

# **By-Laws of Mercer Science And Engineering Club, Inc.**

## **Article I** **Name and Location**

The name of the corporation shall be the Mercer Science And Engineering Club, Inc., hereinafter referred to as MSEC.

The principal office of the corporation in the State of New Jersey shall be located at: 3 Creek Rim Drive, Titusville, NJ 08560-1303. The registered agent is William Wong. The corporation may have such other offices and may carry on its purposes at such other places whether within or without the State of New Jersey as the Board of Directors may from time to time determine.

The corporation shall have and continuously maintain in the State of New Jersey a registered office. The address of the registered office and registered agent may be changed from time to time by the Board of Directors.

## **Article II** **Purpose and Objectives**

This corporation is organized exclusively for charitable, educational and scientific purposes, the making of distributions to organizations that qualify as except organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. To this end, the corporation shall:

- (i) to foster an association of persons in education, commerce, civic service clubs and the professions who are interested in promoting, sponsoring, improving, stimulating and contributing to the educational and scientific needs and development of students throughout the county of Mercer, NJ providing the means for such students to present, at periodic Mercer Science and Engineering Fairs, scientific exhibits which they have developed;
- (ii) to organize and operate such as the Mercer Science and Engineer Fair;
- (iii) to thereby recognize potential scientific ability in students at an early age and to furnish motivation for its development and an outlet for constructive creativity;
- (iv) to encourage and stimulate schools and their students in their science study programs; and sponsor the Mercer Science and Engineering Fair

### **Article III** **Membership**

- Section 1. General: The property, business and affairs of the corporation shall be managed by the Board of Directors of MSEC.
- Section 2. Classes of Membership:  
Regular Members: The criteria for being a regular member of the Board of Directors are:
1. Nomination by a regular member and approval by a majority of the current Board of Directors present at a regular meeting of the Board of Directors.
  2. Pay yearly dues set by the Board of Directors at the annual meeting. Dues from existing members for the next year must be received within one month after the annual meeting for automatic renewal of membership. This time period may be extended by a majority vote by the executive committee.
  3. Regular members approved by the Board of Directors of MSEC shall be entitled to participate and vote at meetings, hold offices, serve on committees, and propose motions. Subject to the requirements of the New Jersey Nonprofit Corporation Code, the Board of Directors may, by resolution, from time to time designate additional active members or remove one or more from such designation.
  4. Regular members may not be:
    - a. a teacher or administrator at a school that participates in the current MSEF
    - b. a teacher of, mentor of, guardian of or a family member of any participant of the current MSEF
    - c. a participant of the current MSEF
  5. The number of directors shall not be less than three.
  6. Full time students may become members if they meet the requirements for regular members. Yearly student dues are one-half the amount set for regular members.

### **Article IV** **Meetings of the Board of Directors**

- Section 1. Annual Meeting: The annual meeting of the Board of Directors of MSEC shall be held in the first quarter of the fiscal year. The time and place shall be designated by the Board of Directors and all members will be notified by mail or e-mail.
- Section 2. Regular Meetings: The Board of Directors may hold its regular meetings at such place or places either within or without the State of New Jersey as the president or Board of Directors may from time to time determine.

- Section 3. 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 within or without the State of New Jersey as the place for holding the special meeting of the board.
- Section 4. Notice: Notice of the annual and regular meeting shall be sent not less than fifteen (15) days in advance. Notice of any other special meeting of the Board of Directors, stating the time, place, and purpose of the meeting, shall be given at least three (3) days before the meeting by written notice delivered personally or sent by mail, e-mail and/or fax to each director at his/her address as shown by the record of the corporation, or by oral notice given at least three (3) days prior to the meeting. If mailed or sent by special courier, notice shall be deemed to be delivered when deposited with the courier, properly addressed with charges prepaid.
- Section 5. Quorum and Manner of Acting: At all meetings of the Board of Directors, three members of the board shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors represented may adjourn the meeting. The affirmative votes of at least a majority of the directors present at a meeting at which a quorum is present shall be required to decide any question brought before such meeting and shall be the act of the board, except where a larger number is required by law, the articles of the incorporation, or these by-laws. The President may elect to vote or abstain.
- Section 6. Informal Action by Directors: Any action required by law to be taken at a meeting of directors, or any action that may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the directors.
- Section 7. Open to the Public: Both regular and special meetings of the Board of Directors shall be open to the public.
- Section 8. Robert's Rules of Order: Robert's Rules of Order will serve as the guidelines for all questions of procedure at any meeting of MSEC.
- Section 9. The President is also the Chairman of the Board. The Chairman will vote on board matters only to break a tie vote.

## **Article V**

### **Advisory Committee**

The Board of Directors shall establish and cooperate with an advisory committee of the corporation, the purpose of which will be to advise the Board of Directors on interactions with the science clubs, schools, school districts, regional science fairs and other related organizations with the activities throughout the State of New Jersey. Members of the advisory committee shall include, but are not limited to, the Board of Directors. The MSEC Director shall be the chairman of this committee. Additional members may be appointed or removed by the officers of the Board of Directors. The Board of Directors shall establish such rules and regulations for the conduct of the business and affairs of the advisory committee, as the Board of Directors shall deem appropriate.

