

**BYLAWS
OF
NEW JERSEY AL-ANON ASSEMBLY, INC.**

ARTICLE I

Name and Purposes

Section 1. **Name.** The name of the corporation shall be the New Jersey Al-Anon Assembly, Inc. (the "Corporation").

Section 2. **Purposes.** The purposes for which the Corporation was formed and to be promoted or carried out by the Corporation shall be the purposes set forth in its Certificate of Incorporation, as amended from time to time.

ARTICLE II

Offices and Registered Agent

Section 1. **Registered Office.** The address of the registered office of the Corporation in New Jersey shall be as registered with the State of New Jersey, Department of Treasury, and shall be at such location(s) as the Board of Trustees of the Corporation (the "Board") may from time to time determine.

Section 2. **Other Offices.** The Corporation may also have offices at such other places within or outside the State of New Jersey as the Board may from time to time establish and the business of the Corporation may require.

Section 3. **Registered Agent.** The registered agent of the Corporation shall be as identified from time to time by the Board, shall be as registered with the State of New Jersey and shall have a business address identical with the registered office of the Corporation.

ARTICLE III

Members

Section 1. **Qualification of Members.** Every Al-Anon group (which term includes Alateen groups) physically located in the State of New Jersey, and groups that only meet electronically that are registered as a New Jersey Al-Anon group which has registered with the World Service Office of Al-Anon Family Group Headquarters, Inc. (the "WSO") shall be a member (individually, a "Member" and collectively, the "Members") of the Corporation. The registration records of the WSO shall be determinative of whether the Al-Anon group is qualified to be a Member.

Section 2. **Rights and Responsibilities of Members.** Each Member shall have the right to one vote in the election of the members of the Board and such other matters as shall be submitted to a vote of the Members at a meeting duly called and held in accordance with

these bylaws (the “Bylaws”). Each Member shall be responsible for advising the Corporation in writing that it is qualified to be a Member and of the name of, and contact information for, the individual who is the group representative of the Member, qualified to vote on behalf of the Member. The Members shall have such other rights and responsibilities as shall be determined by the Board from time to time.

Section 3. Membership List. The Corresponding Secretary of the Corporation shall maintain a list of the Members and of the group representative of each Member, which shall be the property of the Corporation and shall not be available for public disclosure except at the discretion of the Board.

ARTICLE IV

Meetings of Members

Section 1. Time and Place. Meetings of the Members shall be held at such time and place as shall be fixed by the Board, provided, however; that a meeting of the Members shall be held at least once every two years for the purpose of electing Trustees.

Section 2. Notice of Meetings. Written notice of the time, place and purposes of any meeting shall be given not less than ten nor more than sixty days before the date of the meeting, in person or by mail to each Member entitled to vote at the meeting. The notice shall be deemed delivered when deposited in the United States mail, addressed to the Member’s last known address in the records of the Corporation, postage prepaid.

Section 3. Waiver of Notice. Notice of any meeting of the Members may be waived by any or all of the persons entitled to notice by written waiver before, during or after such meeting. Each Member attending a meeting without protesting, prior to its conclusion, the lack of proper notice, shall be deemed to have waived notice of the meeting.

Section 4. Record Date. The Board may fix a date as the record date for determining the Members entitled to notice of and to vote at any meeting, which date may not be less than ten nor more than sixty days prior to the date of the meeting.

Section 5. Members List. The Corresponding Secretary shall prepare and certify an alphabetical list of the Members entitled to vote at the meeting, which shall be available for inspection during the entire meeting.

Section 6. Quorum. The Members entitled to cast a majority of the votes at the meeting shall constitute a quorum for purposes of transacting business at the meeting.

Section 7. Vote Required. Trustees shall be elected by two-thirds of the votes cast. Except as otherwise required by law, rule or regulation, all other matters to be voted on at the meeting shall be authorized by a majority of the votes cast.

ARTICLE V

Board of Trustees

Section 1. **Powers.** All powers of the Corporation shall be exercised by or under the authority of the Board and the activities, property and affairs of the Corporation shall be managed by or under the direction of the Board. The Board may exercise all such powers and may delegate any and all such powers as it sees fit, subject to restrictions imposed by the Certificate of Incorporation of the Corporation, as amended, these Bylaws, the New Jersey Nonprofit Corporation Act, as amended (the “Act”), and Section 501(c)(3) of the Internal Revenue Code.

