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LIBERTY AND PROSPERITY, 1776, Inc., a Non-Profit Corporation of New Jersey BYLAWS (As adopted 8/21/03, Amended 10/2/03, Amended 8/12/17)

1. **Name.** The name of this corporation is “*LIBERTY AND PROSPERITY – 1776, Inc.*” It shall be established and maintained as a non-profit corporation of New Jersey.
2. **Purposes:** The corporation is an educational and research organization whose goals and purposes are as follows:
 - A. To research, compile, organize, and disseminate information pertaining to the origins, meanings, and goals of the United States Declaration of Independence, Constitution of the United States, the Constitution of the State of New Jersey, and the Motto and Seal of the State of New Jersey, and other documents, principles, philosophies, and ideals which formed the basis for the creation of the State of New Jersey and the United States of America as a free and independent state and nation, with democratic republican forms of government.
 - B. To research, compile, organize, and disseminate information pertaining to those individuals who articulated, organized, advocated, drafted, were inspired by and/or applied the foregoing documents, principles, philosophies, and ideals from 1776 to the present day, and individuals who later were inspired by, advocated, applied, interpreted, and supported those documents, principles, philosophies, and ideals.
 - C. To research, compile, organize, and disseminate information pertaining to the effects of the application and non-application of the foregoing documents, principles, philosophies, and/or ideals upon which they were based to day to day issues of government, politics, economics, culture, religion, education and conflicts between individuals and groups, from 1776 to the present day.
 - D. To promote the teaching, knowledge, use, and application of the foregoing documents, and their underlying principles, philosophies, and ideals to and for all residents and visitors to New Jersey as a vital part of the political, economic, social, and cultural life of New Jersey and of the United States

- E. To research, compile, organize, teach, educate, and disseminate information illustrating the truth and wisdom of the New Jersey state motto “Liberty and Prosperity”.
 - F. To encourage people in New Jersey to assume their responsibilities as informed and active citizens of a democratic republic in the manner contemplated by the founders of New Jersey and of the United States.
 - G. To research, compile, organize and disseminate information which helps citizens understand and evaluate actions taken and not taken by elected and non-elected government officials, employees, agencies, and other individuals and entities receiving support or encouragement from government, so that they can better discharge their duties as informed and active citizens in the manner contemplated by the founders of New Jersey and the United States.
 - H. The corporation shall not carry on propaganda or otherwise attempt to influence legislation, nor shall the corporation participate or intervene in any political campaign on behalf of any candidate for public office, or engage in any other political activity prohibited to organizations qualifying for tax exemption under the provisions of Section 501(c)(3) of the United States Internal Revenue Code.
3. **Members.** *Each member of the organization shall have the right to vote and participate at each meeting of members.* To be a member of this organization, a person must:
- a. Be a good faith legal resident of the State of New Jersey who is sixteen (16) years of age or older.
 - b. Agree with the goals and purposes of the organization as set forth in the preceding section, and substantially agree with the core positions and policies declared by resolution of both the Board of Trustees and the members at duly constituted meetings. Every member, if elected or appointed to any government office or position of employment, must publicly declare his or her support of the goals and purposes of this organization, and must to the extent that is reasonable and practicable, use his or her best efforts in his or her official capacity to advance said goals and purposes.
 - c. **Be** approved for membership by a majority of members present at a regularly scheduled meeting, after previously having been nominated by the Board of Trustees, or such Membership Committee established by the Board of Trustees, or by petition of not less than five (5) members at a previous regularly scheduled meeting of the members

occurring not less than twenty (20) days prior to the meeting at which the nominated person is voted on and approved by the members..

