

**BYLAWS
OF
CAPS FOR COURAGE**

**ARTICLE I
POWERS AND LIMITS**

Section 1. Powers.

The Association shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts, which may be necessary or convenient to affect the charitable purposes, for which the Association is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Association may include, but not be limited to, the acceptance of contributions from the public and private sector, whether financial or in-kind contributions.

Section 2. Nonprofit Status and Exempt Activities Limitation.

(a) Non-Profit Legal Status. CAPS FOR COURAGE, Inc. is a New Jersey non-profit Association, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any provision of these Bylaws, no director, officer, employee, member, or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Association shall inure to the benefit or be distributable to any director, officer, member or other private person, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of the Association and these Bylaws

(c) Distribution Upon Dissolution. Upon termination of the CAPS FOR COURAGE, Incorporated, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, which organization(s) have a charitable purpose which, at least generally, includes purposes similar to the terminating or dissolving Association. The organization to receive the assets of CAPS FOR COURAGE hereunder shall be selected in the discretion of a majority of the managing body of the Association, and if its members cannot so agree, a vote of the managing, absent the president shall take place, in which the president will serve as a tie breaker if needed.

ARTICLE II
EXECUTIVE DIRECTOR

Section 1. Election.

The Executive Director of CAPS FOR COURAGE shall be appointed by not less than two-thirds of the members of the Board of Directors for an indefinite period of time. The Executive Director's term of office may be terminated at any time by a vote of two-thirds of the members of the Board of Directors at any regular or special meeting of the Board of Directors called for this purpose.

Section 2. Duties.

The duties of the Executive Director shall consist of his or her having full charge of all activities of the Association. He or she shall have the authority to employ or dismiss employees in accordance with the budget as adopted by the Board of Directors.

Section 3. The Executive Director shall make his or her report to the Board of Directors at the regular meetings or at any time he or she may be called upon by said Board to do so, together with such recommendations as he or she may see fit.

ARTICLE III
DIRECTORS

Section 1. Election.

The Board of Directors shall consist of no less than three (3) and no more than three (3) members. New members may be elected to the Board of Directors at any meeting of the Board by a majority vote of the Directors.

Section 2. Qualifications.

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age, and possess knowledge and/or experience in the area in which the purpose of the Association seeks to serve. Directors may be elected at any board meeting by a majority vote of the existing Board of Directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

Section 3. Terms.

(a) All directors shall be elected to serve a three-year term after which they shall vacate their position as director except that their term may be extended by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors.

(b) Director terms shall be so that approximately half the directors will end their terms every three years.

(c) The term of office shall be considered January 1 and end December 31 of the same year.

(d) Directors shall be elected on the date of the annual meeting in January. The term of any Director shall take effect as of the first of the year following his or her election to the Board except when the election of said member is to replace a Director who has previously died, resigned or has been removed, in which event the Director shall take office upon election.

Section 4. Duties.

(a) To provide leadership to the organization in maintaining its Purpose outlined in Article II of the Constitution.

(b) To attend regular and special business meetings.

(c) To discuss problems and transact business and assist the Executive Director in overseeing the religious and business management of the Association.

Section 5. Removal.

Any Director may be removed without cause by a two-thirds ($2/3$) majority vote of the Board of Directors. Notice of such meeting to each member shall include due notice that such action is to be considered.

Section 6. Director Emeritus.

Upon discretion of the Board, a Director may be given the title Director Emeritus by a two-thirds vote of the Board. This allows the Director an ex-officio membership without the required active Board participation.

Section 7. Compensation.

(a) Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

(b) Directors are not restricted from being compensated for professional services provided to the Association. Such compensation shall be reasonable and fair to the Association and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

ARTICLE IV OFFICERS

Section 1. Positions and Titles

The officers of the Board shall be President, Vice President, Secretary and Treasurer. The secretary and treasurer may be the same person.

Section 2. Election.

The officers shall be elected at the annual meeting by two thirds (2/3) majority vote of the Board of Directors.

Section 3. Duties of Officers.

PRESIDENT. The President of the Board shall preside at all meetings of the Board of Directors except when the business may relate to himself or herself and shall have general charge of conducting all business meetings connected with the Association.

VICE PRESIDENT. In the absence of the President, the Vice President shall perform all the duties of that office. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECRETARY. The Secretary shall keep a complete record of the proceedings of all business meetings of the Board of Directors which shall be read for approval at the next regular business meeting. The Secretary shall keep a register of the names and addresses of all members of the Board of Directors with dates of admission and dismissal or resignation, and shall notify all officers and members of committees of their election or appointment. The Secretary shall issue letters of dismissal or recommendations as instructed by the Board of Directors and shall preserve on file all communications and written official reports.

