

CERTIFICATE OF ADOPTION OF BYLAWS

I, the undersigned, do certify:

1. I am the elected and acting President of Overtime Angels, Inc., a New Jersey Nonprofit Corporation.

2. The forgoing Bylaws, comprising of nine (9) pages, constitute the amended Bylaws of the Corporation as adopted by the unanimous consent of the Board of Trustees, dated May 9, 2014.

In witness whereof, I have subscribed my name and affixed the Corporate Seal of this Corporation this the 9th day of May, 2014.

Overtime Angels, Inc.,

By: 

James E. Brunke, Secretary

OVERTIME ANGELS, INC., BYLAWS

I. NAME, OFFICES, AND PURPOSES

1.1 **Corporate Name.** The name of this non-profit, non-membership corporation is OVERTIME ANGELS, INC., (hereinafter referred to as "the Corporation"). The Corporation shall have the right, from time to time, to operate under such other names as it may receive authorization to use pursuant to applicable law.

1.2 **Principal Office.** The Corporation's principal office shall be at 34 Marigold Lane, Marlboro, New Jersey 07746, or at such other place as the Board of Trustees may from time-to-time determine.

1.3 **Other Places of Business.** The Board of Trustees may, at any time, establish offices at any location where the Corporation is qualified to do business.

1.4 **Corporate Purpose.** The corporation is a non-profit, non-membership corporation, organized for the following purposes:

(a) The specific and primary purposes for which the Corporation is formed is to provide funding for the payment of medical costs for uninsured individuals as well as non-financial support to those who require it.

(b) The general purposes for which this corporation is formed are to operate exclusively for such scientific, educational and/or charitable purposes as will qualify it as an exempt organization under §501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as "the Code") or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under §501(c)(3) of the Code.

1.5 **Membership.** The Corporation will have no members.

1.6 **Purpose of Bylaws.** These Bylaws establish rules and procedures for

conducting the affairs of the Corporation. They are binding on the governing board of the Corporation (hereinafter referred to as "the Board of Trustees" or "the Board"), on members of any committees established by the Board, and on the Corporation's officers, whether those persons served in the applicable capacity at the time these Bylaws were adopted or were appointed or elected to the position at a later date. These Bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act and the Corporation's Certificate of Incorporation, as they may be amended from time to time. If any provision in these Bylaws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

II. TRUSTEES

2.1 *Powers and Duties.* The Board of Trustees, by majority of the votes cast, shall have general power to govern and manage the affairs and property of the Corporation, and shall have the full power to adopt rules and regulations governing the action of the Board of Trustees, and shall have the full authority with respect to the distribution and payment of the funds received by the Corporation from time to time; provided, however, that the fundamental purpose of the Corporation, as expressed herein and in its Certificate of Incorporation, shall not thereby be amended or changed; and provided, further, that the Board of Trustees shall not permit any part of the net income or assets of this corporation to ever inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual, except that the Corporation shall be authorized and empowered to make payments and distributions to such individuals in furtherance of the purposes set forth in Paragraph 1.4, hereof.

2.2 *Number, Selection, and Qualification.* The business and affairs of the Corporation shall be managed by or under the direction of its Board of Trustees. The number of Trustees shall be the number of Trustees elected from time to time in accordance with these Bylaws, but shall never be less than three (3). The initial number of Trustees shall be three (3) as set forth in the Certificate of Incorporation. The number of Trustees may be increased or decreased from time to time by election in accordance with these Bylaws. Trustees shall be at least 18 years of age and need not be citizens of the United States or residents of this State

or Members of the Corporation.

2.3 **Election and Term of Trustees.** The Trustees shall be elected by the majority vote of the then serving Board of Trustees at the annual meeting of Trustees of each calendar year. The term of office of each Trustee shall be one year from the date of election and thereafter until a successor has been elected and qualified. Nothing herein shall be construed to prevent a Trustee from serving additional terms.

2.4 **Annual Meeting of Trustees.** The Board of Trustees shall have an annual meeting once per calendar year in order to hear an annual report, select officers, and to transact whatever business the Board deems necessary. The Corporation's Secretary shall notify all Trustees of the date, time, and place of the annual meeting, by sending written notice thereof to each such Trustee at least TEN (10) days in advance of the date therein designated for that meeting.

