

**BYLAWS OF THE
TRADITIONAL ARCHERS OF NEW JERSEY, INC.
A NEW JERSEY NON PROFIT ORGANIZATION**

N.J. Tax ID # 0100-5183-70
Incorporated on 05/21/92

Approved by the Board of Directors to be Effective as of 4/8/2005
AS REVISED 7/11/2009

ARTICLE I. Corporate / Organizational Purpose:

Section 1. Organizational Purpose: The purpose of the Traditional Archers of New Jersey (TANJ) is to perpetuate the true spirit of archery, to bond people with a mutual love for the traditional philosophy. To actively promote and protect quality bowhunting and to perpetuate fair chase and ethical bowhunting in New Jersey. The Traditional Archers of New Jersey is a fraternal organization. In pursuit of this ideal, all TANJ functions shall be limited to the use of Longbows and Recurves only.

Section 2. Corporate / Organization Funds: All funds generated by the organization are to be used in the best interest of the organization and to further its stated purpose.

Section 3. Principal Office: The principal or registered office of this organization shall be at 20 Spruce Drive, Middletown New Jersey 07748 until otherwise established by the Board of Directors and a statement of change is filed with the Department of State.

ARTICLE II. Board Member Meetings:

Section 1. Place of Board of Directors Meetings: All meetings of the Board of Directors of the TANJ shall be held at the principal office of the organization or at such other place as the Board of Directors may from time to time determine.

Section 2. Annual Open Membership Meeting:

- a. The annual open members meeting of the organization shall be held annually on the Saturday in April at 11:30 am or 12:30 p.m. at the Whittingham Traditional Archery Rendezvous or as otherwise determined by the board.
- c. A financial report of the TANJ 's business as of the closing date of the preceding fiscal year may, but need not, be presented at the annual membership meeting, unless the Board of Directors shall deem same advisable and otherwise direct. Such reports need not be verified by a certified public accountant, unless the Board of Directors shall otherwise direct.

Section 3. Special Meetings. Special meetings of the Board of Directors, unless otherwise provided by law, by the Articles, or by these bylaws, may be called at any time:

- a. By the President alone.
- b. When ordered by a majority of the Board of Directors.

Section 4. Notices of Board Meetings:

- a. Regular Meetings - At least ten days notice shall be given to all board members of the time, and place of the annual meeting.
- b. Special Meetings - At least five days notice shall be given of the time and place of any special meeting of the Board of Directors that is to be held, except as otherwise provided by law, and shall specify the general nature of the business to be transacted.
- c. Such notices shall be in writing, e-mail, or telephone notice.

Section 5. Quorum for Board Meeting: The total Board (consisting of the Treasurer, Secretary, President and Vice-President) appearing either in person or by proxy, shall constitute a quorum for the transaction of business at any annual or special meeting of the Board of Directors, except as otherwise provided by law or by these bylaws; Board members present at a duly organized meeting may continue to do business until adjournment.

Section 6. Voting: The total Board (consisting of the Treasurer, Secretary, President and Vice-President) shall have an equal vote in all votes of the board. Additionally, appointed TANJ Council members also have an equal vote if present at a meeting. (Council members need not be present for a board vote.) If a tie vote occurs, the President's vote will be counted twice.

ARTICLE III. Board of Directors:

Section 1. Number and Term of Office/Property: The total Board consists of the Treasurer, Secretary, President and Vice-President. Officers may serve unlimited consecutive 2-year terms. The property of the organization shall be managed and controlled by the Board of Directors.

Section 2. Vacancies: Vacancies in the Board shall be filled by a majority of the remaining members of the Board although less than a quorum, and any Director or Directors so elected shall serve until their respective successors shall be duly elected and qualified.

Section 3. Place of Meeting: The Directors may hold their meetings, and may have an office within or without the Commonwealth of New Jersey, as the Board may from time to time determine, or as may be designated in the notice calling the meeting.

Section 4. Organization meeting: After the election of Directors, the newly elected Board shall meet for the purpose of organization or otherwise immediately following their election.

Section 5. Regular Meetings: Regular meetings of the Board of Directors shall be held without notice to the membership at such time and place as shall be determined by a majority of the Board.

Section 6. Special Meetings: Special meetings of the Board of Directors shall be held whenever called by the President or by a majority of the Directors for the time being in office.

Section 7. Quorum: A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting, at which a quorum is present, shall be the acts of the Board. If there be less than a quorum present, the majority of those present may adjourn the meeting from time to time and place to place.

