

**BY-LAWS  
OF  
NEW JERSEY MUG, INC.**

**ARTICLE I  
Board of Trustees**

1.1 **BOARD OF TRUSTEES.** The activities of the corporation shall be managed by the Board of Trustees which shall consist of, at most eleven (11) Trustees, divided into three staggered classes consisting of three, four and four Members respectively (the "Board"). At least one Trustee shall be a member of the faculty of Montclair State College.

1.2 **ELECTION.** The Trustees shall be a member in good standing and elected by the Members at the Annual Meeting and shall, except as otherwise provided, serve until their terms expire, and respective successors are elected and qualified. An election will be held every two (2) years starting in April, 2013 with three (3) Trustees whose terms shall expire in April, 2019 and four (4) Trustees whose terms will expire in April, 2017 and four (4) Trustees whose terms will expire in April 2015. Elections to the Board of Trustees will occur thereafter, every two (2) years to fill the Trustee vacancies that occur because of the expirations. Vacancies on the Board may be filled at any time by the vote of a majority of the Trustees in office.

1.3 **NOMINATING COMMITTEE.** The president shall, with the advice and consent of the Board, appoint a Nominating Committee of one or more Members or Trustees, provided that at least one member of the Nominating Committee shall be a Trustee and act as the committee's chairman. The Nominating Committee shall recommend to the Board the names of persons to be submitted for election as Trustees. The Trustees shall be elected by the Members at the annual meeting of Members.

**ARTICLE II  
Members**

2.1 **CLASSES OF MEMBERSHIP.** The Members of the corporation shall be divided into: General Members, Corporate Members, College Members, Trustee Emeritus Members and Honorary Life Members. The qualifications and the relative rights and limitations of each class shall be as follows:

General Members: A General Member shall be a person or related group of people who have an educational, professional, or scientific interest in the use of a graphic interface computer. The structure of the General Members' class of membership shall be defined by the Board of Trustees.

Corporate Members: Companies or firms can become company Members, if they are producing goods or services for the computer and/or related industries. Company Members can appoint three representatives. A Company Member's representative shall be required to be a person who can qualify and act as a Member, and will have the same rights and privileges as a Member. A company can change its representatives at any time it wishes.

College Members: Any full-time student or faculty or staff member of Montclair State College shall be eligible to become a College Member. College Members shall not be required to pay dues and shall not be entitled to the free receipt of newsletters, disks or other materials offered at no charge to General Members or Corporate Members.

Trustee Emeritus Member: The title "Trustee Emeritus" may be conferred, for life, and be able to be rescinded by the Board of Trustees, upon any former Trustee who has retired from the Board. The Trustee Emeritus is a non-voting member of the Board, but has all of the rights of a General Member, and will not be required to pay dues.

Honorary Life Member: The title "Honorary Life Member" may be conferred, for life, and be able to be rescinded by the Board of Trustees, upon any former General Member that it feels it should honor with the title "Honorary Life Member", and has all of the rights of a General Member, and will not be required to pay dues.

2.2 RIGHTS OF MEMBERS. Each Member shall have a right to (i) attend all general meetings of the Corporation, (ii) vote on all matters of Corporation business, and (iii) be elected or appointed to any office in the Corporation, other than President, Treasurer and Secretary, unless they have been elected Trustees.

2.3 MEMBERS REGISTER. A register of all Members shall be kept at the office of the Treasurer and shall be available for inspection by Members during monthly meetings.

2.4 DUES. The Board of Trustees shall fix from time to time the dues for each class of Members. Dues shall be payable annually as specified by the Board of Trustees. Dues shall not be refundable, notwithstanding a person's membership shall have terminated prior to the end of the year for which the dues were paid whether by reason of resignation, removal or otherwise.

