 2/3 of the entire Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

5.06 VACANCIES

A vacancy in any office because of death, disqualification, removal, resignation, or otherwise may be filled by the Board for the unexpired portion of the term.

5.07 PRESIDENT/CHAIR

General

- Ensures the effective action of the board in governing and supporting the organization and oversees board affairs.
- Acts as the representative of the Board as a whole, rather than as an individual supervisor to staff.
- Engages and supports the members of the board and provides feedback on their performance.

Board meetings

- Works with the Executive Director, board officers, and committee chairs to develop the agendas for board meetings, and presides at these meetings.
- Facilitates effective and respectful discussion.

Committees

- Recommends to the board which committees are to be established.
- Appoints volunteers to key leadership positions, including positions as chair of board committees.
- Works with committee chairs in seeking volunteers for committees and coordinating individual board member assignments.
- Communicates with committee chairs to be sure that their work is carried out; identifies committee recommendations that should be presented to the full board.
- Shall be an ex official member of all committees

External affairs

- Has the power to sign with the Executive Director , in the name of the organization, all contracts authorized either generally or specifically by the board.
- Speaks to the media and the community on behalf of the organization (as does the Executive Director)

5.08 VICE PRESIDENT

- Attendance at board meetings and functions in accordance with the Board member agreement signed annually.
- Serve on the executive committee.
- Carry out special assignments as requested by the board chair.
- Understand the responsibilities of the President and be able to perform these duties in the President's's absence.

5.09 TREASURER/CHIEF FINANCIAL OFFICER

- Attendance at board meetings and functions in accordance with the Board member agreement signed annually
- Serve on the executive committee.
- Serve as chair of the Finance Committee
- Manage, with the Finance Committee, the board's review of and action related to the board's financial responsibilities
- Ensure that the assets are protected and invested according to organization policy.

- Ensure that the organization complies with organization and statutory reporting requirements.
- Works with the Executive Director to ensure that appropriate financial reports are made available to the board on a timely basis
- Assists the Executive Director in preparing the annual budget and presenting the budget to the board for approval
- Reviews the annual audit and answers board members' questions about the audit

5.10 SECRETARY

- Attendance at board meetings and functions in accordance with the Board member agreement signed annually
- Serve on the Executive Committee.
- Review and approve written minutes.
- Ensure the bylaws as amended are maintained at the principal office of the organization.
- Verify all notices are duly given in accordance with the provisions of the bylaws.
- Verify records and seals are properly maintained at the principal office of the organization.

ARTICLE VI

COMMITTEES

6.01 COMMITTEES OF THE BOARD OF DIRECTORS

In addition to the Nominating Committee established on Article 4.02, all members of the Board of the corporation shall serve on one or more of the Board Committees established by the Board. The President shall designate a Board member as chairperson of each such committee and shall assign other Directors to the committees in accordance with their demonstrated expertise or, in so far as possible, in accordance with their personal preference.

The Committee chairperson shall have the authority to appoint other committee members, including non-Board members, as may be required for the effective performance of assigned duties. The designation and appointment of any committee and delegation of authority thereto shall not operate to relieve the Board or any individual director of any responsibility imposed on it or him/her by law.

6.02 OTHER COMMITTEES

The President of the Board shall have the authority to establish other committees for the accomplishment of a specific task and shall appoint a chairperson and members of the

committee. In general, these committees will develop recommendations for consideration by the Board.

6.03 TERM OF OFFICE

Each chairperson and members of committees established by the Board shall serve at the discretion of the Chair. The chairperson and members of committees established for a specific purpose are relieved when such a purpose is achieved and the committee dissolved.

6.04 VACANCIES

Vacancies in the membership of a committee, including the chairperson of such committee, shall be filled by appointments made in the same manner as provided in the case of the original appointments.

6.05 RULES

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.01 CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

7.02 CHECKS AND DRAFTS

The Executive Director shall have sole discretion to approve non-budget expenditures of less than \$100.00. One signature will be required. The Executive Director, 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. All checks, drafts, or orders for the payment

of money, notes, or other evidence of indebtedness issued in the name of the corporation over \$500, require two signatures.