## **Article VI**

### **Officers**

- Section 1. Officers: The officers of MSEC shall be President, Vice-President, Secretary and Treasurer, who shall be elected by the directors from among the members of the Board of Directors and who shall hold office until their respective successors are elected. No person may hold any two offices simultaneously except the offices of Secretary and Treasurer. The term of office shall be 1) President – three year term; 2) Vice-President – three year term; 3) Secretary – three year term and 4) Treasurer – three year term. All elected officers can potentially be re-elected indefinitely into their respective office.
- Section 2. Removal: Any officer may be removed by the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer shall not of itself create contract rights.
- Section 3. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.
- Section 4. Authority and Duties of Officers: The officers of the corporation shall have the authority to exercise the powers, and perform the duties specified below, and as may be otherwise specified by the Board of Directors or these by-laws, except that in any event, each officer shall exercise such powers and perform such duties as may be required by law. In cases where the duties of any officer or agent are not prescribed by these by-laws, or by the Board of Directors, such officer or agent shall follow the orders and instructions of the President.
- (A) President: The President shall, subject to the direction and supervision of the Board of Directors, be the chief executive officer of the corporation; and shall have the general and active control of its affairs, business and have general supervision of its officers, agents and employees. The

President shall preside at all meetings of the Board of Directors; see that all orders and certifications and other instruments of the corporation as authorized by the Board of Directors, except where required or permitted by law to be otherwise signed and executed or where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

(B) Vice-President: The Vice-President shall assist the President and shall perform such duties as may be assigned to them by the President and/or the Board of Directors. At the request of the President or in the absence or in the event of their inability or refusal to act, the Vice-President (or first Vice-President if there are two or more Vice-Presidents) shall perform the duties of the President. When so acting, this designee shall have all the powers of and be subject to all the restrictions places upon the President.

(C) Secretary: The Secretary shall keep or cause to be kept the minutes of the proceedings of the Board of Directors and of the advisory committee; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation; affix the seal to all documents when authorized by the Board of Directors and to attest the offering by signature; maintain a record containing the names and addresses of all the directors of the corporation and members of the advisory committee; and in general, perform all other duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or subject to supervision by the Secretary.

(D) Treasurer: The Treasurer shall be the principal financial officer of the corporation and have the care and custody of all funds, securities, evidence of indebtedness, and other personal property of the corporation and deposit, invest and discharge the same in accordance with the instruction of the Board of Directors. The Treasurer shall receive monies, give receipts, account for all monies of the corporation, and pay out of the funds on hand, all bills, payrolls, and other just debts of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed; keep complete books and records of accounts; prepare and file all local, state and Federal tax and informational returns; prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and Board of Directors statements of account showing the financial position of the corporation and the results of its operations. The Treasurer shall perform all other duties normally incident to the office of the Treasurer. Other duties as from time to time may assigned to the Treasurer by the President and/or the Board of Directors. The Treasurer shall obtain for the corporation a bond in such sums and with such sureties as shall be satisfactory to the directors, conditioned upon the faithful performance of the Treasurer's duties, and for the restoration to the corporation in case of the Treasurer's death, resignation,

retirement, or removal from the office of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the corporation.

(E) Acting Officers: The executive secretary or MSEC Director may act in behalf of the Secretary or Treasurer of the Board of Directors upon being authorized by the appropriate board officer.

## **Article VII** **Committees**

The President or the Board of Directors shall establish such standing and ad hoc committees as shall be necessary to carry out the purposes of the corporation. The board shall delegate such authority to those committees as necessary to carry out their functions, but the board shall retain supervision of and final control over their actions.

### Section 1. Standing Committees:

- (A) A science fair committee headed by the Fair Director shall be established to organize and conduct the annual fair. This committee shall be composed of subcommittee chairpersons appointed by the Fair Director and is responsible to the Fair Director to carry out specific functions of the annual fair.
- (B) A finance committee headed by a chairperson appointed by the Board of Directors from its membership shall solicit funds and contributions to provide the financial support necessary to carry out the purposes of the corporation. Upon receipt, all funds shall be committed to the custody of the Treasurer of the corporation.
- (C) An audit committee appointed by the President and/or Board of Directors shall be composed of not more than three, not less than two members of the Board of Directors, but shall not include the Treasurer, President or finance committee chairperson. This committee shall audit the financial records annually and report to the Board of Directors at the annual meeting. The audit committee shall elect its own chairperson.
- (D) A nomination committee appointed by the President and/or the Board of Directors shall be composed of not more than three, nor less than two members of the Board of Directors, but shall not include the President. The committee shall propose to the directors, people to be nominated to fill the various positions of the corporation.
- (E) Other standing committee may be established by the President and/or Board of Directors by majority vote at any time as becomes necessary.

