

**BY-LAWS
OF THE
RUTHERFORD IRISH AMERICAN
ASSOCIATION**

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ARTICLE I:

The name of this organization shall be the RUTHERFORD IRISH AMERICAN ASSOCIATION (hereinafter referred to as the "Association") and is composed of individuals having a common interest in Irish heritage and culture.

ARTICLE II:

The purpose of this Association will be charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code and more particularly,

- (a) To promote the knowledge of Irish history through cultural and educational enrichment programs;



- (b) To provide scholarships and educational endowments to local secondary school programs;
- (c) To make charitable donations through local community social service organizations;
- (d) To support other community organizations whose purposes are similar to those of the Association;
- (e) To promote a yearly St. Patrick's Day Celebration and Parade for the Borough of Rutherford, Bergen County, New Jersey;

ARTICLE III:

(a) A member is any person 21 years of age or older, who has been approved for membership by unanimous vote of those members of the Board of Trustees present at the meeting at which the application was considered. An 'active member' is hereinafter defined as one that is current on all dues, and is otherwise in good standing and not subject to any disciplinary action by the Association.

(b) Regular membership shall be open to persons of Irish birth or ancestry, as well as spouses of regular members.

(c) Associate membership shall be open to persons who have an interest in Irish history and culture, but are not Irish by birth or ancestry

(d) An Associate member may be converted to Regular membership after having been an active member in good standing for a period of at least two years, is a person of such outstanding



accomplishments, as are deemed worthy of this honor by nomination and unanimous vote of those members of the Board of Trustees present at the meeting at which such person is considered.

ARTICLE IV:

Each member shall pay a yearly dues. The amount of this dues shall be decided by the Board of Trustees. The general membership shall be notified of the amount by October 31st of the preceding year. The dues shall be payable by January 1st of each year.

ARTICLE V:

(a) The Recording Secretary shall submit to the Board of Trustees the name of any member who fails to pay indebtedness due this Association within thirty (30) days after receipt from the Secretary of written notice thereof. The Board shall thereafter decide whether the member shall be dropped or retained on the roster.

(b) Any member may be expelled from the Association for cause by unanimous vote of those members of the Board of Trustees present at the meeting at which such expulsion is considered.

ARTICLE VI:

The officers shall be:

President
Vice President
Recording Secretary



Corresponding Secretary
Treasurer
Parade Chairman
Legal Counsel

(a) The duties of the officers are as follows:

1. President

- (a) preside over all meeting of Board Trustees and general membership.
- (b) appoint the chairperson and members of all committees.
- (c) be ex-officio member of all committees.
- (d) perform all other functions usually attributed to the office.

2. Vice President

- (a) assume the duties of the President in his or her absence.
- (b) become President whenever that office becomes vacant before the President's term expires.
- (c) perform all other functions usually attributed to the office.

3. Recording Secretary

- (a) keep accurate minutes of meetings of the Board of Trustees and general membership.
- (b) Keep the official list of active members in good standing.
- (c) maintain official files.
- (d) perform all other functions usually attributed to the office.

4. Corresponding Secretary

- (a) be responsible for handling all correspondence for the Association.
- (b) notify the appropriate members as to the time and place of meetings of the Board of Trustees and general membership at least seven (7) days prior to the meeting.
- (c) perform all other functions usually attributed to the office.



5. Treasurer

- (a) shall have charge of the funds of the Association, shall conduct its banking business and audit all accounts.
- (b) Checks drawn shall be signed by the Treasurer and co-signed by the President.

6. Parade Chairman

- (a) Plan and coordinate all activities necessary to support the St. Patrick's Day Parade in the Borough of Rutherford.
- (b) Perform all other functions usually attributed to the position.

7. Legal Counsel

- (a) Consulting with the Officers of the Association on all matters legal in nature
- (b) Negotiate, draft and or review contractual agreements being considered by the Association and its Officers as necessary
- (c) Keep abreast of legislative changes that may impact the Association, especially those related to its status as a charitable organization
- (d) Perform all other functions usually attributed to the office.

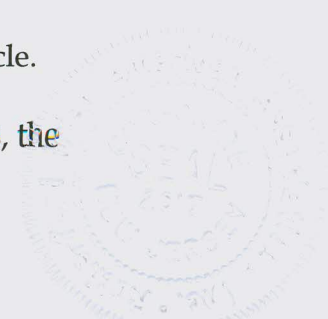
Terms of the Officers shall last for two (2) years.

ARTICLE VII:

The present Trustees shall continue to serve until their current terms expire, or until such time that a full cycle of elections can be held in accordance with these By-Laws as stipulated below.

The Board of Trustees shall consist of eleven trustees. Each Trustee shall be elected for a term of three (3) years. They shall be elected in such a manner so that four Trustees are elected each year during the first and second year of elections, with the remaining three Trustees elected every third year of the cycle.