Section 2. **Composition.** The Board shall consist of not less than five trustees (individually, a “Trustee” and, collectively, the “Trustees”) and no more than such number of Trustees as is fixed by the Board from time to time. Trustees must be eighteen years of age and must be an individual member of an Al-Anon group which is a Member.

Section 3. **Tenure.** The Board shall be divided into two classes of Trustees. As provided in Article VIII, one of the Trustees will also hold one of the following offices: President (who shall also serve as Chairperson of the Board), Delegate, Alternate Delegate, Treasurer, Recording Secretary (which position corresponds to the office of secretary as prescribed by the Act), and Corresponding Secretary. At each meeting of the Members at which Trustees are to be elected, each person standing for election as a Trustee shall designate the corporate office which that person will hold if elected a Trustee. The Trustees who are to hold the offices of President, (Chairperson), Delegate, Alternate Delegate, Treasurer, and Recording Secretary shall comprise the class of Trustees designated as Class I and shall be elected in for one, three year term, at the Election Assembly Meeting (November 2015). The Trustee who is to hold the office of Corresponding Secretary shall comprise the class of Trustees designated as Class II. At the meeting of the Members at which these Bylaws are adopted (November 2015), the Class II Trustee (Corresponding Secretary) shall be elected for a term of two years. Thereafter, each class of Trustees shall be elected for terms of three years. Except in the case of resignation or removal pursuant to these Bylaws, each Trustee shall hold office until the expiration of his or her term and the election of his or her successor. Trustees may serve an unlimited number of terms but cannot succeed themselves in the same corporate office if they served a full term.

Section 4. **Resignation and Removal.** A Trustee may resign by delivering his resignation in writing to the Corporation at its principal office or to the President or the Recording Secretary of the Corporation. Such resignation shall be effective upon its receipt or upon such date (if any) as is stated in such resignation. A Trustee may be removed for cause by vote of a majority of the Board at a meeting duly called and held and by a vote of a majority of the Members entitled to vote for the election of Trustees.

Section 5. **Vacancies.** Any vacancy on the Board, including, but not limited to, a vacancy resulting from the enlargement of the Board, may be filled by the affirmative vote of a majority of the remaining Trustees. A Trustee elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor or such term as shall be determined by the Board, if the vacancy was created by the enlargement of the Board.

Section 6. Compensation. No Trustee shall receive compensation for services rendered to the Corporation in the capacity of a Trustee, but Trustees, at the discretion of the Board, may be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board may authorize. Trustees may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation pursuant to authorization by the Board, subject, however, to Article XII of these Bylaws and to the relevant provisions of the Act. Notwithstanding the foregoing, the Corporation shall neither authorize nor provide reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes.

Section 7. Written Consent. If the Trustees unanimously consent in writing, including by e-mail, to any action taken or to be taken by the Corporation, the action shall be as valid as of the date the last Trustee signed the consent or the date the last e-mail was received by the Corporation, as though it had been authorized at a meeting of the Board. Such written consents shall be filed in the minute books of the Corporation.

Section 8. Loans. No Loans shall be made by the Corporation to any Trustee unless authorized by the Certificate of Incorporation.

ARTICLE VI

Meetings of the Board

Section 1. Regular meetings of the Board shall be held a minimum of three times per year at such time and place as the Board may determine.

Section 2. Special Meetings. Special meetings of the Board may be called at any time by the President of the Corporation, or on the written request of three Trustees. Such meetings shall be held at the registered office of the Corporation, or at such other place as the Board may from time to time designate.

Section 3. Notice of Meetings. Notice of all meetings of the Board shall be given to each Trustee by personal delivery, mail, overnight mail, or by e-mail, provided, however; that if the Board has established a schedule of the time and place for regular meetings of the Board, no further notice shall be required prior to such meetings. All notices shall be given at least ten days prior to any meeting. The notices sent by mail shall be deemed delivered when deposited in the United States mail, addressed to the Trustee's last known address in the records of the Corporation, postage prepaid. Notices sent by e-mail shall be deemed delivered when sent to an e-mail address specified in writing by the Trustee. Notices sent by overnight mail shall be deemed delivered when deposited with a reputable overnight carrier.