- Section 2. Ad Hoc Committees: The President and/or the Board of Directors shall establish such ad hoc committees as become necessary at any regular or special meeting of the Board of Directors by majority vote. At no time shall an ad hoc committee have the authority to act in place of the Board of Directors. This committee shall expire at project completion or at the dissolution by the Board of Directors.
- Section 3. Executive Committee: The committee will consist of the executive officers including the President, Vice-president, Secretary and Treasurer. The executive committee shall assist in preparing the board meeting agenda; making recommendations to the Board of Directors; and perform such other duties as directed by the Board of Directors. Unless otherwise ordered by the Board of Directors, meetings of the executive committee may be called by the President or by the written request of two members of the executive committee. The President is the chair of this committee.

### **Article VIII** **Officers of the Fair**

- Section 1. General: The officer of the Mercer Science and Engineering Fair shall be the MSEF Director (Fair Director). The Fair Director is a regular board member elected by the majority of the Board of Directors at the beginning of each fiscal year of MSEC. The Fair Director's term ends at the end of the fiscal year.
- Section 2. Authority and Duties of the Fair Director: The Fair Director shall have the authority, exercise the powers, and perform the duties otherwise specified by the Board of Directors or these by-laws, except in events where the officer of the fair shall exercise such powers and perform such duties as may be required by law. In cases where the duties of any officer or agent are not prescribed by these by-laws or by the Board of Directors such officer or agent shall follow the orders and instructions of the President. The Fair Director is responsible for implementing the resources provided by the Board of Directors to administer and cause to be administered all aspects of arranging and executing the annual MSEF.
- Section 3. Fair Judges: There will be one Head Judge and one or more regular Fair Judges for the Mercer Science and Engineering Fair. A Head Judge will be selected each year by the MSEF Director. The Head Judge will select and manage all Fair Judges. Judges will be responsible for all judging and tabulation of results at the current MSEF. The Head Judge and Fair Judges may not be:
1. A member of the Club
  2. A participant in the current year's fair
  3. A teacher in a school that participates in the current year's MSEF

4. A family member, guardian, teacher, or mentor of a participant in the current year's MSEF.

Section 4. Honorary Co-Director: The honorary co-director is an optional office that could be filled according to the needs of the fair if the Fair Director and the Board of Directors deem appropriate and necessary. The honorary co-director has no responsibilities or duties except those specified explicitly by the Board of Directors and the MSEC Director for specific occasions. The proposals for electing an honorary co-director may come from the current MSEC Director or any other member of the Board of Directors.

### **Article IX** **General Provisions**

Section 1. Books and Records: The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, the advisory committee, and all committees established by the Board of Directors. All books and records of the corporation may be inspected by an accredited representative of any designated sponsoring organization, or any director, or his/her agent or attorney for any proper purpose at any reasonable time. All books and records shall be kept in a form necessary to comply with any and all requirements of the Internal Revenue Service for maintaining the corporation's IRS 501(c)(3) status.

Section 2. Indemnification of Directors and Officers: Each director and officer of this corporation, whether or not then in office, and such director or officer's personal representatives, shall be indemnified by the corporation to the maximum extent allowed by New Jersey law including, but not limited to, all costs and expenses actually and reasonably incurred by such director or officer in connection with the defense of any action, suit, or proceeding in which such director may be made a party by reason of being or having been such director or officer except in relation to matters as to which such director or officer shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation. Such costs and expenses shall include amounts reasonably paid in settlement for the purpose of curtailing the costs of litigation, but only if the corporation is advised in writing by its counsel that in counsel's opinion the person indemnified did not commit such negligence or misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which such director or officer may be entitled as a matter of law or by agreement.

- Section 3. Presumption of Assent: A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless they shall file written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a director who voted in favor of such action.
- Section 4. Fiscal Year: The corporation's books of account shall be kept on the basis of the fiscal year of June 1 through May 31.
- Section 5. Designated Contributions: The corporation may accept any designated contribution, grant, bequest, or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve control of all rights, titles and interests, of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with and any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes.
- Section 6. Conflict of Interest: If any person who is a director or officer of the corporation is aware that the corporation is about to enter into any business transaction directly or indirectly with such person, any member of such person's family, or any entity in which such person has any legal, equitable or fiduciary interest or position, including without limitation as a director or officer, such person shall a) immediately inform those charged with approving the transaction on the behalf of the corporation of such person's interest or position, b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the corporation and c) not be entitled to vote on the decision to enter into such transaction.
- Section 7. Nondiscrimination Policy: MSEC is committed to a policy of fair representation on the Board of Directors and will not discriminate on the basis of race, disability, sex, color, religion, sexual orientation, geographical area, or age.
- Section 8. Compensation and Expenses: No compensation will be paid to any member of the Board of Directors for services as a member of the board. By resolution of the Board of Directors, reasonable expenses may be allowed for attendance at regular and special meetings of the Board of Directors and for special services rendered by any director.

**Article X**  
**Amendments**

The Board of Directors shall have the power to make, amend, and repeal the by-laws of the corporation by a two-thirds majority vote at any regular or special meeting of the Board of Directors, provided that fifteen (15) days prior written or email notice of any proposed amendment, which includes the text of the amendment, has been given to each director. Signed proxy votes must be delivered to the Secretary or his designated representative (2) two days prior to the meeting.

**Article XI**  
**Dissolution**

Dissolution details are specified in the Articles of Incorporation.