7.03 DEPOSITS

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

7.04 BUDGETS

The Treasurer and Executive Director shall prepare a budget for the next fiscal year. The Treasurer will present it for discussion, amendment and approval at the January Board meeting.

The Treasurer will present a report of actual versus budgeted income and expenses for review by the Board at its regular meetings.

If necessary, the approved budget may be revised during the course of the fiscal year. Recommendations involving payroll expenses will be approved by the Board; those involving non-payroll expenses will be approved by the Executive Committee.

The Board will review at the Board Meeting following the Annual General Meeting the annual audit report of the corporation's independent Public Accountant and act upon any recommendations contained therein.

ARTICLE VIII

BOOKS AND RECORDS

8.01 BOOKS AND RECORDS

CVCJ shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board. An annual review shall be conducted on the corporate books and records by an independent public accountant.

ARTICLE IX

FISCAL YEAR

9.01 FISCAL YEAR

The fiscal year of the corporation shall be January 1 to December 31.

ARTICLE X

FORCE AND EFFECT OF BYLAWS

10.01 FORCE AND EFFECT OF BYLAWS

These bylaws are subject to the provisions of the New Jersey Non Profit Corporation Act (the “Act”) and the Certificate of Incorporation as they may be amended from time to time. If any provision of these bylaws 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 such inconsistency.

ARTICLE XI

CONFLICT OF INTEREST

11.01 DISCLOSURE

(a) On an annual basis, each director and member of the staff shall be provided with a list of the corporations, organizations, partnerships or other entities which provide professional or other goods or services to CVCJ for a fee or other compensation. Any change made to this list during the year shall also be provided. The directors and staff members shall disclose in writing, to the best of their knowledge, any Interest (as defined below), institutional or other material relationship they may have (collectively, a “Conflict of Interest”).

All disclosure statements shall be provided in writing to the President of the Board and the Executive Director and shall be available to any director on request.

(b) If at any time during his or her term of service, a director acquires any Interest or otherwise a circumstance arises which may pose a Conflict of Interest, that Interest or other conflict shall be promptly disclosed in writing.

(c) When any matter for decision or approval comes before the Board of Directors or any committee of the Board of Directors in which a director has an Interest or other conflict, that Interest or other conflict shall be immediately disclosed to the Board of Directors or relevant committee thereof by that director.

11.02 DEFINITION OF “INTEREST”

Whether a director has an Interest in an entity shall be determined by whether that director or a family member would derive an individual economic benefit, either directly or indirectly, from any transaction or relationship involving such entity. The fact that an entity may take positions on legislative matters of general impact shall not constitute an Interest or conflict.

11.03 VOTING

No director shall vote on, or in any other way attempt to influence, any matter in which he or she has a Conflict of Interest.

AMENDMENTS TO THE BYLAWS

12.01 AMENDMENTS

The bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds (2/3) majority of the Directors present at any regular or special Board meeting, if at least seven (7) days written notice is given of an intention to alter, amend or repeal these bylaws or to adopt new bylaws at such meeting.

ARTICLE XIII

ACTION REQUIRING APPROVAL BY THE BOARD OF DIRECTORS OF THE CORPORATION

13.01

Action by the Board of Directors on the following matters shall be effective only upon the consent of two-thirds (2/3) of all the Board of Directors.

- a. Borrowing of money for capital needs of the corporation or cumulated borrowing in excess of one hundred thousand (\$100,000) dollars for any purchase.
- b. Entering into any transaction outside the ordinary course of business of operating the program.

- c. Entering into any contract the performance of which may require a year or more, or it is not expressly included in the current annual budget.
- d. Purchase, sale, lease, disposition, or hypothecation of real property of the corporation.
- e. Selection of administrators of the program, including Chief Executive Officer and the Executive Director.
- f. Filling a vacancy in any office pursuant to Article 5.06.
- g. Removal of a director or officer pursuant to Article 5.05.