Section 4. Waiver of Notice. Notice of any meeting of the Board may be waived by any or all of the persons entitled to notice by written waiver before, during, or after such meeting. Each Trustee attending a meeting without protesting, prior to its conclusion, the lack of proper notice, shall be deemed to have waived notice of the meeting.

Section 5. Quorum and Voting. Unless otherwise required by law or by these Bylaws, the quorum necessary for the transaction of business shall consist of a majority of the Trustees on the Board. A Trustee may participate in a meeting of the Board by means of a conference telephone or other means of communication enabling all participating Trustees to simultaneously hear one another and such participation shall constitute presence in person. Unless otherwise provided in the Certificate of Incorporation or these Bylaws, the affirmative vote of a majority of the Trustees present at a meeting duly called and held at which a quorum is present shall be the act of the Board.

ARTICLE VII

Committees

Section 1. Standing Committees. The Board may, by resolution adopted from time to time by the affirmative vote of a majority of the entire Board, appoint one or more Trustees to constitute an executive or other standing committee of the Board, with such powers and duties as the Board may prescribe.

Section 2. Special Committees. Special committees may be appointed by the Chairperson of the Board with the consent of the Board, and shall have only the powers specifically delegated to them by the Board. Any special committee may include committee members who are not Trustees.

ARTICLE VIII

Officers

Section 1. Titles and Election. Each of the following offices shall be held by one of the Trustees: President, Delegate, Alternate Delegate, Treasurer, Recording Secretary, and Corresponding Secretary, to hold such office for the term the Trustee is elected. The duties of the officers of the Corporation (individually, an “Officer” and, collectively, the “Officers”) shall be such as are set forth in these Bylaws and as may be prescribed by the Board from time to time.

Section 2. President (Chairperson). The President shall serve as the chief officer of the Corporation and shall have general charge and supervision over and responsibility for the affairs of the Corporation, subject to the approval of the Board. The President shall preside at Board meetings, and shall see that all resolutions of the Board are carried into effect. The President shall perform such other duties as may from time to time be assigned to him by the Board or specifically required to be performed by law or these Bylaws.

Section 3. Alternate Delegate. The Alternate Delegate shall, in addition to being a Trustee, perform such functions as are set forth in the policy manual of the Corporation referred to in Article X of the Bylaws.

Section 4. Treasurer. The Treasurer shall, subject to oversight by the Board, maintain general supervision over the financial affairs of the Corporation and shall cause to be kept accurate books of account. The Treasurer shall oversee the disbursement of funds of the Corporation and shall account for all the transactions undertaken as Treasurer, and report on the financial condition of the Corporation at regular meetings. The Treasurer shall perform such other duties as are incident to the office and as may be assigned by the Board.

Section 5. Recording Secretary. The Recording Secretary shall cause minutes to be kept of all meetings of the Board and the Members and shall be responsible for maintaining the record books of the Corporation. The Recording Secretary shall perform such other duties as are incident to the office and as may be assigned by the Board.

Section 6. Corresponding Secretary. The Corresponding Secretary shall maintain a current mailing list of the Members of the Corporation and shall cause such notices and other correspondence to be sent to the Members as may be directed by the Board. The Corresponding Secretary shall perform such other duties as may be assigned by the Board.

Section 7. Delegate. The Delegate shall serve the Corporation by attending meetings of the WSO and reporting back to the Members the activities conducted at such meetings. The Delegate shall perform such other duties as may be assigned by the Board.

Section 8. Delegation. If any Officer of the Corporation is absent or unable to act, and no other person is authorized by these Bylaws to act in such Officer's place, the Board may from time to time delegate the powers or duties of such Officer to any other Officer, or any Trustee or member representative it may select.

Section 9. Resignation and Removal. An Officer may resign by delivering his or her resignation in writing to the Corporation at its principal office or to the President or Recording Secretary of the Corporation. Such resignation shall be effective upon receipt or upon such date (if any) as is stated in such resignation. The Board may remove any officer who is not a Trustee with or without cause, by an affirmative vote of a majority of the Board at a meeting duly called and held. Any officer who is a Trustee may only be removed as provided in Article V.