2.5 TERMINATION OF MEMBERSHIP. A Member may resign by giving notice to the Corporation's secretary. A Member who is sixty (60) days in arrears in payment of dues shall cease to be a Member, an officer or a Trustee. A Member may be removed from the Membership for conduct deemed to bring disrepute to the Corporation or its Members. Such removal shall require a majority vote of the Trustees.

**ARTICLE III**  
**Meetings of Members and Trustees**

3.1 ANNUAL MEETING. The Annual Meeting of Members for the election of Trustees and other business that may come before the meeting shall be held on the third Tuesday in April of each year, upon not less than ten nor more than sixty days' written postal mail, e-mail, the group's Internet Web Site or hand delivered notice of the time, place, and purpose of the meeting. The meeting shall be held at either Montclair State College or another place and time as shall be specified in the notice of the meeting.

An annual meeting of the Board shall follow within thirty (30) days the Annual Meeting of Members, to elect officers and to take other action that may come before the meeting. The Board may provide for additional regular meetings of the Members and the Board.

3.2 SPECIAL MEETINGS OF MEMBERS OR BOARD. Special meetings of the Members or the Board for any purpose or purposes may be called at any time by the president or by any three of the Trustees. Special meetings of the Members shall be held upon not less than ten, nor more than sixty, days' notice given by postal mail, e-mail, hand delivered or on the Corporation's Internet site. Special meetings of the Trustees shall be held upon not less than two days' notice given personally or by telephone, or electronic communication and upon not less than four days' notice given by depositing notice in the United States mail, ~~postage prepaid~~, to all Trustees. This notice shall specify the time and the place of the meeting.

3.3 WAIVERS OF NOTICE OF BOARD MEETINGS AND ADJOURNMENTS. Notice of a meeting need not be given to any Member or Trustee who signs a waiver of notice before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to that Member or Trustee of the 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 the notice of the meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten days in any one adjournment.

3.4 ACTION WITHOUT MEETING. The Members or the Board or any committee of the Board may act without a meeting if, prior or subsequent to the action, each Member or Trustee or committee Member shall consent in writing to the action. The written or e-mail consent or consents shall be filed with the minutes of the meeting.

3.5 MEETING BY TELEPHONE. The Board or a committee of the Board may participate in a meeting of the Board or a committee, by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to communicate with each other.

3.6 QUORUM. A majority of Trustees shall constitute a quorum for the transaction of business at a meeting of Trustees. All attending Members shall constitute a quorum for the transaction

of business at a meeting of Members. The act of the majority of the Members or Trustees at a meeting at which a quorum is present shall be the act of the meeting [except that an act of a majority of the entire Board shall be required with respect to any amendment to these By-laws or the Certificate of Incorporation, or the making of any grant or distribution of funds].

## **ARTICLE IV**

### **Committees of the Board**

4.1. The Board, by resolution approved by a majority of the entire Board may appoint from among the Trustees one or more committees (other than the Nominating Committee provided for in Section 1.3) of one or more Members, each of which, to the extent provided in the resolution, shall have and may exercise the authority of the Board. However, no committee can take the following actions:

- (A) Make, alter, or repeal any by-laws of the corporation;
- (B) Elect or appoint any officer or Trustee, or remove any officer or Trustee;
- (C) Make any grants or distributions of funds;
- (D) Submit to Members any action that requires the approval of Members; or
- (E) Amend or repeal any resolution previously adopted by the Board. which by its terms provides that it shall not be amended by a committee

4.2 The Board, by resolution adopted by a majority of the entire Board, may take the following actions:

- (A) Fill any vacancy in a committee;
- (B) Appoint one or more persons to serve as alternate Members of any committee, to act in the absence or disability of Members of any committee with all the powers of the absent or disabled Members of a committee;
- (C) Abolish any committee at its pleasure; or
- (D) Remove any Members of a committee at any time, with or without cause.

A majority of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee Members present at a meeting at which a quorum is present shall be the act of that committee. Each committee shall appoint from among its Members a chairperson, who must be an elected Trustee, unless the resolution of the Board establishing the

committee designates the chairperson. A vacancy in the position of chairperson shall be filled in the manner of the original appointment.

