



Dropped Along the Way: A NJ Nonprofit Corporation

By-Laws

Dropped Along the Way: A NJ Nonprofit Corporation

PURPOSE. Dropped Along the Way is organized exclusively for the charitable and educational purpose of supporting Dropped Along the Way under section 501(c)(3) of the Internal Revenue Code.

MISSION. Our mission is to guide individuals who did not complete high school, on the path to a higher education.

VISION. To close the educational gap that currently exist amongst individuals who did not complete high school, promote social economic mobility in underserved communities, and increase diversity, equity inclusion.

ARTICLE I

NAME

SECTION I: The name of the organization shall be **Dropped Along the Way: A NJ Nonprofit Corporation**, which is incorporated under the laws of the State of New Jersey.

ARTICLE II

PURPOSES AND LIMITATIONS

SECTION I: Purpose.

Dropped Along the Way shall be organized and operated exclusively as an educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or supplemented (hereinafter referred to as the "IRC"). Specifically, the Dropped Along the Way is organized:

- (i) To guide individuals who did not complete high school in underserved communities on the path to a higher education.

SECTION II: Limitations.

- (i) Notwithstanding any other provision of these Bylaws, the Dropped Along the Way shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under IRC Section 501(c)(3)
- (ii) No substantial part of the activities of Dropped Along the Way shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE III

OFFICES

Dropped Along the Way shall maintain in New Jersey a registered office and a registered agent at such office and may have other offices within or without New Jersey as shall be determined by the Board of Trustees.

ARTICLE IV

MEMBERSHIP

Dropped Along the Way has no members.

ARTICLE III

BOARD OF TRUSTEES

SECTION I: Management. The property, business and affairs of the Nonprofit Corporation shall be controlled and managed by its Board of Trustees.

SECTION II: Qualifications and Terms. Trustees shall be at least eighteen (18) years of age but need not be residents of New Jersey. The number of Trustees to constitute the first Board of Trustees of the Nonprofit Corporation shall be six (3), as set forth in these By-laws. The maximum number of Trustees will be five (5), as set forth in these By-laws. The Trustees term of office will be for three (3) years; if he or she is unable to complete his or her term, a new trustee will be appointed by a majority vote of the remaining trustees.

SECTION III: Election. The officers of the Nonprofit Corporation shall be elected every two (2) years by the Trustees. Vacancies may be filled at any meeting of the Board of Trustees.

SECTION IV: Removal. Any Trustee may be removed by a two-thirds vote of the Board only at a special meeting called for that purpose. The meeting notice must state that the purpose or one of the purposes of the meeting is removal of the Trustee.

SECTION V: Vacancies. Any vacancy occurring in the Board of Trustees may be filled by affirmative vote of the majority of the remaining Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of the replaced Trustee.

ARTICLE IV

MEETINGS

SECTION I: Regular Meetings. The annual meeting of the Board of Trustees shall be at such a place and time as the Board of Trustees may determine, and shall, unless otherwise determined, be held on the second Wednesday in the month of December.

SECTION II: Special Meetings. Special meetings of the Board of Trustees may be called by the President or any two Trustees.

SECTION III: Notice. Five (5) days written notice, or one (1) day's telephonic notice shall be given of all meetings of the Board of Trustees, stating the date, purpose, time and place of such meeting.

SECTION IV: Quorum. A majority of the Trustees then serving shall constitute a quorum at all meetings, including annual meetings and special meetings called for any purpose. Decisions on all issues brought to a vote, at any meeting at which a

quorum is present, shall be by majority vote of those present except as any applicable law or these By-laws shall require. Those present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of any one or more so as to leave less than a quorum.

SECTION V: Special Actions. Any action required or permitted to be taken may be taken by the Board of Trustees without a meeting, if all those entitled to vote consent in writing, including electronic mail, either before or after such action is taken, and if the written consents are filed with the records of the Nonprofit Corporation. Such consents shall be treated for all purposes as a vote at a meeting.

SECTION VI: MINUTES. The Secretary or a designated officer shall keep minutes of each meeting.

ARTICLE V

OFFICERS

SECTION I: Definition of Officers. The officers of the Nonprofit Corporation shall be President, Vice President, Secretary, and Treasurer. The Board of Trustees may elect such other Officers as it shall deem necessary and proper, such Officers to be vested with such authority and to be obligated to perform such duties as shall be prescribed by the Board of Trustees.

