

**BY-LAWS
of the
NEW JERSEY REGIONAL COALITION**

Approved by NJRC Board on: January 16, 2009

Approved by Leadership Assembly on: January 25, 2009

Revision approved by the Leadership Assembly on: Jan 24, 2010

Article I. NAME

The name of this corporation is the NEW JERSEY REGIONAL COALITION, also known as NJRC.

Article II. PURPOSE

The New Jersey Regional Coalition (NJRC) is a coalition of interfaith and community-based organizations joined in a strategic alliance to reduce the disparities among communities in New Jersey. Toward this goal, NJRC strives to:

- To advance regional equity throughout the state of New Jersey by bringing together member organizations to act together around common or related public policy initiatives.
- To promote and strengthen individual member organizations, building institutional capacity for themselves and for NJRC as a whole through effective communication, leadership training, research, events and actions.

NJRC is a tax-exempt organization under Section 501(c)3 of the Internal Revenue Code. No part of the net earning of NJRC shall be for the benefit of, or be distributed to, its members, officers, or other private persons, except as an authorized and reasonable compensation for services rendered in furtherance of the purpose set forth above.

Article III. STRUCTURE

Section 1: Local District Councils (LDC)

(a) Definition

NJRC is a statewide membership organization that is organized primarily through Local District Councils around the state. A Local District Council (LDC) has a minimum of two or more **Member Organizations** (see below). All members of an LDC are considered "members in good standing," when they show commitment to NJRC principles, participate in its activities and pay membership dues.

LDCs must have a membership from a multi-jurisdictional, geographically proximate region. LDCs shall strive to be interfaith and racially and economically diverse.

(b) Officers

A LDC shall be organized by its Member Organizations, who will elect a minimum of three officers selected from the Member Organizations: a chair and vice chair (or co-chairs), a recording secretary and a treasurer (duties can be combined in one person). The chair or-chairs shall preside over meetings of the LDC and maintain good lines of communication with **NJRC Board of Trustees** (see below) and staff. The recording secretary shall keep a record of all LDC actions to ensure accountability. The treasurer shall take responsibility for the LDC finances, including, but not limited to, the collection and payment of dues. Additional officers may be elected by the LDC as it sees fit.

(c) Meetings

LDCs shall meet on a regular basis.

(d) Responsibilities

The LDC shall be responsible for:

1. The submission of an annual budget and work program to the NJRC Board of Trustees for approval in time for the Board to prepare the statewide annual budget and work program, which is approved annually in the first quarter by the **Leadership Assembly** (see below).
2. The recruitment of new Member Organizations.
3. Identification and development of new local leaders.
4. Establishing a local Clergy Caucus and sending leaders to the statewide **Clergy Caucus** (see below).
5. Identification and development of regional equity issues to propose to the Leadership Assembly.
6. Having leaders participate in training and serve on **Issue Task Forces** (see below).
7. Fundraising and collecting Membership Organization dues.
8. Ensuring the turnout of local Member Organizations in statewide actions, training and events.

(e) Representation of the LDC on the NJRC Board of Trustees

Each LDC shall have two representatives on the NJRC Board for every five dues-paying member organizations within the LDC, up to a maximum of four representatives. Each Board member shall have one vote.

(f) Representation of the LDC at the Leadership Assembly

There is no limit to the number of leaders each LDC may send as delegates to the Leadership Assembly. Each delegate will have one vote.

Section 2: Types of Membership

NJRC membership is composed of religious congregations, state and regional not-for-profit organizations, local and regional labor unions and civic organizations which have a constituency base and share the goal of promoting regional equity. Membership is divided into two kinds: **Member Organizations**, primarily members of LDCs, and **At-large Member Organizations**, primarily statewide members of NJRC.

Both kinds of members are considered "members in good standing" if they pay their agreed dues and adhere to the other responsibilities of membership.