If all of the Directors shall severally or collectively consent in writing to any action to be taken by the organization, such action shall be as valid organization action as though it had been authorized at a meeting of the Board of Directors.

Section 8. Order of Business: The order of business at all meetings of the Board of Directors (at which a quorum shall be present) shall be substantially as follows, unless otherwise determined by the Board.

- a. Roll Call.
- b. Reading and approval of Minutes of the preceding Meeting of Directors.
- c. Reports of Officers.
- d. Unfinished business.
- e. New Business.

Section 9. Powers: The Board of Directors shall have all the power and authority granted by law to the organization except such as may be specifically excepted by law, by the Articles, or by these bylaws. Any contract or obligation which shall, may or can involve a liability to the organization, for One Thousand Dollars (\$1,000.00) or more, shall not be entered into except by express authority of the Board of Directors. No contracts for more than One Thousand Dollars (\$1,000.00) shall be binding on the organization unless approved by the Board of Directors.

Without prejudice to the powers conferred by the last preceding clause and the powers conferred by the bylaws of the organization, it is hereby expressly declared that the Board of Directors shall have the following powers:

1. To remove or suspend from office, at any time by the affirmative vote of a 75% of the whole Board of Directors, any officers, agents or servants, permanently or temporarily, as they may from time to time think fit, with or without cause.
2. From time to time to make and change rules and regulations, not inconsistent with these bylaws, for the management of the organization 's business and affairs except that, **Article X** (Dissolution) may not be altered.
3. By a 75% vote of the entire Board of Directors to borrow money for the organization in the usual course of its business and to create, make, and issue mortgages, bonds, deeds of trust, trust agreements, and negotiable or transferable instruments and securities, secured by mortgage or otherwise, and to all other actions necessary to effectuate the same.
4. May create committees as needed for any purpose dictated by the Board of Directors.

ARTICLE IV. Officers / Board of Directors:

Section 1. General: The Officers / Board of Directors of the organization shall be President, Vice-President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by the same person. At their discretion, the Board of Directors may leave unfilled any offices except those of President, Treasurer and Secretary.

Section 2. The President Powers and Duties: The President shall have the ordinary duties of an executive officer with a general supervision over and direction of the affairs of the organization. In the exercise of these duties and subject to the limitations of the laws of the Commonwealth of New Jersey and these bylaws, he/she may enter into contracts, agreements and obligations in the name and on behalf of the organization. He/she shall preside at all meetings. By virtue of his office, he/she shall be a member of all committees. He/she shall do and perform such other duties as from time to time may be assigned to him/her by the Board of Directors.

Section 3. Vice-President - Powers and Duties: The Vice-President, if any, (or if there be more than one, then each Vice-President) shall have such powers and shall perform such duties as may from time to time be assigned to him/her or them by the Board of Directors. Unless otherwise ordered by the Board of Directors, the Vice-President (or if there be more than one, then the Vice-Presidents in the order of their seniority) shall, in the absence or inability of the President, perform the duties of that officer until the return of the President or the disability shall have been removed or a new President shall have been elected.

Section 4. Treasurer - Powers and Duties: The Treasurer shall have the custody of all the funds and securities of the organization which may come into his/her hands as directed by the President or the Board. When necessary or proper as directed by the President or board, the Treasurer shall endorse on behalf of the organization for collection, checks, notes and other obligations, and shall deposit the same to the credit of the organization in such banks or depository as the Board of Directors may designate and shall sign all receipts and vouchers for payments made to the organization. The Treasurer will run and have full and undeniable access to the accounting system by which everyday business occurs. Whenever required by the Board of Directors, he/she shall render a statement of his cash account and shall enter regularly, in books of the organization to be kept by him/her for the purpose, full and accurate account of all moneys received and paid by him/her on account of the organization. The Treasurer shall at all reasonable times exhibit his/her books and accounts to any Director of the organization upon application at the office of the organization during business hours, and he/she shall have such other powers and shall perform such other duties as may be assigned to him/her from time to time by the Board of Directors. He/she shall have the standing authority to write and sign checks pursuant to the day-to-day operations of the organization except as directed by the Board. He/she may only write and sign checks drafted for less than or equal to \$500.00. Any check written for over \$500.00 shall require the additional signature of the President.

Section 5. Assistant Treasurer - Powers and Duties: Each Assistant Treasurer, if any, shall have such powers and perform such duties as may be assigned to him/her or them by the Treasurer.

Section 6. Secretary - Powers and Duties: Unless otherwise ordered by the Board of Directors, the Secretary shall keep the minutes of all meetings of the Board of Directors and all committees, in books provided for that purpose, and shall attend to the giving and serving of all notices for the organization. He/she shall in general perform all the duties incident to the office of Secretary.

