

*PAST MATRON AND PAST PATRON ASSOCIATION INC.  
ORDER OF THE EASTERN STAR OF NEW JERSEY  
BY-LAWS*

**BY-LAWS**

**ARTICLE I**

**Name**

Section 1<sup>1</sup> This organization shall be known as the "Past Matron's and Past Patron's Association of New Jersey, Inc., Order of the Eastern Star of New Jersey, a 501(c) 3 Non-Profit Organization.

**ARTICLE II**

**Seal and Object**

Section 1 The seal of the Association shall be circular in shape and of a design showing the Association name around the outer edge and in the center thereof the words "Incorporated 1963" - New Jersey.

Section 2 To advance the interests of the Order of the Eastern Star and to aid in the philanthropic work of the Order throughout the State of New Jersey; receive, hold and administer endowments and funds exclusively for charitable, benevolent and hospital purposes not for profit; and provide for the care, assistance and relief of the poor, distressed and indigent members of the Order of the Eastern Star of New Jersey and such other persons as the Board of Directors of this corporation may from time to time authorize; all within the meaning of Section 501 (c) 3 of the Internal Revenue Code.

**ARTICLE III**

**Membership**

Section 1 All Worthy Matrons, Worthy Patrons, Past Matrons, and Past Patrons of the Order of the Eastern Star, so long as they remain members in good standing of a Subordinate Chapter under the jurisdiction of the Grand Chapter of the Order of the Eastern Star of New Jersey, are eligible to membership.

Section 2 Membership in this Association shall be acquired by paying dues for the current year. Membership shall be thereafter maintained by paying the annual dues on or before May first of each year. Membership shall immediately cease if the member is no longer affiliated, in good standing, with a Subordinate Chapter of the Grand Chapter, Order of the Eastern Star of New Jersey; or default in the payment of dues to this Association for a period of two years. Past Matrons and Past Patrons who are exempt from Grand Chapter Per Capita may be considered members.<sup>2</sup>

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<sup>1</sup> Throughout these bylaws reformatting of Articles and Sections has been done (not all are footnote as we were working with 3 sets of by-laws.

<sup>2</sup> Clarify if exempt from Grand Chapter Per Capita they may still be a member.

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Section 3 All members of this Association, in good standing by having current dues<sup>3</sup>, shall be entitled to one vote if such member is present to personally cast the same, at all membership meetings of this Association. Voting by substitute or proxy shall not be permitted or allowed.

**ARTICLE IV**

**DUES**

Section 1 The annual dues<sup>4</sup>, shall be Four Dollars (\$4.00), this amount may be changed as per Article XIV. Past Matrons and Past Patrons who are exempt from Grand Chapter Per Capita are exempt from paying dues.<sup>5</sup>

Section 2 Members whose dues are not paid for the previous year, as of the annual meeting, shall not be admitted as a voting member.<sup>6</sup>

Section 3 The membership year shall be May 1 through April 30.

**ARTICLE V**

**MEETINGS**

Section 1 Meetings of the Association shall be held during the months of June, October, March and May. The Annual Meeting for the election of Officers, and the transaction of such other business that properly comes before it, shall be held in May of each year on a date to precede the opening of Grand Chapter, Order of the Eastern Star of New Jersey, at a location in a municipality in New Jersey selected by the President. The meetings of June, October and March are considered Board of Directors/Governor Meetings.<sup>7</sup>

Section 2 Invitations to all meetings shall be sent to; all Chapter Secretaries, Board of Directors, Governors and Committee Chair/members. The Annual Meeting/Banquet in May invitations shall also be sent to all Worthy Matron's, Worthy Patrons, Past Matrons and Past Patrons.

Section 3 Special meetings of the voting members may be called at any time or place, as may be determined by the Board of Directors, provided however, that notice in writing shall have been mailed to the address of all voting members in good standing as the same are recorded upon the books of the Secretary, at least ten (10) days in advance of the date of such special meeting. The notice shall specify the time and place at which such

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<sup>3</sup> Old bylaws just say "in good standing we are trying to clarify it more

<sup>4</sup> Removing "payable in advance" as the dues hasn't been paid in advance but is 1 year behind.

<sup>5</sup> Removed the paragraph saying "residents in nursing homes etc." if exempt from Grand Chapter same for us.