- d. Be current in the payment of all dues and assessments as may *be* established by the Board of Trustees from time to time.
- e. Attend not less than three regularly scheduled meetings during any twelve month period, except that for those 12 month periods during which there are less than four regularly scheduled meetings, attendance of not less than fifty percent (50%) of the meetings held during said 12 month period shall be sufficient to maintain membership in good standing.
- f. Satisfy all such other membership requirements required by the Board of Trustees for all members, which may include an obligation to perform a certain number of hours of volunteer work to further the goals and purposes of the corporation..
- g. The Board may establish one or more categories of honorary, associate, corresponding, student. or other non-voting members, who may or may not satisfy one or more requirements of regular members.
- h. The Board of *Trustees* may at any time remove any member who has failed to meet any membership requirement, at any Board meeting, provided the affected member has received reasonable advance written notice of the proposed Board action, and the opportunity to be heard by the Board prior to the Board's taking of such action. The Board shall cause notice of such action to be given to the membership in its next regular communication to the members, and at the next meeting of members.
- i. NOTWITHSTANDING ANYTHING SET FORTH ABOVE TO THE CONTRARY, NO PERSON SHALL BE NOMINATED OR APPROVED TO BE A MEMBER WITH THE RIGHT TO VOTE AT MEETINGS OF MEMBERS UNLESS SAID PERSON HAS BEEN AN HONORARY, ASSOCIATE, CORRESPONDING, STUDENT, OR OTHER NON-VOTING MEMBER FOR 12 OR MORE CONTINUOUS MONTHS IMMEDIATELY PRIOR TO HIS OR HER NOMINATION, AND UNLESS SAID PERSON AS ATTENDED NOT LESS THAN THREE REGULAR MEETINGS OF MEMBERS DURING THE PREVIOUS 12 MONTHS AT WHICH QUORUMS WERE PRESENT AND BUSINESS CONDUCTED. (***THIS PARAGRAPH PROPOSED AS AN AMENDMENT TO THE BYLAWS AT BUSINESS MEETING OF JULY 11, 2017, AND ADOPTED BY RESOLUTION AT REGULAR BUSINESS MEETING OF AUGUST 12, 2017.***)

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4. Meetings.

- a. There shall be an annual meeting of the members for the purpose of electing the Board of Trustees, and for conducting other business of the corporation. There shall also be an additional special re-organizational meeting of the membership no sooner than three months, and no later than six months following the date of the first meeting of members where initial directors are selected. The regular terms of the members of the Board of Trustees shall begin at that special re-organizational meeting, and the annual meetings shall thereafter be held during the same calendar month as said additional special reorganizational meeting.
- b. There may be such additional meetings of the members as may be called by (1) the president, (2) resolution of the Board of Trustees, or (3) a petition signed by thirty percent (30%) of the members or by resolution of the Board of Trustees.
- c. The Board of Trustees shall meet at regular monthly meetings or more frequently if necessary.
- d. Thirty percent (30%) of the members present either in person or by proxy shall comprise a quorum of a meeting of the members. However, if a quorum of thirty (30%) of the members is not met after two consecutive efforts, at which meeting notice was given to all members, twenty percent (20%) of the members in good standing shall constitute a quorum for the next meeting. A majority of directors shall constitute a quorum of a meeting of the Board of Directors.
- e. Special meetings of the Board of Trustees may be called by a petition signed by a majority of Board Members or by the President, or Chairman of the Board, provided **actual notice, which may be e-mail** notice is delivered to each Board Member **at the address or e-mail address last given by said member to the secretary** at least 72 hours in advance of any meeting.
- f. Members may participate in the annual meeting by proxy. Board of Trustee members may participate in Board meetings by telephone or e-mail or other reliable electronic communication device or system approved by the Board in advance of any meeting where such devices are permitted..
- g. Written notice may be delivered by mail (with a presumption of three day delivery time), fax, or e-mail to the fax and e-mail address

supplied by a member on his initial application or as updated by the member with the secretary or membership chairman thereafter.

5. Board of Trustees.

- a. The Board of Trustees shall consist of no fewer than three, and no more than thirteen members, elected to three year terms. Each trustee must be a member of the organization. However, the initial terms for one third of the trustees shall be one year, and two years for another one third of the trustees, so that the terms of the trustees shall be staggered and that one third of the trustees if there are three, six, or nine trustees, and as near as one third of the trustees as possible if there are four, five, seven, or eight trustees shall be elected during the annual meeting of each year. Temporary trustees may be elected at any meeting of the members prior to the special reorganization meeting described above. However, their terms shall expire when their successors are selected at said special reorganization meeting.
- b. The trustees elected at the first meeting may be nominated from the floor by a single member with a second. However, at and after the special reorganizational meeting, Board Members may only be nominated not less than thirty days prior to the annual meeting *or other regular or special meeting designated in the meeting notice as a meeting at which a vacant position will be filled*, by a petition signed by not less than five percent (5%) of the members, or by resolution of the Board of Trustees, or by a Nominating Committee established by the Board of Trustees. The names and addresses, and a brief statement *by* each candidate for the Board shall be delivered in writing to each member not less than fourteen days prior to the annual meeting at which directors shall be elected.
- c. The Board of Trustees shall govern the affairs of the corporation, and shall conduct all business of the corporation, including hiring and discharging all employees, fixing all salaries, and entering into or terminating all contracts.
- d. The Board of Trustees may establish and supervise one or more committees and shall appoint one or more volunteer or paid deputies or agents, or employees to assist it in carrying out the goals and purposes of the corporation.
- e. No person hired as a paid employee may simultaneously serve on the Board of *Trustees*. An individual hired as an employee is *encouraged* to be a member in good standing of the corporation at all times, and shall at all times meet all obligations of membership.

- f. An individual contracted by the Board to perform a specific task for monetary or other compensation may simultaneously serve on the Board of Trustees or any committee established by the Board. However, no trustee may vote on his or her own contracting or compensation, and no decision on such matters may be taken if the presence of such director is necessary to constitute a quorum. No trustee may receive monetary compensation for serving on the Board, serving as an officer of the Board, or chairing or serving on a committee of the Board.
- g. The Board shall direct the Secretary or some other person if the Secretary is unwilling or unable to perform this duty, to make comprehensive minutes of all meetings setting forth all business conducted and all action taken at all meetings, and to distribute said minutes by e-mail to all full members in good standing who have previously provided an e-mail address to the Secretary, as soon as is practicable, but not later than ten (10) days after any meeting of the Board. The Secretary shall similarly cause a copy of the minutes to be delivered to the principal office of the organization within ten days of the meeting, where copies shall be made available to each member who either appears to pick up a copy, or who sends to the principal office, a self-addressed stamped envelope. The Secretary shall similarly cause minutes of the meeting to be posted on the organization's web site, as soon as the Board determines that it is practical to do so. The Board shall decide whether such minutes posted on the web site shall be available to the general public, or ***restricted to members only.***
- h. The Board shall direct the Treasurer or some other person, if the Treasurer is unwilling or unable to perform this duty, to report all items of income and expenses (except the Board may by vote of two thirds (2/3) of the full Board decide not to disclose the name of any person making a donation to the Board if the person making such donation informs the Board that he has a well founded fear of persecution or retaliation of the making of the donation were made public) to all full members in good standing as soon as is practicable, but not later than thirty (30) days after the calendar month during which any such financial activity occurred. ***Notwithstanding the above, the Board and officers of the organization shall at all times comply with the law and make such disclosures as are required to be made by law.***
- i. The secretary shall make available to any member in good standing, who submits a petition signed by a number of members in good standing equal to or greater than ten percent of the total members in good standing, the full membership list of the organization, including

the names, addresses, telephone numbers, and e-mail addresses of the members.

6. Officers.

- a. There shall be a President, a Vice President, and Secretary, and a Treasurer. These officers may or may not also be members of the Board of Directors. Each officer shall be elected to the Board for a one year term at the Board Meeting, regular or special, next occurring following the annual meeting at which Board members are elected. ***It is intended that Board members not select new officers at the same meeting at which one or more new Board members is elected, so their can be reasonable reflection and discussion prior to selection.***
- b. The President shall preside at all meetings of the Board, and at the annual meeting and all other meetings of the members. The president shall appoint all committees, subject to ratification by the Board at its next meeting.
- c. The vice president shall preside over all such meetings in the absence of the president, and shall have such other powers and duties as may be prescribed by the Board.
- d. The treasurer shall oversee and maintain all bank accounts, and financial records, and shall make all books and records ***available*** to all members at reasonable times and places. The treasurer shall give a yearly financial statement at the annual meeting. The treasurer shall audit all fundraising activities and membership drives. The treasurer shall have such other powers and duties as may be prescribed by the Board.
- e. The secretary shall be responsible for taking minutes of all Board Meetings and distributing them to board members and making such summaries for members and staff as the Board shall require. The secretary shall also be responsible for board correspondence. The secretary shall have such other powers and perform such other duties as the Board requires.

7. Vacancies and replacement of Board Members and officers.

- a. A majority vote of the full board may remove any officer or trustee, ***for any of the causes recited below***, provided the affected officer or trustee is given advance written notice of the proposed action at least seventy-two (72) hours in advance of the meeting at which the vote on his or her removal is to take place.