2.5 **Regular Meetings of Trustees.** The Board of Trustees shall hold regular meetings at such time and place as the Board shall designate. The Corporation's Secretary shall notify all Trustees of the date, time and place of all regular meetings by sending written notice to each such Trustee at least TEN (10) days in advance of the date therein designated for that meeting.

2.6 **Special Meetings of Trustees.** A special meeting of the Board may be called at any time by the President of the Corporation or any TWO (2) Trustees for any purpose consistent with the Corporation's Certificate of Incorporation or Bylaws. Such meeting shall be held upon FIVE (5) days' notice if given by telephone or in person, or upon TEN (10) days' notice if given by mail. Such notice shall specify the time and date of the meeting.

2.7 **Waivers of Notice.** Notice of a meeting need not be given to any Trustee who signs a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting (prior to the conclusion of the meeting) the lack of notice to such Trustee of such meeting. Unless otherwise provided herein, neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting.

2.8 Action without a Meeting. The Board of Trustees may act without a meeting if, prior or subsequent to such action, each Trustee consents to such action in writing. All written consents shall be filed in the Corporation's minute book.

2.9 Quorum. A majority of the entire Board shall constitute a quorum for the transaction of business at any meeting.

2.10 Compensation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Trustees, Officers, or other private persons, except that the Corporation 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 in Paragraph 1.4 hereof. The Corporation may reimburse its Trustees for reasonable expenses incurred by them, provided such expenses have been approved by the Board of Trustees.

2.11 Removal. Any Trustee may be removed, with or without cause, by a vote of a majority of the Trustees then in office.

2.12 Vacancies. Any vacancy in the Board of Trustees occurring during the year may be filled for the unexpired portion of the term by the affirmative vote of the majority of the Trustees then in office. Any Trustee so designated shall hold office until the designation and qualification of the Trustee's successor at the next succeeding annual meeting of the Board of Directors of the Corporation.

2.13 Quorum; Adjournments of Meetings. At all meetings of the Board, a majority of the Trustees then in office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Trustees present may, without giving notice other than by announcement of the meeting, adjourn the meeting from time to time until a quorum is obtained. At such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

2.14 Organization. The President shall preside over all meetings of the Board, or in the absence of the President, the Board of Trustees may select a

Chairman of the meeting from among its members. The Secretary of the Corporation, or the Secretary's delegate, shall act as Secretary at all Board meetings. In the absence of the Secretary or the Secretary's delegate, or with the Secretary's consent, the presiding officer may appoint any other person to act as Secretary of the meeting.

2.15 **Resignation.** Any Trustee may resign at any time by giving written notice to the President. Such resignation shall take effect at any time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

III. BOARD COMMITTEES

3.1 **Executive and Other Committees.** The Board may appoint from among its members an executive committee and/or one or more other committees, each of which shall have one or more members. To the extent provided in such resolution, each such committee shall have and may exercise all the authority of the board, except that no such committee shall take any action prohibited by N.J.S.A. 15A:6-9. The Board may abolish, fill any vacancy in, appoint alternate members to, or remove a Trustee from, any such committee.

3.2 **Committee Meetings.** Board committees shall meet at such times and places as may be acceptable to a majority of the members of that committee. The presence of a majority of the members of a committee shall constitute a quorum for the transaction of business by that committee.

IV. OFFICERS

4.1 **Election of Officers.** The Board of Trustees shall appoint a President, Vice President, Secretary, Treasurer, and such other officers as it deems necessary for the conduct of the Corporation's affairs. The duties and authority of the officers shall be determined from time to time by the Board. Subject to any such determination, the officers shall have the duties and authority set forth in the following paragraphs.

4.2 **Duties of the President.** The President shall have general charge and

supervision over and responsibility for the affairs of the Corporation, and shall preside at all meetings of the Board of Trustees. Unless otherwise directed by the Board, all other officers shall be subject to the authority and the supervision of the President. The President may enter into and execute, with the general or specific approval from the Board, in the name of the Corporation, contracts or other instruments which arise in and outside the regular course of the Corporation's activities. The President may, from time to time, delegate any or all of the President's duties and authority to any other officer.

