

**BYLAWS
MATT TALBOT MEN'S
RETREAT GROUP 19
OF SOUTH JERSEY INC.**

Of The
**Matt Talbot Retreat Movement Inc.
As Amended October 20, 2012**



**A
New Jersey State registered
Not-For-Profit Organization**

Certificate of Incorporation #: 0400092298
FEIN #: 20-2834188

Incorporated: May 13, 2005

ARTICLE I
Name and Mission Statement

Section 1.01. Name. The name of the organization is Matt Talbot Men's Retreat Group 19 of South Jersey Incorporated and shall sometimes be referred to in these by-laws as Matt 19 or The Corporation.

Section 1.02. Mission Statement. The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

We, as a group of recovering alcoholics who have recognized the need for help from a power greater than ourselves are tired of being belligerent, vindictive, intolerant, anxious, and full of self-pity. The Matt Talbot spiritual retreat offers the solution. We use the spiritual retreat weekend to find out how to utilize the tools suggested in the *Twelve Steps and Twelve Traditions* of Alcoholics Anonymous.

However, we are not affiliated with Alcoholics Anonymous or any other 12-step program. We have found that Matt Talbot spiritual retreats have helped us to practice the steps and achieve a greater degree of serenity and joy in our daily lives. We have chosen Matt Talbot as our example. We have chosen him because he went to any lengths to be relieved from alcoholism, and he practiced a set of principles similar to those found in the twelve steps.

The Roman Catholic Church is considering Matt Talbot for sainthood. We have decided to help that process in any way we can. Our retreats, however, are non-denominational. Any recovering alcoholic is welcome. The purpose of Matt 19 is to promote among alcoholics the Laymen's Retreat Movement and to assist said alcoholics in their spiritual rehabilitation by methods of attending a retreat, to aid and encourage the individuals for the same purpose under the name of THE MATT TALBOT RETREAT GROUP # 19 OF SOUTH JERSEY Inc., to promote the same and good works of our patron, Matt Talbot, in every manner permissible, to further his beatification and eventual canonization, and to provide financial assistance to worthy alcoholics for the purpose of defraying incidental expenses in connection with making a retreat.

A priest or qualified theologian who is also a recovering alcoholic normally leads our retreats. Our retreats shall be held at sanctioned Laymen's retreat facilities. The cost of a retreat shall be determined by The Executive Board for these retreats, and passed onto the membership. Many of our members also make voluntary contributions to cover our operating expenses, and to provide financial assistance to worthy alcoholics for the purpose of defraying costs in connection with their attending a spiritual retreat.

Section 1.03. Prayer for the canonization of Matt Talbot.

O Lord, in your servant Matt Talbot you have given us a wonderful example of triumph over addiction, of devotion to duty, and of lifelong reverence for the Most Holy Sacrament. May his life of prayer and penance give us courage to take up our crosses and follow in the footsteps of Our Lord and Savior, Jesus Christ. Father, if it be your will that your beloved servant should be glorified by your Church, make known by your heavenly favors the power he enjoys in your sight. We ask this through the same Jesus Christ, Our Lord. Amen.

ARTICLE II
Membership

Section 2.01. General Membership. Any recovering male alcoholic desiring to become a member of Matt 19 and our corporate affiliate may do so by attending any Matt 19-sponsored weekend retreat. Such membership cannot be revoked and persists after the member's death.

Section 2.02. Medallion Numbers. All men who become members of Matt 19 shall be assigned a unique membership number at their first retreats, along with a medallion inscribed with that number. Each new member's name and medallion number shall be registered with the Secretary of Matt Talbot Retreat Movement Inc.

Section 2.03. Active Membership. Any member who has attended at least one retreat in the previous two years or is current with his dues shall be considered an active member of Matt 19.

Section 2.04. Scholarships. The Executive Board may at its sole discretion waive a current or prospective member's fees, in full or in part, for a weekend retreat. Such waivers of payment are deemed Scholarships.

Section 2.05. Scholarship applications. An applicant for a Scholarship must be sponsored by an existing member who has been an Active Member for at least two years prior to the individual's application. An applicant for a Scholarship must have attended at least one General Membership Meeting prior to the retreat for which he is applying for a Scholarship. The applicant's sponsor must articulate to the Executive Board, meeting in private session no later than two months prior to the retreat for which the applicant is applying for a scholarship, the reasons why he believes the applicant should be awarded the scholarship. The Executive Board shall make known its decision regarding the awarding or denial of each applicant's application to the applicant no later than one month prior to the retreat for which the applicant has applied for a Scholarship. The Executive Board shall under no circumstances publicly divulge either the names of Scholarship applicants nor the results of their deliberations regarding such applications. Individuals may apply for Scholarships for more than one retreat, regardless of whether or not the Executive Board has granted or denied them Scholarships for prior retreats.

ARTICLE III

Executive and Policy-Making Authority

Section 3.01. Executive Authority. The executive authority of Matt 19 resides in the Executive Board.

Section 3.02. Policy-Making Authority. The policy making authority of Matt 19 resides in its active members and shall be expressed in such resolutions as may be debated and adopted by those members in general membership meetings.

ARTICLE IV

Executive Board

Section 4.01. Members of the Executive Board. The Executive Board shall consist of the Group Chairman, Group Co-Chairman, Group Secretary, Group Treasurer, the three Trustees, and two At-Large, Executive Board Members. If the offices of Co-Secretary and Co-Treasurer are filled, the Co-Secretary and Co-Treasurer shall serve as non-voting members.

Section 4.02. Officers. The officers of Matt 19 shall consist of a Chairman, a Co-Chairman, a combined office of Recording and Corresponding Secretary, Co-Secretary, a Treasurer, and a Co-Treasurer.

Section 4.03. Election of Officers. The General Membership shall nominate and elect officers for Matt 19 at the Special Agenda Business Meeting held during the regular fall retreat. All candidates for office must have been sober for at least two continuous years prior to their nomination and have been Active Members in at least the two years prior to their nomination. Election shall be by a plurality of the members in attendance at the Special Agenda Business Meeting. A member elected to the office of Co-Chairman shall assume his office on January 1 of the year following his election. On January 1 of the second year following his election, the Co-Chairman shall assume the office of Chairman. Members elected to the offices of Co-Secretary and Co-Treasurer shall assume their offices immediately upon their election and assume the offices of Secretary and Treasurer, respectively, on January 1 of the year following their elections as Co-Secretary and Co-Treasurer.

Section 4.04. Terms of Office for Officers. The terms of office for the several officers shall be as follows:

Chairman: One year

Co-Chairman: One year

Secretary: Three years

Treasurer: Two years

Co-Secretary: From the date of election to the following December 31.

Co-Treasurer: From the date of election to the following December 31.

Section 4.05. Chairman. The Chairman is Matt 19's Presiding Officer and shall function as the executive manager of Matt 19's day-to-day operations in accordance with the direction of the Executive Board and within the restrictions defined by Matt 19 policy. The Chairman shall preside at all General Membership and Executive Board meetings of Matt 19, with full rights to debate and to vote on resolutions before these bodies. He shall also perform such duties as are traditionally incident to the office of Presiding Officer.

Section 4.06. Co-Chairman. The Co-Chairman shall perform the duties of Chairman in the event the Chairman is absent or unable to perform his duties.

Section 4.07. Secretary. The Secretary shall perform the functions of Recording and Corresponding Secretary. The duties of the Secretary shall be to give notice of General Membership and Executive Board Meetings, to record minutes of these meetings, to conduct Matt 19's correspondence, to apprise the Membership and Executive Board of the nature of such correspondence, and to carry out such executive orders as given him by the Executive Board.

In addition, the Secretary shall maintain a record of the attendance and actions taken at all General Membership and Executive Board Meetings and distribute copies of the minutes of such meetings to all Executive Board Members and group members as appropriate. He shall maintain a current register of all Matt 19 group members, active or inactive, living or deceased. He shall maintain and preserve Matt 19's correspondence, policy documents, and such other documents as are necessary for the continued operation of The Corporation.

Section 4.08. Treasurer. The Treasurer shall keep an account of all credits and debts for the use of the group and shall make disbursements of funds as approved by the Executive Board, except that the Treasurer may disburse funds without such approval for regular, routine expenditures necessary to the continued operation of the Corporation when the amount of a single disbursement does not exceed \$500.00. The Treasurer shall deposit all sums received in a bank suitable for The Corporation's needs. He shall present a thorough report of The Corporation's financial transactions at General Membership and Executive Board Meetings or when directed to do so by the Chairman.

Section 4.09. Trustees. The Executive Board shall include three Trustees.

Section 4.10. Duties of Trustees. The duties of the Trustees shall be to counsel and advise the General Membership as they conduct the affairs of the Corporation.

Section 4.11. Alternate Trustees. The Executive Board shall appoint two Alternate Trustees to temporarily assume Trustee duties in the absence of one more Trustees and to assume the Office of Trustee when such office becomes vacant.

Section 4.12. Appointment of Trustees. Whenever a vacancy occurs in an office of Trustee, the Alternate Trustee who has served longer in his office shall assume the office of Trustee and the Executive Board shall appoint a member to the Office of Alternate Trustee consequently made vacant. Should there at the time of the vacancy be no holder of the office of Alternate Trustee, the Executive Board shall appoint a member to the office of Trustee, as well as members to the vacant offices of Alternate Trustee. Election

of Trustees and Alternate Trustees shall be by majority vote of the full Executive Board then holding office.

Section 4.13. Duties of Alternate Trustees. Should a Trustee be unable to attend an Executive Board Meeting, the Alternate Trustee who was held office longer shall attend in the Trustee's stead, with full voting rights. Should both a Trustee and the longer serving Alternate Trustee be unable to attend, the remaining Alternate Trustee shall attend the meeting in their stead, with full voting rights. Should two or more Trustees be unable to attend an Executive Board Meeting, both Alternate Trustees shall attend in their stead, with full voting rights.

Section 4.14. Trustee and Alternate Trustee Qualifications. To qualify for consideration by the Executive Board for the office of Trustee or Alternate Trustee, a candidate must be an active member in good standing for at least the three years prior to his candidacy. He must have a minimum of ten years of current continuous sobriety. In addition, candidates for the offices of Trustee and Alternate Trustee must have made a significant, demonstrable contribution to the growth and betterment of Matt 19.

Section 4.15. Executive Board Members at Large. At each retreat, the general membership shall elect two members to serve as Executive Board Members at Large. Executive Board Members shall assume their offices immediately upon their election and shall serve in office until the next retreat. To qualify for the office of Executive Board Member at Large, a member must be an active member in good standing and have a minimum of two years of continuous sobriety.

Section 4.16. Office Vacancies. Should an Officer or Trustee of the Corporation no longer qualify for his office under the duration of sobriety provision for qualification for his office, the Executive Board will request that he resign his office. If he does not do so, the Executive Board shall remove him from office at a special Executive Board Meeting to be called by the Chairman.

In the event that other vacancies in the offices of Chairman, Co-chairman, Secretary, Co-Secretary, Treasurer, or Co-Treasurer occur due to the resignation of the officer or for any other reason, the Executive Board shall appoint a member to fill that office until the next retreat, at which time the office will be filled by election as stipulated in Section 4.03 to serve the remaining term of the vacating officer.

Section 4.17. Indemnification of Officers and Trustees. Each Officer and Trustee shall be held harmless from and indemnified against any and all liability of any nature whatsoever resulting from and/or in connection with serving in such capacity in accordance with the terms hereof pursuant to the Business Corporation Laws of the State of New Jersey, as same may, from time to time, be amended. Notwithstanding the foregoing, such hold harmless and indemnification shall not attach to liability resulting from the gross negligence or willful misconduct of any such Trustee or Officer.

ARTICLE V Meetings

Section 5.01. General Membership Business Meetings. The Corporation shall conduct a monthly General Membership Meeting to be held at a time and place determined by the Executive Board. All active members in good standing may participate in General Membership Business Meetings with full rights to debate and vote on resolutions before the assembly. The Executive Board shall provide reasonable notice to the General Membership as to the time and place of General Membership Business Meetings. The members present constitute a quorum for the transaction of business before the assembly.

Section 5.02. Special Agenda Business Meetings. The Executive Board shall conduct a Special Agenda Business Meeting at each retreat for the purpose of electing officers and standing committee members and for such other business as the Executive Board may deem appropriate except that no resolutions of new business may be put before the assembly at such meetings.