Section 10. Vacancies. Vacancies in any office other than in an office held by a Trustee, arising from any cause, may be filled by the Board at a meeting duly called and held. Vacancies in any office the holder of which is also a Trustee may only be filled as provided in Article V.

ARTICLE IX

Agents

The Board may appoint such agents, with such powers and to perform such acts and duties on behalf of the Corporation, as the Board may determine from time to time.

ARTICLE X

Bylaws

Section 1. Force and Effect. These Bylaws are subject to the provisions of the Act and the Certificate of Incorporation of the Corporation, 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.

Section 2. Amendments. These Bylaws may be amended by a vote of two-thirds of the Members at a meeting duly called and held, provided that notice of the meeting is given at least thirty days prior to the date of the meeting and that a copy of the proposed amendments are sent to the Members with the notice of the meeting.

Section 3. Policy Manual. At a meeting of the Members, the Members shall adopt a policy manual (the "Policy Manual"), which shall describe the general organizational structure and operating activities of the Corporation. The Policy Manual may be amended from time to time at subsequent meetings of the Members. Nothing contained in the Policy Manual may be inconsistent with the Certificate of Incorporation of the Corporation or the Bylaws or may adversely affect the Corporation's tax-exempt status or relieve the Board of its statutory or other legal duties or obligations to the Corporation. Should any provision of the Policy Manual be determined to be inconsistent with the language of the preceding sentence, such provision shall be deemed to be deleted from the Policy Manual and the remaining provisions shall be unaffected. In the event the Board determines that any provision of the Policy Manual is inconsistent with such language, it shall direct the Members to consider new or modified language to resolve the inconsistency at a meeting of the Members. The Policy Manual will outline the duties, responsibilities, and powers of the Area World Service Committee, as described in the Policy Manual.

ARTICLE XI

Protection of Trustees

Section 1. Non-Liability of Trustees. The Trustees shall not be personally liable for the debts, liabilities, or other obligations of the Corporation, except that nothing contained herein shall relieve a Trustee from liability for any breach of a duty owed to the Corporation or any act or omission not in good faith or involving an intentional deed, act, or omission, knowing violation of law, or conduct which results in that Trustee improperly receiving a personal benefit.

Section 2. Indemnification. The Corporation shall indemnify, in the manner and to the full extent permitted by the Act, any "corporate agent" of the Corporation (as such term is defined in Section 15A:3-4 of the Act) who was or is a party to, or is threatened to be made a party to, any "proceeding" (as such term is defined in Section 15A:3-4 of the Act), whether or not by or in the right of the Corporation, by reason of the fact that such person is or was a corporate agent of the Corporation. Where required by law, the indemnification provided for herein shall

be made only as authorized in the specific case upon a determination that indemnification of the corporate agent is proper in the circumstances. To the full extent permitted by law, the indemnification provided herein shall include "expenses" (as such term is defined in Section 15A:3-4 of the Act) and in the manner provided by law, any such expenses may be paid by the Corporation in advance of the final disposition of such proceeding. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, corporate resolution, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

Section 3. Insurance. The Corporation shall have the power to purchase and maintain insurance to cover the Corporation, its Trustees, Officers, employees and volunteers, whether or not they may be indemnified pursuant to Section 2 above.

ARTICLE XII

Conflict of Interest

Section 1. Purpose. The purpose of the conflict of interest policy is to protect the Corporation's interests when it is contemplating entering into a transaction, contract or arrangement that might benefit the private interest of an Officer or Trustee or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions. The following terms shall have the following meanings for purposes of this conflict of interest policy:

"Compensation" means direct and indirect remuneration as well as gifts or favors that are not insubstantial.

"Disinterested Trustees" means those Trustees who do not have a financial interest in the matter to be voted upon.

"Financial Interest" means that a person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has or proposes to have a transaction, contract or arrangement.
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has or proposes to have a transaction, contract or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, an entity or individual with which the Corporation is negotiating a transaction, contract or arrangement.

A Financial Interest is not necessarily a conflict of interest. As provided in Section 3, a person who has a Financial Interest may have a conflict of interest only if a majority of the Disinterested Trustees decide that a conflict of interest exists.

“Interested Person” means any Trustee, Officer, or member of a committee described in Article VII, who has a direct or indirect Financial Interest.

Section 3. Procedures. These procedures shall be followed in the event a Trustee, Officer or member of a committee has a Financial Interest:

3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Trustees.

3.2 Determining Whether a Conflict of Interest Exists. After the Interested Person has disclosed the Financial Interest and all material facts to the Trustees at a meeting of the Board and the Interested Person has left the meeting, the Disinterested Trustees shall, by majority vote, decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest. The Disinterested Trustees shall follow these procedures in the event a conflict of interest exists:

a. The Disinterested Trustees shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction, contract or arrangement giving rise to the conflict of interest.

b. After exercising due diligence, including considering the results of the investigation described in 3.3a, the Disinterested Trustees shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction, contract or arrangement under circumstances that would not give rise to a conflict of interest.

c. If a more advantageous transaction, contract or arrangement is not reasonably possible under circumstances not producing a conflict of interest; the Disinterested Trustees shall determine by a majority vote whether the transaction, contract or arrangement is in the Corporation’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the foregoing determination it shall make its decision as to whether to enter into the transaction, contract or arrangement.

Section 4. Violations of the Conflict of Interest Policy. If the Board has reasonable cause to believe an Interested Person has failed to disclose a Financial Interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose. If after hearing the person’s response and after making further investigation as warranted by the circumstances, the Board determines that the Interested Person has failed to disclose a Financial Interest, it shall take appropriate disciplinary and corrective action.

Section 5. Records of Proceedings. The minutes of the meetings of the Board shall contain:

- a. The names of the persons who disclosed or were otherwise found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, actions taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction, contract or arrangement giving rise to the Financial Interest, the content of the discussion, including any alternatives to the proposed transaction, contract or arrangement, and a record of any votes taken in connection with the proceedings.
- c. The action taken by the Board to address the Financial Interest and conflict of interest.

Section 6. Compensation. The following shall apply with respect to matters relating to Compensation paid by the Corporation:

- a. A Trustee who receives Compensation, directly or indirectly, from the Corporation for services rendered is precluded from voting on matters pertaining to that Trustee's Compensation.
- b. A member of any committee formed by the Board whose jurisdiction includes Compensation matters and who receives Compensation, directly or indirectly, from the Corporation for services rendered is precluded from voting on matters pertaining to that member's Compensation.
- c. No Trustee or member of any committee formed by the Board whose jurisdiction includes Compensation matters and who receives Compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to the Board or any such committee regarding Compensation.

Section 7. Annual Statements. Each Trustee, Officer and member of a committee formed by the Board shall annually sign a statement which affirms that such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 8. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and this conflict of interest policy and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum include the following subjects:

- a. Whether Compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable

purposes and do not result in an impermissible private benefit or excess benefit transaction.

Section 9. Use of Outside Advisors. When conducting the periodic reviews provided for in Section 8, the Corporation may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XIII

Dissolution

In the event of dissolution of the Corporation, the Board shall follow all applicable New Jersey and federal laws. Any funds remaining following the payment of, or provision for the payment of, all debts and liabilities of the Corporation shall be distributed to the Al-Anon Family Group Headquarters, Inc., subject to the provisions of the Certificate of Incorporation of the Corporation and Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Code), as approved by the Trustees.

ARTICLE XIV

General Provisions

Section 1. Construction. Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any power or authority granted or permitted to nonprofit Corporations by the Act. References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto unless specifically excepted. Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions shall be unaffected by such holding.

Section 2. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees. The Corporation shall keep at its registered office or principal place of business, a record of its Trustees, names and addresses of all Trustees, a copy of the application for tax exemption, with all correspondence to and from the Internal Revenue Service in connection with the application, and a copy of the annual reports of the Corporation filed with the Internal Revenue Service for the previous three years. Such records must be disclosed to the public upon request in accordance with Internal Revenue Service public disclosure requirements.

Section 3. Checks, Bank Accounts and Investments. The monies and other assets of the Corporation shall be deposited in the name of the Corporation in such bank or banks or financial institution(s) or trust companies as the Board shall designate, and shall be drawn from such accounts only by check or money transfer with proper signatory authority, as shall be determined by resolution of the Board. The funds of the Corporation may be retained in whole

Amended: November 5, 2022

Supersedes: November, 2015

or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may from time to time authorize.

Section 4. Fiscal Year. The fiscal year of the Corporation shall be from January 1 through December 31.