4.3 **Duties of the Vice President.** The Vice President shall perform the duties of the President in the President's absence or inability to perform said duties. The Vice President shall also have such additional responsibilities as the President or the Board may, from time to time, delegate to the Executive Vice President.

4.4 **Duties of the Secretary.** The Secretary shall cause notices of all meetings to be served as prescribed in these Bylaws and shall keep or cause to be kept the minutes of all meetings of the Board. The Secretary shall have charge of the seal of the Corporation and shall perform such other duties and possess such powers as are incident to the office or as shall be delegated to the Secretary by the President or the Board.

4.5 **Duties of the Treasurer.** The Treasurer shall have the custody of the funds of the Corporation and shall keep or cause to be kept regular books of account for the Corporation. The Treasurer shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned to the Treasurer by the President or the Board.

4.6 **Removal of Officers.** All officers of the Corporation serve at the pleasure of the Board of Trustees. The Board may remove any officers, with or without cause, by a majority vote of the Trustees. An officer who is also a Trustee may be removed as an officer of the Corporation and remain a Trustee unless the action of the Board clearly indicates otherwise.

4.7 **Compensation.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Trustees, Officers, or other

private persons, except that the Corporation 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 in Paragraph 1.4 hereof. The Corporation may reimburse its Officers for reasonable expenses incurred by them, provided such expenses have been approved by the Board of Trustees.

V. AGENTS AND REPRESENTATIVES

5.1 **Agents and Representatives.** The Board may appoint and compensate such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board may deem advisable, insofar as the same may be consistent with these Bylaws, to the extent authorized or permitted by law.

VI. INVESTMENTS, BANK ACCOUNTS, CHECKS

6.1 **Investments.** The Corporation shall have the right to retain all or any part of any securities or property acquired by it, in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board.

6.2 **Checks, Notes, and Contracts.** The Board is authorized to select such banks or depositories as it shall deem proper for the funds of the Corporation. The Board shall determine who shall be authorized on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness.

VII. EXEMPT ACTIVITIES

7.1 **Exempt Activities.** Notwithstanding any other provision of these Bylaws, no Trustee, officer, employee, or representative of this Corporation, shall take any action or carry on any activity not permitted to be taken or carried on by an organization exempt from federal income tax under Code Section 501(c)(3) and the regulations promulgated thereunder.

VIII. CONTRIBUTIONS AND DISSOLUTION

8.1 **Contributions.** The Corporation shall have the right to solicit and accept contributions from third parties. All monies thus received will be used in furtherance of the Corporation's purpose as hereinabove stated. The Corporation shall have the right, however, to use a reasonable amount of any sums received for the payment of administrative expenses.

8.2 **Dissolution of the Corporation.** Upon dissolution of the Corporation, the Board of Trustees shall utilize the Corporation's assets for the payment of all obligations and liabilities. Any remaining assets will be disposed of in a manner consistent with the Corporation's Certificate of Incorporation.

IX. MISCELLANEOUS PROVISIONS

9.1 **Corporate Seal.** The Corporation shall have a corporate seal, an impression of which is embossed in the margin of this page.


9.2 **Amendment to Bylaws.** These Bylaws may be altered, amended or repealed by the vote of a majority of the Trustees. Written notice of any such Bylaw change to be voted upon by the Board, shall be given not less than TEN (10) days prior to the meeting at which such change shall be proposed.

9.3 **Fiscal year.** The Corporation's fiscal year shall run from the first day of January of each year to the thirty-first day of December of that year, or as determined by the Board of Trustees from time to time.

9.4 **Effect of Headings.** Headings have been used throughout these Bylaws as a matter of convenience. Such headings shall not be deemed interpretative of the contents of the Corporation's Bylaws.

9.5 **Applicability of New Jersey Law.** The Corporation has been formed pursuant to the laws of the State of New Jersey. These Bylaws shall be construed in accordance with the New Jersey Nonprofit Corporation Act and any other applicable laws.

These Bylaws were adopted by unanimous consent of the Board of Trustees on
May 9, 2014.



Michael N. Rosenthal, President

Seal: