

Bylaws
Of
The New Jersey Firearms Owners Syndicate,
A New Jersey Nonprofit Corporation

The name of the organization is the **New Jersey Firearms Owners Syndicate**. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall only endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office to the maximum extent permissible under state and federal law.

The purpose of the organization is the following:

New Jersey Firearms Owners Syndicate is a nonprofit organization dedicated to the advancement of civil liberties, including Second Amendment rights for residents of the State of New Jersey. Our function is to provide advancement to those rights through impact litigation, research, and public advocacy, inviting all firearms owners to participate in the political process through legislative action and grassroots activism.

The organization is organized exclusively for purposes pursuant to section 501(c)(4) of the Internal Revenue Code of 1986, as amended.

Article I

Meetings

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purposes of electing trustees and for transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Trustees from time to time.

Section 2. Special Meetings. Special meetings may be requested by the President or the Board of Trustees.

Section 3. Notice. Written notice of all meetings, whether regular or special meetings, shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all Trustees of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid or alternatively such notice may delivered electronically and shall be deemed effective with a timestamped electronic mail.

Section 4. Place of Meeting Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Participation by means of remote communication shall be subject to such guidelines and procedures as the Board of Trustees adopts.

Section 5. Quorum. A majority of the Trustees shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the Trustees may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted at the meeting as originally scheduled. The Trustees present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some Trustees results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote. Such signature may be delivered electronically.

Article II

Trustees

Section 1. Number of Trustees. The organization shall be managed by a Board of Trustees consisting of five (5) Trustees.

Section 2. Election and Term of Office. The Trustees shall be elected at the annual meeting. Each Trustee shall serve a term of one (1) year, or until a successor has been elected and qualified.

Section 3. Quorum. A majority of Trustees shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the Trustees, or in voting, the disclosed adverse interest of a Trustee shall not disqualify the Trustee or invalidate his or her vote.

Section 5. Regular Meeting. The Board of Trustees shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transaction such other business as may be deemed appropriate. The Board of Trustees may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the President, Executive Vice President, Secretary, or any two Trustees by providing five days' written notice by ordinary United States mail, electronic mail, effective when mailed or sent. Minutes of the meeting shall be sent to the Board of Trustees within two weeks after the meeting.

Section 7. Procedures. The vote of a majority of the Trustees present at a properly called meeting at which a quorum is present shall be the act of the Board of Trustees, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A Trustee of the organization who is present at a meeting of the Board of Trustees 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. The Board shall keep written minutes of its proceedings in its permanent records, which may be maintained electronically.

If authorized by the governing body, any requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or proxy holder.

Section 8. Informal Action. Any action required to be taken at a meeting of Trustees, or any action which may be taken at a meeting of Trustees or of a committee of Trustees, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the Trustees or all of the members of the committee of Trustees, as the case may be.

Section 9. Removal / Vacancies. A Trustee shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Trustees, whether by death, resignation, removal, or any other cause, may be filled by the remaining Trustees. A Trustee elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 19. Resignation. Any Trustee may resign effective upon giving written notice to the President, the Secretary, or the Board of Trustees of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 11. Committees. To the extent permitted by law, the Board of Trustees may appoint from its member a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees.

Article III

Officers

Section 1. Number of Officers. The officers of the organization shall be a President, an Executive Vice President, one or more Vice Presidents (as determined by the Board of Trustees), a Treasurer, and a Secretary. Two or more offices may be held by one person.

President/Chairman. The President shall be the chief executive officer and shall preside at all meetings of the Board of Trustees and its Executive Committee, if such a committee is created by the Board.

Executive Vice President. The Executive Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

Vice President(s). A Vice President of the corporation shall have, to the extent an office is so created by the Board of Trustees, the powers granted to that office by such resolution of the Board of Trustees.

Secretary. The Secretary shall give notice of all meetings of the Board of Trustees and Executive Committee, if any, shall keep an accurate list of the Trustees, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Trustees and all committee meetings.

Treasurer. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Trustees and Executive Committee, if any, and shall make reports of the organization's finances as required, but no less often than at each meeting of the Board of Trustees and Executive Committee.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Trustees at the first meeting of the Board of Trustees, immediately following the annual meeting. Each officer shall serve a one-year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Trustees shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Trustees.

Article IV

Corporate Seal, Execution of Instruments

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President, Executive Vice President or any Vice President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President, Executive Vice President or any Vice President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by an officer(s) or agent(s) that are specifically designated by resolution of the Board of Trustees.

Article V

Amendment to Bylaws

The bylaws may be amended, altered, or repealed by the Board of Trustees by a majority of a quorum vote at any regular or special meeting.

Article VI

Indemnification

Any Trustee or Officer who is involved in litigation by reason of his or her position as a Trustee or Officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).


Article VII

Dissolution

The organization may be dissolved only with authorization of its Board of Trustees given at a special meeting called for that purpose, and with the subsequent approval of no less than two-thirds (2/3) vote of the members.

Certification

Joseph LoPorto, Secretary of the New Jersey Firearms Syndicate hereby certifies that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Trustees on 9/23/2024.

By: _____

Joseph LoPorto, Secretary

Date: 10/29/2024