Section 5.03. Executive Board Meetings. The Executive Board shall meet regularly at a time and place to be determined by the Chairman in order to execute its duties as specified in these by-laws.

Any Executive Board Member may request that a Special Executive Board meeting be held. Such request shall be made in writing to the Chairman. The Chairman shall poll the Members of the Executive Board and if a majority of the members of the Executive Board concur, the Chairman shall hold such meeting at a time and place to be determined by the Chairman. The Chairman or Secretary shall provide reasonable notice to the Members of the Executive Board as to the time and place of the Special Meeting.

A majority of the members of the Executive Board shall constitute the quorum necessary to transact the business of the Executive Board.

Section 5.04. Rules of Order. All Business and Executive Board meetings shall be conducted under Robert's Rules of Order, except that the presiding officer at all meetings may debate and vote on resolutions before the assembly.

At his discretion, the Chairman may appoint a Parliamentarian to assist him in interpreting and enforcing the Rules of Order. A member appointed as Parliamentarian shall serve at the pleasure of the Chairman.

ARTICLE VI Standing Committees

Section 6.01. Retreat Committee. The Retreat Committee shall organize and manage all Matt 19 retreats, including arranging for retreat facilities, recruiting retreat masters and other retreat leaders, arranging retreat activities, devising agendas, and arranging for payments to parties for services rendered.

The Retreat Committee shall consist of four Matt 19 members, who shall serve on a rotating basis. All candidates for the Retreat Committee must have been sober for at least two continuous years prior to their nomination and have been Active Members in at least the two years prior to their nomination. A new Retreat Committee member shall be elected by plurality vote at each Fall and Winter/Spring retreat. He will assume office immediately upon election and replace the then most senior member of the Retreat Committee.

Should a vacancy occur on the Retreat Committee, the Executive Board shall appoint a replacement to serve until the next retreat, at which time a replacement will be elected by the general membership to serve the remaining term of the vacating committee member.

Section 6.02. Social Activities Committee. The Social Activities committee shall organize and manage Matt 19's social and fundraising events, such as holiday parties and summer picnics, including arranging for facilities, refreshments, and entertainment; promoting ticket sales; and arranging for payments to parties for services rendered.

The Social Activities Committee shall consist of four Matt 19 members, who shall serve on a rotating basis. All candidates for the Social Committee must have been sober for at least two continuous years prior to their nomination and have been Active Members in at least the two years prior to their nomination. A new Social Activities member shall be elected by plurality vote at each Fall and Winter/Spring retreat. He will assume office immediately upon election and replace the then most senior member of the Retreat Committee.

Should a vacancy occur on the Social Activities Committee, the Executive Board shall appoint a replacement to serve until the next retreat, at which time a replacement will be elected by the general membership to serve the remaining term of the vacating committee member.

ARTICLE VII
Appropriate Distribution of Funds

Section 7.01. Earnings and activities. No part of the net earnings of Matt 19 shall insure to the benefit of or be distributable to its members, trustees, officers or private persons, except that Matt 19 shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of Matt 19 set forth in its certificate of incorporation. No substantial part of the activities of Matt 19 shall be carrying on of propaganda, or otherwise attempting to influence legislation; Matt 19 shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 7.02. Distribution of funds upon dissolution. Should The Corporation dissolve, after paying or making provision for payment of all the liabilities of The Corporation, the Executive Board shall dispose of any remaining assets to organizations specifically chartered for charitable, educational, or religious purposes.

ARTICLE VIII
Amending the By-Laws

Section 8.01. Submission of proposed amendments. Any member may propose amendments to these by-laws by presenting his proposals in writing to the Executive Board at any General Membership Meeting. Upon approval of such proposed changes by a two-thirds majority vote of the full Executive Board, the proposed changes will be made available to the General Membership for inspection for a period of at least two months, after which a proposition for their adoption will be added to the agenda of the next following Special Agenda Business Meeting.

Section 8.02. Passage of amendments. Passage of changes proposed according to Section 8.01 shall require a two-thirds majority vote of the membership present at the Special Agenda Business Meeting.