

**Bylaws of the  
ALLIANCE OF INFORMATION and REFERRAL SERVICES  
OF NEW JERSEY, INC.**



**New Jersey**

*Bringing People and Services Together*

**Revised November 2004**

## ARTICLE I - NAME

The name of this organization shall be the Alliance of Information and Referral Services of New Jersey, Inc. (AIRS-NJ).

## ARTICLE II - PURPOSE

The AIRS-NJ Mission is - "To advance the capacity of Information and Referral providers in New Jersey to better serve their communities."

AIRS-NJ is dedicated to exceeding the expectations of its members and promoting the profession of Information and Referral. AIRS-NJ recognizes that to meet these goals the association must provide high quality resources to all I&R professionals and the public at large.

AIRS-NJ shall be an affiliate of the Alliance of Information and Referral Systems.

## ARTICLE III - MEMBERS

**Section 1-** The voting membership of AIRS-NJ shall consist of the following categories:

*Agency* -An organization or program of an organization that supports the purpose of AIRS-NJ.

*Individual* -An employee or program of an organization identified above.

*Subscribing* -An organization, program, or individual not meeting the above requirements but subscribing to the purpose of AIRS-NJ.

**Section 2** -Membership dues shall be an annual fee as determined by the Board of Directors and may vary in amount for each category. Dues are payable by January 1st annually.

**Section 3** - Any member in arrears in payment of annual dues after March 31<sup>st</sup> will have their membership privileges suspended until the indebtedness is resolved.

**Section 4** -Members are expected to accept service as Officers, Board members, or on committees, they may be elected or volunteer.

## ARTICLE IV - MEETINGS

**Section 1** -The Annual Meeting of the membership shall be held no later than the last week in May at a location designated by the Board of Directors. At the Annual Meeting, the membership shall elect the Board of Directors and Officers as stipulated in Article V, Section(s) 3 & 4.

**Section 2** - Notice for the Annual meeting and any other special meeting shall be given written in either hard copy or electronic correspondence to each member not less than ten (10) or more than thirty (30) days prior to the meeting.

**Section 3** -At the Annual meeting and all special meetings of the membership, the membership present shall constitute a quorum and a majority vote of those present shall decide any questions. Each recognized voting membership shall be entitled to one vote.

**Section 4** -The time and place of these meetings shall be determined by the Program and Publicity Committee with the approval of the Executive Board.

**Section 5**- The organization shall hold an Annual Conference. The Annual Conference shall be held under the auspices of the Program and Publicity Committee to provide education and/or address issues relevant to information and referral providers.

## **ARTICLE V - BOARD OF DIRECTORS**

**Section 1** -The Board of Directors will conduct the business of the Corporation and shall be responsible for the control and management of all affairs, funds and property of the Corporation.

**Section 2** -The Board of Directors shall consist of a minimum of ten percent (10%) of the voting membership (as defined in Article III, Sections 1, 2 & 4 as determined on the date of the annual election. (Article IV, Section 1).

**Section 3** - Board Members shall be elected for a three (3) year term and may not serve more than two (2) successive full three (3) year terms without at least a one (1) year interruption. One third (1/3) of the Board shall rotate off annually in a prescribed manner.

**Section 4** -At the Annual Meeting the membership shall elect Board members as prescribed in Article IV, Section 1.

**Section 5** - The Board of Directors shall meet at least twice year at a time and location selected by the Board as well as special meetings convened as necessary.

**Section 6**- Four (4) members of the Board present shall constitute a quorum for the transaction of business.

**Section 7** -Written notice of all meetings of the Board shall be given to all members at least fifteen (15) days in advance, unless such notice is waived by the President.

**Section 8** -Any vacancy occurring on the Board, may be filled by the Board upon recommendation of the Nominating Committee or President. The person so appointed shall serve for the unexpired term of the Board member.

**Section 9** – Any board member with two (2) unexcused absences will have considered their office vacated. That position will be filled in accordance with Article V, Section 8.

**Section 10** – In the event of a resignation of an officer, a replacement shall be selected and elected by the Board of Directors.

## **ARTICLE VI - EXECUTIVE OFFICERS**

**Section 1-** The officers of the Corporation shall be a President, Vice President, and Secretary -Treasurer

**Section 2-** The Officers shall be elected by the membership in good standing at the Annual Membership meeting held in May for one year terms. Officers may not serve more than two (2) consecutive terms in the same office unless approved by 2/3 majority vote of members present.

**Section 3 -**Candidates for any Officers position of the Corporation must be a member of good standing of the organization as defined by these bylaws at the time of election or appointment.