TREASURER. The Treasurer shall have the general supervision of all monies received by the Association. All disbursements shall be approved by the Board of Directors except for from time the Board of Directors Board may by resolution authorize disbursements pursuant to said resolution.

ARTICLE V MEETINGS

Section 1. Board of Director Meetings

(a) Regular Meetings. An annual meeting shall be held each year during the month of January. The exact date and time of the meeting shall be adopted each year by Resolution of the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice.

(b) Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting called by them.

(c) Notice. Notice of any special meeting of the Board of Directors shall be given at least three days previous thereto by email notice to each director at his or her email address as shown by the records of the Association. If mailed, such notice shall be deemed delivered then deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director or Officer at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully convened. Neither the business to be transacted at, nor the purpose of, any such regular or special meeting of the board need be specified in the notice or waiver of such meeting, unless specifically required by law or by these bylaws.

Section 2. Manner of Meetings

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of the Association, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(c) Hung Board Decision. On the occasion that the directors of the board are unable to make a decision based on a tied number of votes, there will be a revote in which the President will abstain from voting. If at that time, the vote is still tied, the President's vote will count as the tie-breaking vote. If the president is not present the Vice President will have the same power as the President. If neither are present the vote will be tabled for a future meeting.

(d) Participation. Except as required otherwise by law, the Articles of Association, of these Bylaws, the directors may participate in a regular or special meeting through used of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic call.

Section 3. Presumption of Assent

A director of the Association who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent or abstention shall be entered in the minutes of the meeting unless he or she shall file his or her written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

ARTICLE VI
COMMITTEES

Section 1. Committees of Directors.

The President of the Board may designate one or more committees which shall exercise the role of research and problem solving and make recommendations to the full Board. The designation of such committees shall be made at the annual meeting and in no way shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon it or him.

Section 2. Other Committees.

Other committees not created by the President of the Board of Directors may be designated by a quorum of the Board of Directors.

Section 3. Terms.

Each member of a committee shall continue as such until the next annual meeting of **the** Board of Directors.

Section 4. Chairman.

One member of each committee shall be appointed chairman.

Section 5. Quorum.

A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VII
BUSINESS ADMINISTRATION

Section 1. Checks, Contracts, etc.

Checks issued against the bank account of the Association. and all contracts, leases. notes, or evidences of indebtedness authorized by the Board of Directors. shall be signed on behalf of the Association by such officers. agent or agents designated **by** the Board of Directors from time to time and in absence of such resolution shall be signed by either the President of the Board of Directors or treasurer. Such authority granted by the Board of Directors to officer. agents or agents of the Association may be general or confined to specific instances.

Section 2. Loans.

The Association may borrow money only when authorized by specific resolution of the Board of Directors.

Section 3. Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association. The Board of directors may enter into an agreement with any Donor to denote the principal or income of such gifts to such particular purpose. as the Donor may designate provided such purpose is duly approved or ratified by resolution of the Board of Directors and permitted by law. After such agreement. the principal or income of that particular gift shall be in accordance with such agreement for the time specified therein. If it is determined by the Board of Directors that changed conditions or other reasons have rendered that purpose illegal, unnecessary or impractical, and such funds cannot be returned to the donor, said funds shall be used for such other purposes of the Association as will best carry out the intentions of the donor.

**ARTICLE VIII
VACANCIES**

If at any time between annual meetings of the Board of Directors a vacancy shall exist upon the Board of Directors by resignation, death, or otherwise, then the Board of Directors is authorized and empowered to elect some suitable person or persons to fill the vacancy or vacancies.

**ARTICLE XI
MISCELLANEOUS**

Section 1. Conflict of Interest.

The board shall adopt and periodically review a conflict-of-interest policy to protect the Association's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee or member.

Section 2. Nondiscrimination Policy.

CAPS FOR COURAGE shall not discriminate on the basis of ancestry, color, race, cultural or ethnicity, economic status, ideological, philosophical, or political beliefs, national or regional origin, physical disability, religion, or denominational affiliation.

Section 3. Bylaw Amendment.

These bylaws may be modified, amended, or repealed by a majority of the Directors present at any regular meeting or any special meeting called for the purpose of making revisions, amendments, or repeals.

BY LAWS APPROVED AND ADOPTED ON December 19th, 2023

[Signature]
PRESIDENT

[Signature]
SECRETARY

Subscribed and Sworn to me

On this 19th day of December 2023

[Signature]