Section 7. Vacancies: If any office or offices shall become vacant by reason of death, resignation, removal or suspension, the Directors then in office, although less than a quorum, may choose a successor or successors by a majority vote.

Section 8. Delegation of Office: In case of the prospective absence of any officer of the organization, the Board of Directors may delegate the powers or duties of such officer to any other officer, or to any director, for the time being.

Section 9. Elections:

- A. All Board Members will serve a two-year term as elected by the voting membership. Voting will take place in the month of December, every other year, with a voting deadline not later than December 31. Votes for officers will be tallied and reported by a TANJ Board-appointed TANJ Council member within 48 hours after the elections deadline.
 1. Candidates and Ballots are to be presented in the winter newsletter of an election year.
 2. Results of the election are to be printed in the immediately following Spring Newsletter.
 3. At least 10% of the membership must vote for an election to be valid. If less than 10% of the membership votes, via mail-in ballot or via the TANJ web site, the Board of Directors may appoint its successors.

4. Nominations for candidates are to be sought in the fall newsletter of the election year.

ARTICLE V. TANJ Council / Council Members:

Section 1. General: The Board of Directors shall have the power to create a council. The purpose of the council will be to provide a framework within the TANJ organizational structure for areas of responsibility identified by the Board of Directors as critical to the success of the organization. The Quorum for a Board Meeting is unchanged by the creation of the TANJ Council.

Section 2. Number and Term of Office: The council will consist of no more than twelve (12) TANJ members appointed by the Board of Directors. Any TANJ member in good standing is eligible for nomination. Nominations to the council will be made in the form of a motion and be seconded at a meeting of the Board of Directors. Council members will serve a one-year term of office renewable annually on an automatic basis. Council members may serve in perpetuity given that a productive and participatory demeanor is maintained. As a minimum, all council members are expected to attend a minimum of two (2) TANJ meetings annually and to provide assistance at a minimum of one (1) event (TANJ shoots, TANJ game dinner, etc.).

Section 3. Council Membership: The positions Shoots Coordinator, Newsletter Editor and Legislative Representative are recognized as TANJ Council positions. As areas of responsibility are identified to the Board of Directors additional council positions may be created to meet those critical needs.

ARTICLE VI. Organizational Records and their Inspection:

The organization shall keep, at its registered office, the original or a duplicate record of its minutes and bylaws. It shall keep at its registered office or at the office of a transfer agent within this Commonwealth, an original or duplicate share register. Books of account may be kept at its registered office or at its principal place of business. These records shall, at all reasonable times, be open to the examination of any Director. The books or records may be inspected for specific and proper purposes by the membership or any other persons entitled thereto at such reasonable times and places as the Board of Directors may determine upon application by the persons desiring the inspection thereof.

ARTICLE VII. Fiscal Year:

The fiscal year of the organization shall be the calendar year commencing on the first day of January and ending on the thirty-first day of December in each year.

ARTICLE VIII. Amendments:

The Board members entitled to vote thereon may by a 75% vote have the power to alter, amend and repeal these bylaws, at any regular or special meeting or by electronic communication (e-mail), duly convened after notice to the Board of such purpose.

ARTICLE IX. Membership:

The TANJ is a membership driven organization. Membership in the organization shall be voluntary; However, any membership can be revoked or denied, at any time, when the board, by way of a 75% vote, deems a member's involvement in the organization to be in contrast too, or negatively affect, the corporate purpose.

Article X. Dissolution:

The term of existence of the TANJ is perpetual, however if the board so votes, the organization can be

dissolved. Upon Dissolution of the organization, all moneys in the corporate bank account as well as all assets of the organization shall be donated to other existing state and or national archery organizations, as the Board of Directors vote dictates, as long as such donation is consistent with the organizations statement of purpose (Article I, Section 1). The TANJ uses games of chance to fund charitable organizations. Net proceeds generated from games of chance, after covering logistical, procedural and other expenses related to conducting an event may be used for such charitable giving and shall include prizes, awards and gifts for events and recognition. Examples of charities that are consistent with the TANJ's purpose include, but are not limited to:

- School athletic programs providing archery within the athletic curriculum
- Archery educational programs (National Archery in the Schools Program)
- Charitable organizations that may focus on archery (e.g., Hunt of a lifetime)
- Other archery-related non-profit organizations (Physically challenged Bowhunters of America)
- Other non-profit organization benefitting the community at large