(a) Member Organizations

Organizations shall be eligible to become **Member Organizations** of NJRC when they agree to the following:

1. Each Member Organization shall be required to help set up and/or participate in the **Local District Council (LDC)** (see above) for their region.
2. All Member Organizations are required to select a representative to serve on the LDC. Any member of the organization's clergy, lay leaders, staff, officers or other leaders are eligible.
3. Each Member Organization shall be responsible for the payment of annual dues to the NJRC, through the LDC. The amount of dues will be set by a two-thirds vote of the Board of Trustees and by a majority agreement of the Leadership Assembly.
4. All Member Organizations in good standing are entitled to services provided to the Coalition as a whole, including communication, leadership training, consultation, regional analysis and evaluation, unless there are specific agreements otherwise.
5. By a two-thirds vote, the NJRC Board of Trustees may terminate the membership of any Member Organization found to be ineligible or not adhering to the principles or responsibilities as set forth in this Section.
6. All leaders of a Member Organization, not just the representative to the Local District Council, shall be eligible to:
 - participate in NJRC's Leadership Assembly
 - serve on Issue Task Forces or other committees established by NJRC's Board of Trustees

- and stand for election to NJRC's Board of Trustees at the Leadership Assembly.

(b) At-Large Member Organizations

At-large Member Organizations may be statewide or regional policy groups, religious adjudicatories, chapter organizations, statewide affiliates of national organizations or other groups engaged in organizing and/or public policy work consistent with the mission and purpose of NJRC.

A representative of an At-large Member Organization may be nominated and elected to the NJRC Board at the Leadership Assembly, but the total number of At-Large Organizations on the Board is limited to two-fifths or less of the total number of Board members.

Organizations shall be eligible to become At-large Member Organizations of NJRC when they agree to the following:

1. Each At-large Member Organization shall be responsible for the payment of annual dues to the NJRC. The amount of dues will be set annually by a two-thirds vote of the Board of Trustees and by a majority agreement of the Leadership Assembly.
2. All At-large Member Organizations in good standing are equally entitled to services provided to the Coalition as a whole, including communication, leadership training, consultation, regional analysis and evaluation, unless there are specific agreements otherwise.
3. The NJRC Board of Trustees, by a two-thirds vote, may terminate the membership of any At-large Member Organization found to be ineligible or not adhering to the principles or responsibilities as set forth in this Section.
4. All leaders of an At-large Member Organization in good standing shall be eligible to:
 - participate in NJRC's Leadership Assembly
 - serve on Issue Task Forces or other committees established by NJRC's Board of Trustees
 - and stand for election to NJRC's Board of Trustees at the Leadership Assembly. (At-large Member Organizations are limited to no more than 2/5 of the NJRC Board of Trustees.)
5. Like other members of the Board of Trustees, each At-large Member Organization on the Board shall have one vote.

Section 3: Clergy Caucus

(a) Definition

NJRC shall establish a statewide Clergy Caucus composed of all members of the clergy, primarily from, but not limited to, Member Organizations of LDCs. Each LDC shall establish a local Clergy Caucus that will send leaders to the statewide Clergy Caucus.

(b) Officer

The Chairperson of the statewide Clergy Caucus shall be nominated from its membership and serve as a liaison and voting member to the NJRC Board of Trustees. The Chairperson shall be responsible for ensuring that members of the clergy from all Member Organizations are informed of meetings of the statewide Clergy Caucus and shall report to the Board on all its meetings. The statewide Clergy Caucus shall maintain communication with and coordinate the activities of the LDC Clergy Caucuses.

(c) Meetings

The statewide Clergy Caucus shall meet a minimum of two (2) times a year on such dates and at such times and places as shall be designated by the chairperson.

(d) Responsibilities

The statewide Clergy Caucus shall provide leadership in developing and articulating the mission, objectives and strategies of the NJRC in a manner that enhances the values and development of Member Organizations and the Local District Councils.

The statewide Clergy Caucus shall have primary responsibility for developing strong and supportive relationships between the NJRC and religious judicatories, and for the recruitment of new congregations and institutions.

Section 4: Advisory Council

(a) Definition

NJRC shall establish an Advisory Council, a non-voting council of advisors comprised of regional and statewide organizations that bring resources, relationships, research, expertise, technical assistance and strategic advice to NJRC. Advisory Council members shall be nominated by any member of the NJRC Board and must be approved by all members of the NJRC Board. Government agencies cannot be members of the NJRC Advisory Council.