At the first meeting of the Board of Trustees following the election of Trustees, the



Board of Trustees shall elect the Officers of the Organization. These Officers shall be:

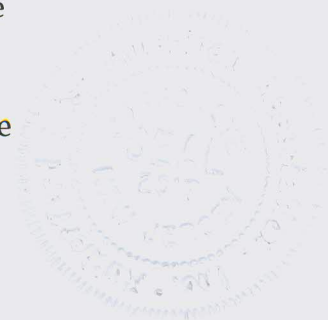
President
Vice President
Corresponding Secretary
Recording Secretary
Treasurer
Parade Chairman
Legal Counsel

The Officers shall be elected for a term of two (2) years and this term shall run concurrent with that Officer's term as Trustee.

If any officer resigns, or is otherwise unable to serve a full term in office, said vacancy occurring in the Board of Trustees shall be filled for the remainder of that Trustee's term by Special Election to be held by the remaining Board of Trustees, as soon as practical. Any officer resigning or otherwise unable to serve a full term, must make arrangements with the Board of Trustees for the return of all Association property in such officer's possession.

ARTICLE VIII:

- (a) The Officers of the Association and the Trustees shall constitute the Board of trustees in which the Officers shall be vested the power of general administration of the Association.
- (b) The Board of Trustees shall meet at such times and at such places as it may designate. The majority of its members constitute a quorum.
- (c) It shall enforce the provisions of the Certificate of Incorporation and By-Laws and shall have power as follows:
 - (1) To fix any and all membership dues and assessment.
 - (2) To appropriate all funds for the various Committees.
 - (3) To make or authorize purchases and contracts for the Association.
 - (4) To borrow money for the benefit of the Association and to bind the Association to its repayment.
 - (5) To elect all new members of the Board of trustees present at the meeting at which the application or applications were considered.
 - (6) To make and enforce rules and regulations governing the conduct of members.
 - (7) To suspend a member or terminate a membership for conduct that may be detrimental to the best interest of the



Association or in violation of the Association, By-Laws or other Rules and Regulations prescribed by the Board of Trustees.

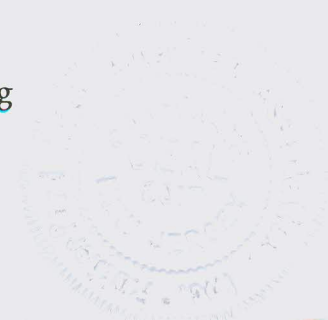
- (8) To do or take such other action as may be deemed necessary for general welfare of the Association.
- (9) To create an Endowment Fund, the principal of which will be maintained and the income of which used for general or specific purposes of the Association.

ARTICLE IX:

- (a) General membership meetings shall be open to all members, who will be appropriately notified of the time and place of the meeting.
- (b) Meetings shall be held at a minimum of once each quarter. The time and place will be decided by the Board of Trustees.
- (c) Additional meetings can be called at the discretion of the Board of Trustees.

ARTICLE X

- (a) The following standing committees and legal counsel will be appointed by the President:
 - 1. By-Laws Committee
 - 2. Nomination Committee
 - 3. Membership Committee
 - 4. Scholarship Committee
 - 5. Parade Committee
 - 6. Social, Education and Welfare Committee
 - 7. Special Committees, as required
 - 8. Legal counsel
- (b) All committees shall be guided by a Chairperson, who will be named by the President, subject to the approval of the Board of Trustees;
- (c) Committee Chairpersons will give specific proposals of their objectives and how they plan to meet their objectives to the Board of Trustees after their appointment.
 - 1. The By-Laws Committee shall, as necessary, propose amendments and changes of the By-Laws.
 - 2. The Nomination Committee shall submit a proposed slate of candidates for Trustees to the membership.
 - 3. The Membership Committee shall be responsible for promoting new members.



4. The Scholarship Committee will receive applications and make selections for scholarship recipients.
5. Parade Committee shall promote and coordinate activities for a St. Patrick's Day Parade and Celebration for the Borough of Rutherford.
6. Social Education and Welfare Committee shall be responsible for developing educational programs regarding Irish history and tradition and making donations through community social services.
7. Special Committees shall be appointed as deemed necessary by the President with the approval of the Board of Trustees with appropriate guidelines to be determined at the time of appointment.
8. Legal Counsel shall attend all Board of Trustees meetings and advise the Board and Membership regarding legal matters affecting the Association.