4.3 Actions taken at a meeting of any committee shall be kept in a record of its proceedings. This record shall be reported to the Board at its next meeting following the committee meeting, except that when the meeting of the Board is held within two days after the committee meeting, the report shall be made to the Board at its second meeting, if not made at the first meeting.

## **ARTICLE V**

### **Officers**

5.1 At its annual meeting, the Board shall elect a President, and one or more Vice Presidents, a Treasurer, a Secretary, and other officers as it shall deem necessary. The Board, by resolution adopted by a majority of the entire Board, may remove any officers, with or without cause.

5.2 The President, Treasurer and the Corporate Secretary shall be Trustees; other officers may, but need not be trustees. The position of any two or more officers may be held by the same person; however, no officer shall execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law or by these By-laws 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 following duties and authority:

- (A) The president shall be the chief executive officer of the corporation, shall have general charge and supervision over and responsibility for the affairs of the corporation, and shall preside at all meetings of the Members. 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 on the office of president of a corporation. From time to time the president may delegate to any other officer any or all of these duties and authority.
- (B) A Vice President, if elected, shall have duties and possess authority as may be delegated to a Vice President by the President. An Executive Vice President, if elected, will act as the chairman of all Board meetings and will assume the President's duties and responsibilities when the president is absent.
- (C) The Treasurer shall have custody of the funds and securities of the corporation and shall keep or cause to be kept regular books of account for the corporation, as well as the membership roster. The Treasurer shall perform other duties and possess

other powers that are incident to the office or that shall be assigned by the President or the Board.

The Treasurer shall pay all the legitimate corporate obligations as authorized by the Board, and has the power to sign checks and move funds of the corporation, with Board approval, but must have specific Board authorization to pay personally him/herself any corporate funds, and must have the check paying said funds countersigned by another corporate officer who is authorized to sign corporate checks.

The Treasurer will also hold the office of the Assistant Corporate Secretary, and can function as the Secretary when required.

- (D) Assistant Treasurers, if elected, shall have duties and limitations as well as possess authority as may be delegated to them by the Treasurer or the Board.
- (E) The Corporate Secretary shall cause notices of all meetings to be served as prescribed in these By-laws 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 other duties and possess powers as are incident to the office or as shall be assigned by the President or the Board.

The Corporate Secretary also will hold the office of the Assistant Treasurer, and can function as the Treasurer when required.

- (F) Assistant Secretaries, if elected, shall have duties and possess authority as may be delegated to them by the Secretary or the Board.

## **ARTICLE VI Compensation**

Neither Members, Trustees, nor Officers shall receive any fee, salary, or remuneration of any kind for their services as Trustees and/or Officers, provided, however, that Trustees and Officers may be reimbursed for reasonable expenses incurred with approval of the Board upon presentation of vouchers.

## **ARTICLE VII Force and Effect of By-Laws**

- 7.1 These By-laws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the Act), and the Certificate of Incorporation of this corporation, as it may be amended from time to time. If any provision in these By-laws 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 the inconsistency.

## **ARTICLE VIII**

### **Dissolution**

8.1 Upon the dissolution of the Corporation, a Board of Trustees, shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE IX**

### **Amendment of By-Laws**

9.1 These By-laws may be altered, amended, or repealed by the Members or the Board, provided that By-laws made by the Board may be altered or repealed by the Members and new By-laws may be made by the Members.

9.2 The Board may amend By-laws adopted by the Members unless the Members prescribe in the By-law at its adoption that it may not be altered or repealed by the Board.

9.3 Notice of any By-law change to be voted on by the Members or the Board shall be given via postal mail or e-mail, not less than ten days prior to the meeting at which the change shall be proposed.

Approved by the New Jersey MUG, Inc. Board of Trustee on April 2, 2013.