- (1) Failure of *any Board member* to attend two consecutive meetings of the Board without giving reasonable written explanation *justifying his or her absence*.
 - (2) Failure of any officer to carry out the duties and responsibilities of his or her office.
 - (3) *Failure to meet the requirements of membership as set forth in Section 3 above.*
- b. The Board shall replace all vacant positions for director and officer at the meeting at which the vacancy occurs, or the next meeting, for the remainder of that term for officer or director.
 - c. *Any officer or Board member so removed may request that the members reverse any action of the Board in removing him or her from office pursuant to this section by filing a written or e-mail request for such review within five days of the meeting at which such action was taken. Said written or e-mail request shall be mailed, e-mailed, and/or delivered to (1) the Secretary, AND (2) the official office of the corporation, AND (3) any other officer or Trustee. If such notice is given, the members shall review the action of the Board at the next meeting occurring no sooner than ten and no later than forty-five (45) days after the Board meeting at which the officer or director was removed. If no regular meeting is scheduled during such time frame, the President and the Board shall convene a special meeting of the members within said time frame to review such action of the Board, and the officer or director so removed shall be notified of such special meeting. The removed officer or trustee may attend said meeting of members reviewing his or her removal and be heard by the members on that issue.*

8. Indemnification.

- a. Any trustee or officer of the corporation, whether or not then in office shall be indemnified by the corporation against all liabilities, costs, and expenses reasonably incurred or imposed arising out of or in connection with any action, litigation, or proceedings pertaining to their activities while performing their duties as officers or directors of the corporation.

9. Amendments and Ratifications.

- a. Amendments to the by-laws or certificate of incorporation shall be presented to the Board and approved on first reading by majority vote of the Board at a regular meeting. To be ratified and valid and binding, any such amendment must then be approved by a majority of members *in attendance* at the next regular or special meeting of the

members, and by a two thirds vote of the entire board at the next regular meeting.

10. Dissolution of the Corporation.

- a. The corporation may be dissolved according to the statutes of the State of New Jersey. Upon dissolution, the assets of the corporation will first be applied to payment of the just debts and liabilities of the corporation. Any remaining moneys or assets shall be disposed of and distributed pursuant to New Jersey law to one or more non-profit funds, foundations, or corporations which is organized and operated for purposes similar to this corporation, and which is exempt from Federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code. Said dissolution shall take place as directed by the Board of Directors.

11. Additional Rights and Powers of Members.

- a. Special Meetings: Special Meetings of the Members in Good Standing may be called by a petition signed by thirty percent (30%) of the members in good standing. The petition shall set forth a proposed agenda or purpose for such meeting. Within ten days of receiving such a petition, the Secretary shall notify all members in good standing of the date, time, and place such meeting in writing by personal delivery or first class mail, or by e-mail of such meeting. Said meeting shall be held not more than 30 days, nor less than 15 days after the giving of such notice. Notice sent by mail shall be presumed to be delivered three days after the date of mailing. Said notice shall also set forth the agenda or stated purpose of the meeting. If the Secretary fails to send such notice, a committee of the petitioners requesting such special meeting may designate the date, time, and place of the meeting, and may send such notice.
- b. Removal of Trustees and Officers. Any officer or director may be impeached upon a two thirds (2/3) vote of the full number of members in good standing in person or by written proxy at any regular or special meeting. In the event any officer or director is so impeached, the Secretary shall cause a regular or special meeting to be held not later than 20 days nor more than 40 days after the date of the meeting at which said officer or director is impeached, and shall cause written notice or e-mail of the meeting to be delivered to each member in good standing at least ten days in advance of the meeting, and such notice shall advise that the director or officer has been impeached, and may be removed at said second meeting. At that second meeting, the officer or director who has been impeached shall be given a reasonable opportunity to speak and defend him or herself, and to question those persons who moved and/or spoke in favor of the impeachment and/or removal of such officer or director. Any officer or director who has been

impeached, may be removed from office by vote of two thirds (2/3) of the full membership at the meeting held immediately after the meeting at which the impeachment took place.

- (c) Any action of the Board of Trustees, *including any action to remove and/or replace officers or Board members pursuant to Section 7 above*, may be cancelled and nullified by a majority vote of the membership taken at the next meeting of the members following such action of the Board of Directors.

The foregoing by-laws are a true copy of the original by-laws initially adopted by the Board of Trustees of Liberty and Prosperity 1776, Inc. at a duly constituted meeting held August 21, 2003, and amended at a duly constituted meeting of said Board of Trustees held on October 2, 2003.

***SETH GROSSMAN, Executive Director
Acting Secretary at 10/2/03 Meeting***