ARTICLE XI:

- (a) Annual election of Trustees will be at a general meeting the second quarter of the calendar year on a date to be announced by the Board of Trustees.
- (b) A slate of candidates presented by the Nomination Committee will be published to the membership at least thirty (30) day prior to the election.
- (c) Nominations by a petition of ten (10) active members in good standing will be accepted by the Secretary up to thirty (30) days prior to the election.
- (d) Only members who have been active and in good standing for at least one year will be eligible to hold office.
- (e) The Secretary will publish a final list of candidates to the membership at least fourteen (14) days prior to the election.
- (f) Voting shall be by secret ballot.
- (g) Any person who has been an active regular member in good standing for six (6) months prior to the election shall be eligible to vote.
- (h) Votes by proxy or absentee ballot will not be accepted.
- (i) The candidates receiving the greatest number of votes will immediately assume the office voted upon
- (j) The Chairman of the Nomination Committee shall supervise the elections.
- (k) Any Trustee who is absent from two or more consecutive meetings, the Board of trustee may be removed from office by a majority vote of the remaining trustees.



ARTICLE XII:

The fiscal year of the Association shall be the period selected by the Board of Trustees as the fiscal year of the Association.

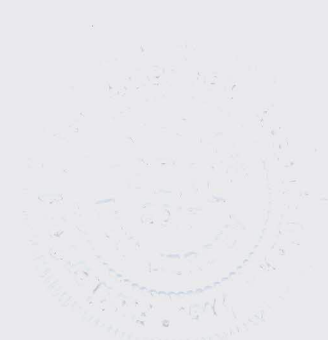
ARTICLE XIII:

These By Laws were initially adopted October 12, 2017. These By-Laws may be amended by a two-thirds vote of the active members who are present in person at any regular meeting, but no amendment shall be voted upon without two (2) weeks notice, in writing, to the members. The By-Laws are to be reviewed no less than every five (5) years from the date of last revision.

Robert's Rules of Order shall govern in all matters not covered by these By-Laws.

ARTICLE XIV: GAMES OF CHANCE AND DISPOSITION OF ASSETS

- 1) The Association shall maintain a separate accounting of all funds it receives in connection with games of chance proceeds. In the event that the Association is dissolved, ceases to operate or otherwise terminates operations before all such receipts have been distributed, such funds that are presently in Association's possession shall be distributed to the lawful recipients of such games. If, after distributing all funds to the lawful recipients of such legalized games, the Association maintains funds in connection with games of chance, such funds shall be deposited with the Division of Consumer Affairs, Office of Legalized Game of Chance Control Commission.
- 2) Upon dissolution, cessation of operations or otherwise termination of the operation of the Association, the Board of Trustees shall, after payment of all liabilities, dispose of all assets. Distribution of these assets shall be made to charitable, educational, or religious institutions in the Borough of Rutherford that qualify for exemption under Section 501 c (3) of the Internal Revenue Code.



RUTHERFORD IRISH AMERICAN ASSOCIATION (RIAA)
MEMBERSHIP RULES OF CONDUCT

All Members of the RIAA:

- Must abide by the rules of the RIAA as set out in the By-Laws of the Association, including these Rules of Conduct;
- Will conduct themselves responsibly and honorably, as well as exhibit the qualities of good citizenship, at all times so as to uphold the reputation and good standing of the RIAA;
- Must act with integrity, respect others, and value alternative points of view;
- Will not make any statement on behalf of RIAA, or purport to represent RIAA, through any public medium, including digital and/or social media, unless authorized to do so by RIAA;
- Must act in the general interest of the RIAA and must not use their position to unfairly benefit themselves, their employers, or others;
- Except to further progress in this Association, no Officer or member of this Association shall use membership as a means of furthering any personal, political or other aspiration, nor shall the Association as a whole, take part in any movement not in keeping with its purposes and objects;
- Must not use their membership in RIAA to, nor shall the Association as a whole, endorse or recommend candidates for public office;
- No member shall use the name, mailing list, or official insignia of the Association for other than strictly Association purpose without written approval of the Board of Trustees.
- No Officer or member shall be personally liable for any bills or obligations of the Association, past or present, except for the payment of his own dues.
- No Officer or Committee Chairman shall disburse or commit any funds or moneys in his keeping, and belonging to the Association, without authorization of the Board of Trustees.
- No Officer or Committee Chairman shall cause the Association to become indebted for any amount over fifty (\$ 50.00) dollars without the express approval of the Board of Trustees.
- RIAA reserves the right to review any individual membership application, or conduct audits of its members for validity and conformity to the rules stipulated in the membership application and the Associations By-Laws and Rules of Conduct.
- Should a member fail to meet the conditions in this Code of Conduct or abide by all the rules and regulations of the Association, RIAA may, at its sole discretion, decide on the appropriate action to take, including expulsion from the Association.
- By applying for membership to the RIAA, members indicate their acceptance, and will abide by, the Membership Code of Conduct and the By-Laws of the Association as published from time to time.