SECTION II: Terms. The terms of office for officers will be as follows: The offices of **President, Vice President, Treasurer and Secretary** will be elected for two consecutive years. There shall be no limit on the number of terms, consecutive or otherwise, that an Officer may serve. The terms of Officers may be staggered, so as to not all expire at the same time, to the extent and as determined by the Board of Trustees. To this end, the term(s) of one (1) or more Officers may be extended or abbreviated, to the extent and as determined by the Board of Trustees. Officers shall be at least eighteen (18) years of age but need not be residents of New Jersey.

SECTION III: Election. The officers of the Nonprofit Corporation shall be elected annually by the Trustees. Vacancies may be filled at any meeting of the Board of Trustees.

SECTION IV: Removal or Resignation of Officers. Any Officer may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the Board of Trustees present at a meeting at which a quorum is present, whenever in their judgment the best interests of the Dropped Along the Way would be served thereby. Any Officer may resign at any time by giving written notice to the President, Secretary, or to the Board of Trustees. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is received by Dropped Along the Way.

SECTION V: President. The President shall be the principal executive officer of the Nonprofit Corporation and shall in general supervise and control all of the business and affairs of the Nonprofit Corporation. The President shall preside at all meetings. He or she may sign, with the Secretary or Treasurer or any other proper officer thereunto authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees, or by these By-laws, to some other officer or agent of the Nonprofit Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties as may be prescribed by the Board of Trustees from time to time.

SECTION VI: Vice President. The Vice President shall, in the absence of the President, or in the event of his or her inability to act, shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees of the Nonprofit Corporation.

SECTION V: Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Nonprofit Corporation, receive and give receipts for the moneys due and payable to the Nonprofit Corporation from any source whatsoever, and deposit all such moneys in the name of the Nonprofit Corporation in such, banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-laws; (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or the Board of Trustees.

SECTION VI: Secretary. The Secretary shall: (a) keep the minutes of the meetings of the Board of Trustees of the Nonprofit Corporation in one or more books or electronic format provided for that purpose; (b) see that all notices are fully given in accordance with the provisions of these By-laws or as required by law; (c) be custodian of the business records of the Nonprofit Corporation and in general perform all duties incident of the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Trustees.

ARTICLE VI

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION I: Authorization. The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Nonprofit Corporation, and such authority may be general or confined to specific instances.

SECTION II: Borrowing Money. No officer, Trustee, agent or employee of the Nonprofit Corporation shall have any power or authority to borrow money on behalf of the Nonprofit Corporation to pledge its credit or to mortgage or pledge its real or personal property.

SECTION III: Required Signatures. All checks, drafts, other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Nonprofit Corporation, shall be signed by the President. If two signatures are required, such instruments shall also be signed by the Treasurer and/or Secretary. Two signatures are needed for all transactions over \$100. Only three (3) purchases may be made per month for transactions under \$100.

SECTION IV: Deposited Funds. All funds of the Nonprofit Corporation shall be promptly deposited to the credit of the Nonprofit Corporation in such banks, trust companies or other depositories as the Board of Trustees may approve or designate, and all such funds shall be withdrawn only in the manner authorized by the Board of Trustees.

ARTICLE VII

COMPENSATION

Trustees and officers shall receive no compensation for serving in such capacities.

ARTICLE VIII

INUREMENT

No part of the net earnings of the Dropped Along the Way shall inure to the benefit of, or be distributable to, its Officers, Trustees, committee members, employees, or other private persons, except that Dropped Along the Way 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 herein.

ARTICLE IX

CONFLICTS OF INTERESTS

The Board of Directors shall adopt a conflict-of-interest policy and annual disclosure process that applies to all Officers and Directors of the Dropped Along the Way.

ARTICLE X

AMENDMENTS

These By-laws may be amended or repealed, in part, by a two-thirds vote of the Trustees present and voting at any meeting of the Board of Trustees, provided that notice describing the proposed amendment has been given in writing pursuant to the provisions hereof.

ARTICLE XI

DISSOLUTION

SECTION I: Distribution. Upon the dissolution of this Nonprofit Corporation, all of the assets of the Nonprofit Corporation remaining shall be distributed for one or more exempt purposes within the meaning of IRC Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

SECTION II: Disposal. Any such assets not so disposed of shall be disposed by the Superior Court of Camden County exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Approved by the Board of Trustees 10/24/23