

BYLAWS OF
WOMEN'S CONNECTION OF THE MORRIS AREA,
A New Jersey Nonprofit Corporation

ARTICLE I. NAME

Section 1. The name of this organization shall be WOMEN'S CONNECTION OF THE MORRIS AREA, a New Jersey Nonprofit Corporation, hereinafter referred to as "The Club".

Article II. LOCATION

Section 2. The principal office of The Club and its registered agent shall be located at such place within the State of New Jersey as the Board of Trustees ("the Board") shall from time to time determine.

ARTICLE III. PURPOSE

Section 3. This organization is formed exclusively for social and recreational purposes for the pleasure and benefit of its members, and other non-profitable purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code and the New Jersey Nonprofit Corporation Act (N.J.S.A. 15A:1-1 et seq.).

ARTICLE IV. TAX EXEMPT STATUS

Section 4. This organization is formed as a nonprofit social club under Section 501(c)(7) of the Internal Revenue Code and shall comply with all requirements for maintaining such tax-exempt status.

ARTICLE V MEMBERSHIP

Section 5.1. ELIGIBILITY. Membership is open to women of the greater Morris County, New Jersey, area interested in fellowship and in participating in common recreational and social activities with fellow members.

Section 5.2. ADMISSION. Applicants shall be admitted upon receipt of a signed membership application and payment of annual dues as may be established by the Board.

Section 5.3. CLASSES OF MEMBERSHIP. There are no classes of membership.

Section 5.4. RIGHTS AND PRIVILEGES. Members in good standing may exercise the following rights and privileges:

- (a) Attend social and recreational events offered by or through The Club;
- (b) Have access to a member directory;
- (c) Attend annual, special, and Board meetings that are open to the full membership;
- (d) Vote on matters brought before annual and special membership meetings, including but not limited to, election of officers, amendments to the bylaws, and dissolution of The Club;
- (e) Hold elected office, and/or with Board approval serve as a chair or co-chair of a standing committee, subject to eligibility requirements that may be established by the Board of Trustees; and
- (f) Serve as a non-chair member of a standing committee if selected by the chair, and/or serve as an interest group leader. Service in either capacity shall not confer trustee status.

Section 5.5. TERMINATION. Membership may be terminated by:

- (a) Voluntary resignation;
- (b) Non-payment of dues for thirty (30) days after written notice; or
- (c) Member's engagement in conduct contrary to The Club's bylaws or a code of conduct as may be adopted by the Board.

ARTICLE VI. DUES

Section 6.1. Annual dues shall be established by the Board and used for payment of expenses for operations and activities of The Club or otherwise to defer costs incurred in performing the purposes of The Club.

Section 6.2. Dues shall be paid annually and be non-refundable.

Section 6.3. The Board may establish deadlines for payment of dues and may impose reasonable penalties for late payment, including suspension or termination of membership for non-payment of dues.

ARTICLE VII. MEETINGS

Section 7.1. ANNUAL MEETINGS

(a) An annual meeting of the membership shall be held at such place and time as the Board shall determine, and shall, unless otherwise determined, be held on the fourth (4th) Friday in April of each year.

(b) The President shall act as chair of the meeting. Reports shall be presented by the President, Treasurer, and Membership Chair, summarizing the activities and financial condition of The Club. Additional reports may be presented by standing committee or special committee chairs at the discretion of the Board.

(c) Members in attendance shall elect officers of The Club, with each member having the right to cast one vote for each corporate officer being elected that year. A simple majority vote of the members present and in good standing shall prevail in the election of the officers.

(d) Ten percent (10%) of membership or fifteen (15) members, whichever is greater, in attendance and in good standing shall constitute a quorum for the annual membership meeting.

Section 7.2. SPECIAL MEMBERSHIP MEETINGS

(a) Special membership meetings may be called by the President, by any two (2) members of the Board of Trustees, or upon written request of at least 25% of the membership in good standing.

(b) The highest-ranking officer in attendance shall preside.

(c) Ten percent (10%) of membership or fifteen (15) members, whichever is greater, in attendance and in good standing shall constitute a quorum for special membership meetings.

Section 7.3. BOARD OF TRUSTEES MEETINGS

(a) Regular Board meetings shall be held monthly, at a location determined by the Board, and shall, unless otherwise determined, be held at 9:30 a.m. on the second (2nd) Tuesday of the month.

(b) A majority of trustees shall constitute a quorum for the transaction of any business of The Club. The acts of a majority of the trustees present at the meeting at which a quorum is present shall be the acts of The Club.

(c) Each trustee shall have only one vote; however, in the event a standing committee shall have co-chairs, only one co-chair shall be entitled to vote on Board matters.

(d) Special Board meetings may be called by the President or any two (2) members of the Board of Trustees. The highest ranking officer in attendance shall preside.

Section 7.4. CONDUCT OF MEETINGS. Meetings of the Board, as well as annual and special meetings of the membership, shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, but in any event meetings shall be conducted in a fair and orderly manner.

Section 7.5. MEETING NOTICES AND AGENDAS

(a) Membership Meetings. Notices for Annual and special membership meetings shall be distributed not less than ten (10) nor more than sixty (60) days prior to the meeting. Agendas for membership meetings shall not be required.

(b) Regular Meetings of the Board of Trustees. No notice shall be required for regular Board of Trustees meetings if the schedule is distributed to the membership ahead of time. Agendas for such meetings shall be prepared and distributed to all trustees in advance, and may also be shared with membership at the discretion of the Board.

(c) Special Meetings of the Board of Trustees. Reasonable notice of special Board meetings shall be given to all trustees. Notice of such meetings may be given to the membership as a courtesy but is not required. Agendas for special meetings of the Board of Trustees shall be prepared when practical, but the lack of an agenda shall not invalidate the meeting.

ARTICLE VIII. BOARD OF TRUSTEES

Section 8.1. POWERS OF THE BOARD OF TRUSTEES. The Board shall have all powers and authority necessary for the management of the business and affairs of The Club, including but not limited to, overseeing the operations, finances, and programs of The Club; preparing the annual budget; setting policies and procedures for the operation of The Club; and ensuring compliance with applicable laws and regulations.

Section 8.2. INITIAL TRUSTEES. There shall be three (3) initial trustees, each of whom is designated in The Club's Certificate of Incorporation. The initial trustees shall serve in such capacity until trustees are elected at The Club's organizational or first annual meeting, whichever shall occur first.

Section 8.3. COMPOSITION OF THE BOARD OF TRUSTEES. The Board of Trustees shall consist of all corporate officers and the chairs and co-chairs of each standing committee of The Club.

Section 8.4. TERM OF OFFICE. All trustees shall serve a term of two (2) years.

Section 8.5. RESIGNATION. Any trustee may resign at any time upon written notice addressed to the President and the Secretary. The resignation shall be effective upon receipt of the notice by the Secretary, unless otherwise specified in that notice. The acceptance of the resignation shall not be necessary to make it effective.

Section 8.6. REMOVAL OF TRUSTEES. A trustee may be removed from office, with or without cause, at any time upon the vote of two-thirds (2/3) or more of the entire Board.

Section 8.7. VACANCIES. All vacancies caused by the death, resignation, or removal of a trustee shall be filled by the Board by a majority vote. The successor trustee so appointed shall serve on the Board for the unexpired term.

ARTICLE IX. OFFICERS

Section 9.1. CORPORATE OFFICERS. The officers of The Club shall be a President, Vice President, Secretary, and Treasurer, all of whom shall be elected by the membership in good standing. Each officer shall have the authority and shall perform the duties set forth in these bylaws or by resolution of the Board. No person shall hold two or more offices, although an officer may also serve as the chair of a standing committee.

(a) If deemed expedient for the proper conduct of the business of The Club, the Board may provide for the office of President to be held jointly by co-presidents.

(b) Officers shall have staggered two (2) year terms, and such terms shall commence on the first day of the fiscal year following the election. Two officers will be elected in even-numbered years and the remaining two officers will be elected in odd-numbered years. Officers shall serve until their successors are elected and qualified, or until resignation or removal.

(c) At the first election following adoption of these bylaws, the President and Secretary shall be elected to one (1) year terms, and the Vice-President and Treasurer shall be elected to two (2) year terms. Thereafter, all officers shall be elected to two (2) year terms.

Section 9.2. PRESIDENT

(a) The President shall be the chief officer of The Club. The President shall lead the Board in performing its duties and responsibilities, preside at all annual and special

meetings of The Club and meetings of the Board, and shall perform all other duties incident to the office or properly required by the Board.

(b) The President shall serve as an ex-officio member of each standing committee with the exception of the Nominating Committee.

(c) The President shall serve a term of two (2) years. The President shall not serve more than three (3) consecutive terms.

Section 9.3. VICE PRESIDENT

(a) In the absence of the President, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all the legal powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as prescribed by the Board or the President.

(b) In the event of a vacancy in the office of President due to disability or resignation, the Vice President shall assume the responsibilities of the office for the remainder of the term.

(c) The Vice President shall serve a term of two (2) years. The Vice-President shall not serve more than three (3) consecutive terms.

Section 9.4. SECRETARY

(a) The Secretary shall keep all corporate records, including but not limited to, the minutes of all annual and special meetings of the membership and all regular and special meetings of the Board. The minutes of each meeting shall state the type of meeting, the date, time, and place it was held, and such other information as shall be necessary to determine the actions taken and that the meeting was held in accordance with these bylaws and the State of New Jersey.

(b) The Secretary shall maintain a record of current members in good standing.

(c) The Secretary shall ensure that all annual reports and other required corporate filings are submitted to the State of New Jersey in a timely manner.

(d) The Secretary shall serve a term of two (2) years. The Secretary shall not serve more than three (3) consecutive terms.

Section 9.5. TREASURER

(a) The Treasurer shall keep and maintain adequate and correct books and records of accounts and transactions of The Club, including accounts of receipts, disbursements, assets, liabilities, and other matters customarily included in financial statements, and shall otherwise have primary responsibility for oversight of the financial condition and affairs of The Club.

(b) The Treasurer shall oversee and keep the Board informed of the financial condition of The Club. In conjunction with other trustees, the Treasurer shall oversee preparation of The Club's annual budget and shall ensure that appropriate financial reports are made available to the Board on a timely basis or as may be required by the Board.

(c) The Treasurer shall ensure that all tax returns required by the Internal Revenue Service and the State of New Jersey are filed in a timely manner.

(d) The Treasurer shall perform all duties properly required by the Board or the President.

(e) The Treasurer shall serve a term of two (2) years. The Treasurer shall not serve more than three (3) consecutive terms.

ARTICLE X. STANDING COMMITTEES

Section 10.1. ESTABLISHMENT. The Board may establish one or more standing committees to carry out designated functions and activities of The Club.

(a) Standing committee chairs shall be nominated by the President and confirmed by the Board.

(b) All standing committee chairs are trustees. Each chair may appoint a co-chair, subject to Board approval, and such co-chair shall also serve as a trustee. Each standing committee shall be entitled to one vote on matters before the Board, regardless of whether the chair, the co-chair, or both are present at a meeting.

(c) Standing committee chairs shall serve terms of two (2) years. Chairs may be appointed to consecutive terms, but no person may serve more than three (3) consecutive terms as the same committee chair unless there is no other eligible or willing candidate. In that case, the Board may extend the current chair's term beyond the third consecutive term.

(d) Each member of a standing committee shall serve at the pleasure of the Board.

Section 10.2. COMMUNICATIONS COMMITTEE. The Communications Committee shall be responsible for The Club's various modes of communication, including but not limited to The Club's website, social media, and monthly newsletter. The committee shall also be responsible for managing The Club's technology tools and platforms so as to support communications, recordkeeping, and event promotion.

Section 10.3. MEMBERSHIP COMMITTEE. The Membership Committee shall be responsible for welcoming new members, maintaining accurate membership records, and providing for a positive and inclusive membership experience.

Section 10.4. SPECIAL EVENTS COMMITTEE. The Special Events Committee shall be responsible for planning and coordinating club-wide events and fostering activities that bring members together and promote social connections.

Section 10.5. PUBLIC RELATIONS COMMITTEE. The Public Relations Committee shall be responsible for increasing visibility of The Club and encouraging membership through branding and outreach.

Section 10.6. SUNSHINE COMMITTEE. The Sunshine Committee shall be responsible for acknowledging significant life events of members and for fostering a caring and supportive community.

ARTICLE XI. SPECIAL AND AD HOC COMMITTEES

Section 11.1. The Board may create special or ad hoc committees, including but not limited to a Nominating Committee, as it deems necessary to carry out specific tasks or projects on behalf of The Club. Such committees shall have limited duration as designated by the Board, but in any event shall disband upon completion of the assigned purpose.

Section 11.2. Members of a special or ad hoc committee who are not trustees shall not be entitled to vote on matters before the Board.

Section 11.3. NOMINATING COMMITTEE.

(a) A nominating committee comprising three (3) to five (5) members in good standing shall be appointed by the Board each year in which there shall be an election of one or more officers. At least one trustee must serve on the committee, but no more than a minority of committee members may be trustees.

(b) The Nominating Committee shall seek and vet candidates from the membership for offices designated that year for election. The names of candidates determined to be eligible for office by the committee shall be submitted to the Board of Trustees for its

information and thereafter distributed to members in good standing no less than two (2) weeks in advance of the annual meeting.

(c) The Nominating Committee shall disband following the election for which it has been appointed.

ARTICLE XII. INTEREST GROUPS

Section 12.1. The Board may create, from time to time, informal interest groups that engage in ongoing, recurring activities which members may join on an opt-in basis. Interest groups shall be self-governing with respect to their internal activities and leadership, provided they comply with these bylaws and the policies of The Club.

Section 12.2. Interest group activities shall be distinct from club-wide social events coordinated by the Special Events Committee. Expenses incurred by an interest group in offering any activity shall be borne by its participating members and shall not be included for any purpose in the annual budget of The Club.

Section 12.3. Interest group leaders shall have no authority in the governance of The Club and shall not vote on matters before the Board.

ARTICLE XIII. FINANCES

Section 13.1. FISCAL YEAR. The fiscal year of The Club shall commence June 1 and end on May 31 of each year.

Section 13.2. DEPOSITS AND DISBURSEMENTS. All funds of The Club shall be deposited in such financial institution as the Board may approve or designate. Disbursements of all such funds shall be made only as authorized by the Board and executed by check, debit card, electronic transfer or other payment methods approved by the Board. All withdrawals shall require authorization by one or more officers as the Board may designate. At all times, at least two officers shall be designated as authorized signatories on all accounts of the Club.

Section 13.3. BONDING. No bond shall be required of the Treasurer or other officers whose signatures may be required for issuance of checks from the account of The Club.

Section 13.4. INUREMENT. No monies of The Club shall inure to the benefit of, or be distributable, to any member, trustee, or officer unless to reimburse such person for an expenditure reasonably incurred on behalf of The Club.

ARTICLE XIV. NON-DISCRIMINATION

Section 14. It shall be the policy of The Club not to discriminate against any person on the basis of age, race, color, ethnicity, disability, religion, or any other characteristic protected by law, in any of its policies, procedures, or practices.

ARTICLE XV. AMENDMENT OF BYLAWS

Section 15. Except as otherwise provided by New Jersey law, these bylaws may be amended or repealed by two-thirds (2/3) or more of the membership present and in good standing, provided that written notice of the proposed amendment(s) has been given to the membership at least thirty (30) days in advance. Any change in the bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

ARTICLE XVI. DISSOLUTION

Section 16.1. Voluntary Dissolution. The Club may be dissolved by the affirmative vote of a majority of the Board and a two-thirds (2/3) vote of members in good standing present at a special meeting called for such purpose upon notice sent thirty (30) days in advance.

Section 16.2. Distribution of Assets. Upon dissolution of The Club, any assets remaining after payment of debts and liabilities shall be distributed exclusively to one or more nonprofit organizations that are tax-exempt under Section 501(c)(7) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, or to a state or local government entity, provided that such assets shall be used for a public purpose. Under no circumstances may any assets of The Club be distributed to a private individual.

ARTICLE XVII. INDEMNIFICATION

Section 17. To the fullest extent permitted under the laws of the State of New Jersey, The Club shall indemnify its trustees, which shall include officers and committee chairs and co-chairs, as well as any member volunteering on behalf of The Club, against liabilities and expenses reasonably incurred in connection with their service to The Club.

ARTICLE XVIII. CONFLICT OF INTEREST

Section 18. Trustees, which shall include officers, committee chairs, and co-chairs, shall disclose any conflicts of interest and abstain from voting on matters in which they have a direct or indirect financial interest.

ARTICLE XIX. SEVERABILITY

Section 19. If any provision of these bylaws is determined to be invalid, illegal, or unenforceable, such determination shall not affect the validity, legality, or enforceability of the remaining provisions, which shall remain in full force and effect.

ARTICLE XX. GOVERNING LAW

Section 20. These bylaws and the operations of The Club shall be governed by the laws of the State of New Jersey.

The foregoing bylaws were duly adopted as and for the bylaws of the Women's Connection of the Morris Area, a New Jersey Nonprofit Corporation at the organizational meeting of this corporation held on October 13, 2025, and shall be effective as of said date.