<sup>6</sup> Clarify wording it was "A member whose dues are not paid for the fiscal year next preceding the date of the convening of a membership meeting shall not be admitted as a voting member"

<sup>7</sup> Combined paragraphs.

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special meeting is to be convened and the business to be transacted. No business other than that specified shall be transacted at any special meeting.

Section 4 A quorum for the transaction of business at a Special Meeting or at<sup>8</sup> the Annual Meeting shall be twenty (20) members in good standing, five (5) of whom shall be officers of the Association.

Section 5 A quorum required to transact business at a Board of Directors/Governors meeting shall be five (5) Directors. Governor meetings shall follow the Board of Directors Meeting.<sup>9</sup>

## ARTICLE VI

### Officers

#### Section 1 Electives and Appointed Officers

The elective officers of this Association shall be a President; 1<sup>st</sup> Vice President<sup>10</sup>; 2<sup>nd</sup> Vice President; Secretary; Treasurer and three (3) Trustees, all of whom shall serve as the Board of Directors.

#### Section 2 Honorary Officers

(a) The Most Worthy Grand Matron, Most Worthy Grand Patron and Right Worthy Associate Grand Matron of the Grand Chapter of the Order of Eastern Star of New Jersey shall be Honorary 1st Vice Presidents of this Association, but they shall not, by reason thereof, be members of the Board of Directors.

(b) An elective officer who has served this Association in the same office for ten<sup>11</sup> or more consecutive years, shall, upon retirement from office, be entitled to the title of the office followed by the word "emeritus."

#### Section 3 District Governors

The President shall appoint a Governor in each of the Districts set up by the Grand Chapter of the Order of the Eastern Star of New Jersey, to serve until the next annual meeting.

## ARTICLE VII

### Nominations

Section 1 (a) At the annual meeting, nomination for all elective Officers shall be made in writing, signed by three (3) voting members<sup>12</sup> of this Association, and given to the Secretary prior to the start of the Annual meeting. Those being elected are the

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<sup>8</sup> Combined sentences

<sup>9</sup> Combined 3 sections previously separated.

<sup>10</sup> Changed to just Vice President

<sup>11</sup> The committee feels five years is too little 10 is more reasonable. Anyone with Emeritus standing will keep that title.

<sup>12</sup> Eliminated "in good standing" with voting member.

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President; 1<sup>st</sup> Vice President; 2<sup>nd</sup> Vice President; Secretary and Treasurer for a term of one (1) year; and one Trustee shall be elected for a term of three (3) years, or until their successors shall be elected. <sup>13</sup>

Section 2 (a) Only a Past Matron member shall be eligible to the office of President, 1<sup>st</sup> Vice President, Secretary, Treasurer, or Trustee; and only a Past Patron member shall be eligible to the office of 2nd Vice President

(b) Additional eligibility for nomination to the office of President, or 1st Vice President shall be she must have served at least one year as an elected officer; duly appointed Governor or have served on one of the Committees listed in these by-laws. <sup>14</sup>  
Those nominated for Trustee shall have served as President. <sup>15</sup>

(c) If there are no names in nominations of an office or during the Annual Meeting a vacancy occurs<sup>16</sup>, nominations for that office may be made from the floor. They must have the same qualifications as under normal nominations, with the exception of 3 signatures. A vote must be taken to open and close nominations prior to any voting. <sup>17</sup>

(d) If a person cannot be present at elections, they may submit in writing to the Secretary a letter of intent, stating if nominated they would accept the nomination. <sup>18</sup>

Article VIII

Elections<sup>19</sup>

Section 1. The 2nd Vice President shall preside at the election of Officers. He shall appoint from the voting membership a Judge and two (2) tellers who are not running for any office and who shall receive and count the ballots for each duly nominated candidate. A count of all voting members present must be given prior to election by the Registration Committee Chairman.

Section 2. The 2nd Vice President after conferring with the secretary shall declare nominations closed. No motion shall be necessary. No ballot shall be counted for an elective Office unless her name shall have been placed in nomination.

Section 3 (a) The Judge of Elections shall read names in nominations for all elective offices. The Assistance to the President shall direct that ballots be cast by depositing the same with the Judge and Tellers, first for the office of President.

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<sup>13</sup> Combine sentences and eliminated "1<sup>st</sup> Vice President"

<sup>14</sup> Allowing Committee members opens up for more people to run for office.

<sup>15</sup> It has been the norm for the outgoing President to serve as Trustee and if can't a Past President so just including it.

<sup>16</sup> Someone inexpertly resigns creating a vacancy

<sup>17</sup> Allowing nominations from the floor if necessary

<sup>18</sup> If someone cannot be present due to circumstances not in their control they may submit in writing their intentions

<sup>19</sup> Ne set bylaws has this understanding Rules

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The Judge of Elections shall announce the number of ballots received by each candidate. If no candidate receives a majority on the first ballot, a second written ballot shall be taken, limited to the two names receiving the highest number of votes on the first ballot. If there is only one name in nomination for an Office, the 2nd Vice President shall have a motion made, seconded and passed to have the candidate elected by an unanimous ballot, then election to that office, may be by voice vote or show of hands. A majority vote shall elect. If someone is elected who is not present her letter of intent given to the Secretary shall be her acceptance if elected. <sup>20</sup>

(b) Each elective Office shall be elected by separate written ballot or unanimous ballot as the case may be in the same manner as the office of President, in the following order: President; 1st Vice President; 2<sup>nd</sup> Vice President; Secretary; Treasurer and Trustee.

(c) Each duly elected Officer shall be declared by the 2nd Vice President to have been elected to fill such office but all acceptance speeches must be delayed until all elected Officers have assumed their respective stations.

Section 4 No person shall be elected to, nor serve in, two offices of this Association concurrently.

**Article IX**  
**Duties of Officers**

Section 1 The Board of Directors is required to attend all meetings of the Association during their term of office. Any Director missing 2 consecutive meetings may be removed from office by a vote of the Board of Directors at the next meeting. A replacement to fill the office shall be by temporary appointment by the President, until the next Annual Meeting. <sup>21</sup>

Section 2 The President is the chief executive officer of the Association. The President shall preside over all meetings and all executive meetings of the Association and of the Board of Directors; appoint all Governors and Committees per the bylaws promptly after election <sup>22</sup> and remove the members thereof for failure to perform their duties and appoint other members to fill vacancies; attend any meetings of any committee and exercise a vote therein; sign all documents as President, relating to contracts, finances, or other business; in cooperation, with the Relief Committee, supervise the investigation and the granting of aid to those persons seeking relief financially or otherwise; to exercise all powers and perform all duties necessary to effectuate the purposes or objects of this Association as set forth in the Certificate of Incorporation

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<sup>20</sup> Letter of intent for acceptance of nomination and if elected.

<sup>21</sup> Consolidation of sentences.

<sup>22</sup> Combine sentences

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and these By-laws; and to exercise a general supervision of the affairs of the Association. The President shall be responsible for the compilation and printing of the Governor's Handbook for their year in conjunction with the Printing Committee.<sup>23</sup>

(b) The 1st Vice President, in case of death or disability of the President, shall perform all the duties and assume all the powers and prerogatives of the President. It is customary that the 1st Vice President will assume and be elected the office of President the following year.

(c) The 2<sup>nd</sup> Vice President shall assist the President when needed, Co-chair all statewide fundraising and, in case of the death or disability of both the President and 1<sup>st</sup> Vice Present, shall perform all the duties and assume all the powers and prerogatives of the President. They shall preside over the Elections per Article VIII Sections 1-4.

(d) The Secretary shall issue notices of meetings per Article V Section 2<sup>24</sup>; conduct and sign all correspondence; record the proceedings of all meetings; collect all monies due the Association and turn the same over to the Treasurer, taking the Treasurer's receipt therefore. Keep a record of dues paid by members and issue receipts or dues cards therefore. Keep a register of the names and addresses of the members and provide each Governor a master list and dues owed with date paid through ex: April 30, 2016, for their district at the October meeting.<sup>25</sup> Have and keep possession of the seal and impress the same upon documents of the Association as required by law; make an annual report of the affairs of the Association at the annual meeting of the voting members and an interim report to the Board of Directors whenever required; and generally perform all the duties of the Secretary of this Association.

(e) The Treasurer shall receive from the Secretary all monies due the Association, issue to the Secretary a receipt therefore, and keep a full and true account thereof; pay out the monies of the Association only by proper order signed by the President and Secretary, after approval of the Finance Committee (except payment of relief); make an annual report of the finances of the Association at the annual meeting and an interim report to the Board of Directors whenever required; and generally perform all the duties of the Treasurer of this Association. The Treasurer must keep confidential any information referring to Relief Recipients.<sup>26</sup>

(f) The Trustees shall perform all the duties as may be assigned to them by the Board of Directors in the administration of the general welfare of the Association. They shall, in conjunction with the Treasurer, be responsible for the administration of all investments of this Association. It is customary for the Jr. Past President to be elected and serve as a three (3) year Trustee. In the event she cannot serve nominations shall be taken.<sup>27</sup>

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<sup>23</sup> Consolidation of varies sentences and previous sections

<sup>24</sup> As previous stated

<sup>25</sup> Was listed in another section, plus added that the master list shall have dates dues paid through.

<sup>26</sup> Added from another paragraph

<sup>27</sup> It has always been done this way so this clarify it.

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(g) The Governors shall represent the President in the district to which they may be assigned. They shall promote such action or actions, always subject to the supervision of the Board of Directors, as may promote the welfare of the Association; raise funds for the purposes and objects of the Association; receive the dues and promptly forward the same to the Secretary; make a full report to the President with 2 copies to the Secretary<sup>28</sup> at least fifteen days before the annual meeting of the voting members setting forth all matters which may have come to their knowledge respecting the finances and general welfare of the Association; promptly report to the President any information, coming to their attention, which may indicate the need for relief, financially or otherwise.

**ARTICLE X**

**Board of Directors**

Section 1 The Board shall be composed of the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, Treasurer, and three Trustees, and in this capacity, shall perform all the duties imposed upon a Director by the laws of the State of New Jersey

Section 2 It shall be the duty of the Board of Directors to:

- (a) Transact the business of the Association between annual meetings. Such business may be conducted by mail, e-mail, or telephone conference.
- (b) Approve payment of bills.
- (c) In the event of national or local calamity, edict or decree, cancel the annual meeting and adopt rules for the election of officers and the conduct of other business.

**ARTICLE XI**

**Committees**

Section 1 The President, promptly after election, shall appoint the following Standing Committees, to serve until the next annual meeting:

- Finance Committee, consisting of three members,
- Auditing Committee, consisting of five members,
- Relief Committee, consisting of five members
- Printing Committee, consisting of three members
- Banquet Committee, consisting of three members
- Decoration Committee, consisting of three members
- Legal Committee, consisting of three members
- Registration Committee, consisting of three members

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<sup>28</sup> Changed from 3 copies

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Section 2 The Finance Committee shall review and authorize the payment of all bills except for the payment of relief, and shall prepare an annual budget to be presented at the October meeting of the Board of Directors. Such budget should provide the necessary guidelines for each committee expenditures, where those expenditures are normally reimbursed from the general fund.<sup>29</sup>

Section 3 The Auditing Committee shall make an audit of all books and records of the Association twice a year, in October<sup>30</sup> and May (before the Annual Meeting). All Officers of this Corporation must make their books and records available to this Committee for the purpose of audit.

Section 4 The Relief Committee Chairman is the only person on this Committee who will know the names of those seeking relief. All committee members and the President should be informed of other details with regards to the investigation. A majority of the members of this committee shall investigate and grant financial, or other relief being sought by members of the Order of the Eastern Star or non-members who are eligible for assistance. The Chairman of the Relief Committee shall have previously served as a member of this committee and if possible will serve 1 year following their Chairmanship. When at all possible coordination between the Relief Committee and the Charity Foundation should be made through appropriate members in charge of such sensitive information.<sup>31</sup>

Section 5 The Printing Committee shall investigate the needs and cost of all printing and printed supplies necessary for the transaction of the business of this Association and make recommendations to the Board of Directors with regard thereto. The Junior Past President shall be the Chairman of the Printing Committee.

Section 6 The Banquet Committee shall have charge of all banquets sponsored by this Association and make all arrangements with regard thereto, keeping in mind the budget for banquets.<sup>32</sup>

Section 7 The Decorations Committee shall plan and arrange for all decorations at all meetings of the Association and at all banquets or other gatherings sponsored by this Association. They shall, at all times, give due regard to the expressed wishes of the President as to colors, designs and the type of flowers or other decorations to be provided and keep in mind the budget for decorations.

Section 8 The Legal Committee shall advise the Board of Directors upon all legal matters of the Association and represent them in any and all proceedings before the Courts of New Jersey and before all Governmental Departments and Agencies. One of the

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<sup>29</sup> From another section

<sup>30</sup> Changed from November to October to concede with our meetings.

<sup>31</sup> Consolation of sentences and added about coordinating with the Charity Foundation.

<sup>32</sup> Just keeping the budget in mind, same for all committees



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members of this Committee shall be an Attorney at Law of the State of New Jersey and may be designated the Chairman and General Counsel for this Association.

Section 9 The Registration Committee shall register all members attending the Annual meeting and report prior to elections the number of voting and non-voting members present.

Section 10 The President may appoint such special committees as the welfare of the Association may require or as the President may determine desirable.

**ARTICLE XII**

**Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern in all cases to which they are applicable and in which they are not in conflict with these by-laws or the Laws, Rules and Regulations of the Grand Chapter of the Order of the Eastern Star of New Jersey.

**ARTICLE XIII**

**Dissolution**

Upon dissolution of this Organization, after paying and adequately providing for the debts and obligations of the organization, remaining assets shall be distributed to one or more non-profit funds, foundations, or organizations which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE XIV**

**Amendments**

Any provision of these By-Laws may be amended, modified or repealed at any annual meeting of this Association by filing with both the President and the Secretary, a written proposition specifying the Article and Section and the nature of the change desired, signed by not less than three members in good standing, not later than March 1<sup>st</sup><sup>33</sup> before the Annual Meeting.

Reasonable notice of the proposed change shall be given the voting members and the question submitted to the vote of the members at said Annual Meeting as unfinished business in the order of business.

A majority vote of the members present and voting shall be required to approve an amendment, modification or repeal of these By-Laws and shall become effective once modified.<sup>34</sup>

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<sup>33</sup> Change from February 1<sup>st</sup> to March 1<sup>st</sup> to agree with Grand Chapter.

<sup>34</sup> Establishing when the bylaws become effective.

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**Standing Rules**

1. Before entering the meeting, members shall register with the Registration Committee, showing his or her Association dues card (or receipt for dues paid) and a Subordinate Chapter dues card, both for the current or previous year. A member of the Registration Committee shall be on duty for a reasonable time before the meeting is convened and while the meeting is in progress.
2. The order of business at the Annual Meeting of the voting membership rests in the sound discretion of the Presiding Officer. A suggested order of business is as follows:
  1. Roll Call of Officers
  2. Proof of mailing notice of meeting
  3. Report of Registration Committee
  4. Reading of minutes
  5. Reports of Officers
  6. Reports of Committees
  7. Unfinished business
  8. New business
  9. Good and Welfare
  10. Election of officers
  11. Acceptance by new officers
  12. Reorganization meeting
  13. Adjournment
3. No raffles or games of Chance will be held under the name of the Past Matrons and Past Patrons Association, Inc., Order of the Eastern Star of the State of New Jersey.
4. The Junior Past President shall be responsible for the compilation and printing of the proceedings of her term of office, prior to the next Annual Meeting. The Junior Past President shall be the Chairman of the Printing Committee.
5. The Junior Past President shall plan and provide for a presentation to be made to the Most Worthy Grand Matron and Most Worthy Grand Patron by this Association at the Annual Grand Session of the Order of the Eastern Star of New Jersey. This presentation is to cost no more than specified by the budget.

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6. These standing rules may be amended by a majority vote at a regular Board of Directors meeting without previous notice.

These bylaws have been prepared from three (3) previous sets of bylaws. Presented at the Board of Governors meeting on March 11, 2017, and will be voted on at the Annual 2018 May Meeting.

**By Law Committee**

**Elaine M. Dukin GO - Chairman**

**Aki Decker PGO Past President  
President**

**Carolyn Howard PGO  
President**

**Janet Sherman PGO**

**Officers**

**Linda L. Dickson PGO Pesident**

**Robert Tesoroni PGO 1<sup>st</sup> 1st Vice**

**Carol A Johnson PGO 2<sup>nd</sup> 1st Vice**

**Michele Hess PGM Secretary**

**Patricia Jo Hoagland PGO Treasurer**

**Previous revised 12/6/99; 5/8/04; 5/11/01; 5/17/08 and 5/16/09 and  
unknown**