(b) Officer

The NJRC Board will appoint a liaison from the Advisory Council to serve as a voting member of the NJRC Board and Chair of the Advisory Council .

(c) Meetings

The Advisory Council will meet at least once a year to discuss emerging opportunities and challenges on the regional equity agenda.

(d) Responsibilities

Annually, the Advisory Council will make recommendations on issues to the NJRC Board, who will in turn propose Issue Task Forces for the coming year to the Leadership Assembly. Throughout the year, the Advisory Council will maintain open and frequent communication with LDC Issue Task Forces.

Article IV. GOVERNMENT

Section 1: Division of Powers

The governing powers of the NJRC shall be divided between two representative bodies: the **Leadership Assembly**, which shall have certain and limited powers, and the NJRC Board of Trustees, which shall have all and full powers that are not specifically reserved to the Leadership Assembly. The **NJRC Board of Trustees** shall constitute the legal entity of the NJRC.

Section 2: The Leadership Assembly

(a) Composition

The Leadership Assembly shall be composed of delegates from each of the Member Organizations. Only organizations in good standing will be allowed to send delegates to the Leadership Assembly and there shall be no limit on the number of delegates. Every delegate will have one vote.

(b) Powers and Responsibilities

The Leadership Assembly shall hold an Annual Meeting within the first quarter of the calendar year. Further meetings can be called by the Board of Trustees or two-thirds of the LDCs as specified in part (c) of this section.

At its Annual Meeting, the Leadership Assembly shall act on proposals from NJRC's Board of Trustees, having the following powers:

1. Adopt NJRC's annual budget, organizational calendar and work plan.
2. Elect the officers of the NJRC Board of Trustees.
3. Approve changes to NJRC by-laws.
4. Approve the dues structure for Member Organizations, LDCs and At-large members of NJRC.
5. During the Annual Meeting, Assembly delegates can propose for a vote an alternative to any of the proposals from the Board of Trustees.
6. All decisions of the NJRC Board can be reversed, changed, overturned or nullified by a two-thirds majority at an authorized meeting of the full Leadership Assembly.

(c) Meetings

Besides the Annual Meeting specified above, the Leadership Assembly shall meet on such dates and at such times and places as shall be determined by the NJRC Board. Special meetings of the Leadership Assembly may also be called by written request to the NJRC Board or two-thirds of the Local District Councils.

Member Organizations shall be notified at least thirty days before Leadership Assembly meetings. Special meetings of the Leadership Assembly may be called by the NJRC Board with less notice, if it is deemed necessary and in the best interest of the corporation.

(d) Quorum

Representation from 20% of the Member Organizations and At-large Member Organizations shall constitute a quorum for the transaction of business at any meeting of the Leadership Assembly.

(e) Manner of Acting

At any meeting of the Leadership Assembly where there is a quorum present, the act of a majority of Delegates present at shall be the act of the Leadership Assembly, unless otherwise provided by law or these By-laws. Each delegate shall cast one vote on each matter that comes before the body.

Section 3: The NJRC Board of Trustees

The business of the NJRC is conducted by the NJRC Board of Trustees (herein referred to as Board). The Board shall constitute the legal entity of the NJRC, and have all and full powers that are not specifically reserved to the Leadership Assembly.

(a) NJRC Board of Trustees Membership

Nominations for membership of the Board and its officers will be proposed by the Board of Trustees to be elected at the Leadership Assembly Annual Meeting in the first quarter of the year.

Membership shall not fall below 3 or exceed more than 40 members.

The membership of the Board will consist of at least one member representing each Local District Council and At-large Members, although At-large Members of the Board may not exceed 2/5 of the total Board membership. Also on the Board will be the chairman of the Clergy Caucus, the immediate past president and the chairman of the Advisory Council. Nominations for NJRC officers will be made by the Board, and approved by a vote of the Leadership Assembly.

Excluding officers and the immediate past president, other members of the Board may delegate an alternate for their Board position, who may vote on their behalf.

All members of the NJRC Board must be in good standing, meaning that each are paying dues to NJRC, either directly or through an LDC, are participating in regional and statewide events and otherwise adhering to NJRC responsibilities, guidelines and principles.

All members of the NJRC Board shall serve three-year terms. Every effort will be made to ensure that no more than one third of the Board will be up for re-election at a time.

Additional criteria for Board membership may be determined by the NJRC Board, when agreed as amendments to these by-laws and approved at the annual meeting of the Leadership Assembly.

(b) Powers

The Board shall be the authorized legal entity of the NJRC, and shall have full power and fiduciary responsibility to manage and operate the corporation. The powers of the Board shall include, but not be limited to:

1. Calling, organizing and evaluating meetings of the Leadership Assembly.
2. Developing and recommending an annual budget to the Leadership Assembly.
3. Nominating a slate of officers for election by the Leadership Assembly.
4. Proposing an annual calendar of events, work program and Issues Task Forces for approval by the Leadership Assembly.
5. Determining by a two-thirds vote the dues assessment for Member Organizations and LDCs that will be recommended to the Leadership Assembly.
6. Acting on an interim basis between meetings of the Leadership Assembly, amending or revising an annual budget for the NJRC.
7. Hiring, setting the compensation for, and evaluating the performance of the Executive Director.
8. Determining policy and strategy on all matters pertaining to administration, organizing, training, and regional equity matters.
9. Directing and evaluating the work of Issue Task Forces and other committees.
10. Evaluating with Member Organizations the effectiveness of the relationship between the NJRC and Member Organizations.

11. By a two-thirds vote, terminating the membership of any Membership Organization or At-large Membership Organization found to be ineligible or not adhering to the principles or responsibilities as set forth in these by-laws.
12. Entering into a contract for training and consultation for the NJRC and Member Organizations.
13. Entering into contracts with other organizations or individuals.

(c) Meetings

The Board shall meet on such dates and at such times and such places as shall be proposed by the Executive Committee, with no fewer than six meetings in a year. At its last meeting of the year, the schedule for the next year shall be approved by the Board. A notice of each Board meeting and its agenda shall be circulated in advance of each meeting. Every effort will be made to ensure that items brought before the Board for action will be circulated, along with any necessary supporting materials, in advance of the meeting.

(d) Quorum

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

(e) Manner of Acting

The act of a majority of members present at a meeting of the Board at which a quorum is present shall be the act of the Board, unless otherwise provided by law or these by-laws. Each representative shall cast one vote on each matter that comes before the body.

(f) Vacancies and Removal

Vacancies on the Board can be filled on an interim basis by a two-thirds majority of the Board, but permanent positions will be proposed and voted on by the Leadership Assembly.

Any member of the Board who has been absent for three consecutive meetings of the Board shall be so notified by the Recording Secretary. Such absences can be considered a reason for removal from the Board. Any Representative to the Board may be removed by an affirmative vote of two-thirds of the Board whenever, in its judgment, the best interests of the corporation would be served.

Article V. OFFICERS

Section 1: Titles, Terms and Qualifications

The officers of the NJRC shall be President, 1st Vice President, 2nd Vice President Treasurer, Recording Secretary and Corresponding Secretary. These officers shall be elected at the Annual Meeting of the Leadership Assembly. Non-officer positions on the Board include the Immediate Past President, the Chairman of the Clergy Caucus and the Chairman of the Advisory Council as well as representatives of LDCs.

Any individual nominated for election as an officer or member of the NJRC Board shall be a member in good standing. All officers are strongly encouraged to attend week-long leadership training, either prior to, or early in their tenure as a NJRC officer. No person who holds elected political office or is a candidate for elected political office shall be nominated, elected, or serve as an officer of the NJRC.

Section 2: Duties

(a) President

The President shall preside at all meetings of the Leadership Assembly and the Board of Trustees. The President shall see that all orders and resolutions of the Leadership Assembly and Board are carried into effect. The President shall have general superintendence of all other officers and see that their duties are properly carried out. The President shall consult with, and report to, the Leadership Assembly and Board and Executive Committee on all matters within his/her knowledge and competency which the interest of the corporation may require to be brought to their attention. He/she shall be an ex-officio member of all committees. His/her signature shall be one to appear on all contracts authorized by the Board. The President shall perform all other duties incident to the office of the President subject, however, to control of the Board.

(b) 1st Vice President

The Vice President shall carry out the duties of the President in the absence of the President. He/she shall perform other such other duties as assigned by the Board, such as overseeing NJRC's events, fundraising or issues agenda.

(c) 2nd Vice President

The Vice-president shall carry out the duties of the President in the absence of the President and 1st Vice President. He/she shall perform other such other duties as assigned by the Board, such as overseeing NJRC's events, fundraising or issues agenda.

(d) Treasurer

The Treasurer shall keep, or cause to be kept, a full and correct account of the receipts and disbursements of the NJRC in the book belonging to the corporation. He/she shall deposit, or cause to be deposited, all monies and other valuable effects in the name of and to the credit of the corporation in such banks of deposit as may be designated by the Board. He/she shall be the chairperson of the Finance Committee and shall provide an accurate and current financial report at meetings of the Board along with a projection of cash flow into the next quarter thus keeping the Board apprised of its fiduciary responsibility. To ensure that reporting and record keeping

are adequate, the Treasurer shall oversee an annual audit and ensure that any audit recommendations are implemented.

(e) Recording Secretary

The Recording Secretary shall keep, or cause to be kept, full minutes of all meetings of the Leadership Assembly and Board and make sure that all absent Board members receive any document circulated at Board meetings. He/she shall have or designate custody of the corporate seal and shall affix, or cause to be affixed, the same to all papers and documents whenever they shall be required. He/she shall give, or cause to be given, notice of all meetings of the Leadership Assembly and Board. He/she shall perform such other duties as assigned by the Board.

(f) Corresponding Secretary

The Corresponding Secretary shall be responsible for internal communication between the Board, the Local District Councils and the Member Organizations, including by not limited to, maintenance of the NJRC website, and e-mail and mailing lists. The Corresponding Secretary shall also be responsible for communication between the NJRC and other organizations, including the press, publications and electronic media. The Corresponding Secretary may establish a Communications Committee to assist in these duties and shall chair such Committee. He/she shall perform such other duties as assigned by the Board.

Section 3: Method of Election

The Board shall present a slate of nominations to the Leadership Assembly Annual Meeting for the election of Board members and its officers. Nominations may be taken from the floor of the Leadership Assembly or submitted by the Local District Council in advance of the Leadership Assembly to the Board. Members of the Board and Officers shall be elected by a majority vote of the Leadership Assembly and shall assume office upon election.

Section 4: Vacancies and Removal

In the event of a vacancy in any office, the Board may, at its discretion, fill that office on an interim basis by a two-thirds majority vote of the remaining Board until the formal election at the next Annual Meeting of the Leadership Assembly.

Any officer elected by the Leadership Assembly or appointed by the Board may be removed from office by an affirmative vote of two-thirds of the Board whenever, in its judgment, the best interests of the corporation would be served.

Article VI. COMMITTEES

Section 1: Finance Committee

(a) Composition

The Finance Committee shall be composed of a minimum of three (3) members, appointed from and by the Board. The Treasurer shall be chairperson of the Finance Committee.

(b) Responsibilities The Finance Committee shall develop for presentation to the Executive Committee an annual budget and propose annual dues for Member Organizations and LDCs. The Finance Committee shall monitor the implementation of the budget, including the implementation of the fundraising plan, as approved by the Board. As necessary, the Finance Committee shall propose modifications or revisions of the Budget to the Board throughout the year. In addition, the Finance Committee will work with the auditor and ensure that his/her recommendations are carried out.

(c) Meetings

The Finance Committee shall meet a minimum of four (4) times a year on such dates and at such times and places as are designated by the chairperson, Treasurer or Board.

Section 2: Issue Task Forces

(a) Composition

Each statewide Issue Taskforce, as created by the Leadership Assembly, shall be composed of representatives from the Local District Councils and At-Large Organization Members. The chairperson of each Task Force shall be appointed from and by the Board.

(b) Responsibilities

Each Issue Task Force shall research, develop, recommend and assist in implementing strategies for action on the specific issue as determined by the Leadership Assembly. In order to ensure success, strategies developed by the Issue Task Forces shall be designed in such a manner that they are:

- Specific
- Realizable
- involve large numbers of people
- have the goal of achieving major, positive impact on the specific issue of concern within a regional equity agenda.

The chairperson of each Issue Task Force shall be responsible for ensuring that Representatives from each LDC are present at meetings, and shall report regularly to the Board and Leadership Assembly.

(c) Meetings

Issue Task Forces shall meet as directed by the chairperson or the Board.

Section 3: Other Standing or Ad Hoc Committees

The Board may create committees for any services deemed necessary. The chairperson of each committee shall be appointed from and by the Board. The Board shall appoint any number of representatives to serve as members of committees.

Article VII. EMPLOYED STAFF

The NJRC will have an Executive Director. The Executive Director will be the Lead Organizer of the NJRC. The Board of the NJRC will hire, evaluate and fire the Executive Director of the NJRC. All other staff of the NJRC will be hired and fired by the Executive Director.

Article VIII. MISCELLANEOUS PROVISIONS

Section 1: Corporate Seal

The Corporate Seal of the NJRC shall be in circular form, bearing the name "NEW JERSEY REGIONAL COALITION" and the word "New Jersey" in the marginal circle and the words "Corporate Seal" in the inner circle. Said seal may be used by causing it or a facsimile or equivalent thereof to be impressed or affixed or reproduced.

Section 2: Checks, Drafts, Notes and Contracts

All checks, drafts, or other orders for payment of money, all notes or other evidences of indebtedness, all contracts, or other documents and instruments that are issued in the name of the NJRC shall be signed by such officers or other representatives or agents as shall be authorized by the Board. At least two (2) so authorized signatures must appear on all checks.

Section 3: Fiscal Year

The fiscal year of the corporations shall begin the first day of January and end on the last day of December each year.

Section 4: Annual Audit

The financial books and records of the NJRC shall be audited each year by a Certified Public Accountant hired by the NJRC.

Section 5: Political Prohibitions

Notwithstanding any other provisions of the Articles of Incorporation of the NJRC or these By-laws, the NJRC shall not carry on any activities not permitted to be carried on by a) a corporation exempt from Federal income tax under 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Service law); or (b) a corporation, contributions to which are

deductible under section 170(c)2 of the Internal Revenue Code of 1986 (or corresponding provision of any future United State Internal Revenue Service law).

Section 6: Indemnification

The NJRC shall, to the fullest extent now and hereafter as may be permitted by the law, indemnify any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of fact that s/he (or a person of whom s/he is a legal or personal representative or heir or legatee) is or was an officer, employee, representative or other agent of the NJRC, or of any other organization served by him/her in any capacity at the request of the NJRC, against judgments, fines, amounts paid in settlement and reasonable expenses, including legal fees.

Section 7: Dissolution and Distributions

Upon dissolution of the NJRC, the Board shall, after making provision for the payment of all the liabilities, dispose of the assets of the NJRC for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable educational, religious, or scientific purposes as shall at the time qualify as a tax exempt organization under Section 501(c)3 of the Internal Revenue Code of 1986 (or corresponding provision of any future United State Internal Revenue Service law) as the Board shall determine.

Section 8: Force and Effect

These By-laws are subject to the provisions of the State of New Jersey Non-Profit Corporation Act and the corporation's Certificate of Incorporation as amended from time to time. If any provisions of these By-laws are inconsistent with a provision of the Act or Certification of Incorporation, the Act or Certificate shall govern to the extent of their inconsistency.

Article IX. REVISION OF BY-LAWS

These By-laws may be altered, amended, revised, or repealed, and new and other by-laws may be made and adopted at a meeting of the Board at which a quorum is constituted, by an affirmative vote of two-thirds of the body. Prior notice of such alteration, amendment, revision, or repeal shall be given to all Representatives of the Board as stipulated in these By-laws. The changes shall be submitted to the next Annual Meeting of the Leadership Assembly for a vote of final approval.

Revision history:

- Initial bylaws approved January 2009.
- In January 2010, Article III, Section 1 (e) was modified to expand the number of delegates each LDC could send to be on the board.