**Section 4 -**All vacancies shall be filled by the Board of Directors upon recommendation of the Nominating Committee.

**Section 5 -**The Officers elected at the Annual meeting shall take office on the first day following said meeting in May. An organizational meeting of the old and new Executive boards shall be held within forty-five (45) calendar days to affect an orderly transition.

**Section 6 -** The Executive Officers shall serve without compensation

**Section 7 -** Executive Officer duties are as follows:

**President:**

1. To preside over all meetings.
2. To serve as an ex-officio member of all committees.
3. To develop agendas for meetings in consultation with the Program Committee and board members.
4. To guide the corporation in developing its goals and objectives.
5. To form annually a Nominating Committee, comprised of at least three (3) members which shall be charged with the following responsibilities:
  - 5.1.1 To receive names and prepare a list of nominees for election to the Board and as Officers for presentation to the membership at the Annual meeting.
  - 5.1.2 Through the Secretary/Treasurer, provide for notification to the membership the names of nominees for the Executive Board or as Officers of the organization at least 14 days prior to Annual Meeting.
  - 5.1.3 The Chair of the Nominating Committee may not run for office in that election to which he or she is preparing a slate.
  - 5.1.4 To follow Roberts Rules of Order (most recent edition) in the above matters as to the procedure to follow.

**Vice President:**

1. To perform duties of President in his/her absence.
2. To perform any other duties assigned by the President or Board of Directors.

**Secretary/Treasurer:**

1. To keep accurate records of all meetings of the Board and Executive Committee
2. Give notice of all meetings as prescribed in these bylaws
3. Keep records of Board and Executive Committee attendance
4. To give notice to each member of proposed bylaw changes at least 14 days prior to the annual meeting of the corporation.
5. To keep custody of the Corporate Seal and use as required.
6. To be custodian of the Corporation funds securities and deposit same in depositories designated by the Board
7. To disburse funds of the Corporation with at least two (2), authorized signatures, as defined by the Executive Committee.
8. To act as Chairperson of the Finance Committee.
9. To make regular accurate accounts of all transactions as Treasurer to the Board.
10. To prepare an annual budget with the Finance Committee.
11. To submit an annual accounting or review of all funds at the Annual meeting.

**ARTICLE VII - COMMITTEES**

**Section 1** -There shall be three (3) standing committees: Program and Publicity, Membership, and the Executive Committee. Other ad-hoc committees may be designated by the Board or Executive Officers

**Section 2** -Voting members of the Corporation shall serve on one of the various committees by volunteering or appointment, and shall serve no more that three (3) consecutive years on the same committee, unless an extension is granted by the Executive Committee.

**Section 3** -Vacancies occurring on any committee shall be filled by the Executive Committee within 30 days of vacancy.

#### **Section 4 - Committee Duties:**

*Executive Committee* –The committee is comprised of the corporation officers as designated in Article VI, Section 1. The committee will develop an annual budget with the Committee Chairpersons by the September meeting of the Board. They will formulate and conduct fundraising programs as approved by the Board. To investigate all proposals of grants, loans, and contract involving the Corporation.

The group shall act in the absence of a formal Board meeting and exercise all powers thereof such Board. Any action taken by the Executive Committee shall be by unanimous vote and shall be reported to the Board.

*Program and Publicity Committee-*

- ❖ To plan, coordinate and schedule corporation meetings, workshops, seminars, etc.
- ❖ To coordinate and publicize activities of AIRS-NJ in various media as necessary,
- ❖ To publish a newsletter
- ❖ Arrange for all relevant announcements and other necessary logistics to support same.
- ❖ The committee also has the responsibility to plan and promote the Annual Conference.

*Membership Committee* -To conduct ongoing membership drives for all classes of membership for AIRS-NJ and collect dues. To act as agent for AIRS-NJ regarding membership in National Alliance of Information and Referral Systems, Inc.

### **ARTICLE VIII - OTHER PROVISIONS**

**Section 1** – These bylaws may be amended by a two thirds (2/3) vote of the membership present at the annual meeting (as defined in Article IV, Sections 1, 2 and 4) provided the proposed revision(s) have been mailed to all members at least fourteen (14) days prior to the date of voting at the Annual Meeting.

**Section 2** -Rules and Procedures not specified in these By-Laws shall be by those provided in Roberts Rules of Order (most recent edition).

**Section 3** -In the event the Corporation is dissolved, any assets shall be transferred to a tax- exempt charitable organization as determined by the Board.

Effective: 9/9/88 Last Revised: 9/21/94 Most Recent Revision: 5/26/2004