

BYLAWS

of the

New Jersey Gasoline Retailers Association and Allied Trades, Inc.

DBA

New Jersey Gasoline, C-Store, and Automotive Association

Table of Contents

ARTICLE 1

Name

Article 1	Section 1	Name	Page 5
Article 1	Section 2	Seal	Page 5
Article 1	Section 3	Medallion	Page 5
Article 1	Section 4	Change of Name	Page 5
Article 1	Section 5	Affiliation	Page 5
Article 1	Section 6	Misuse	Page 6

ARTICLE 2

Mission and Vision

Article 2	Section 1	Mission Statement	Page 6
Article 2	Section 2	Vision Statement	Page 6
Article 2	Section 3	Not For Profit	Page 7

ARTICLE 3

Headquarters

Article 3	Section 1	Location	Page 7
Article 3	Section 2	Records	Page 7

ARTICLE 4

Membership

Article 4	Section 1	Classifications	Page 7
Article 4	Section 2	Dues	Page 8
Article 4	Section 3	Special Assessments	Page 8
Article 4	Section 4	Designated Representatives	Page 8
Article 4	Section 5	Resignation	Page 8
Article 4	Section 6	Rights and Duties	Page 9
Article 4	Section 7	Suspension and Termination	Page 9
Article 4	Section 7.1	Arrears	Page 9

Article 4 continued

Article 4	Section 7.2	Misconduct	Page 9
Article 4	Section 7.3	Grievances	Page 10
Article 4	Section 8	Divisions and Chapters	Page 10

**ARTICLE 5
Meetings**

Article 5	Section 1	Annual Meeting	Page 10
Article 5	Section 2	Regular Meetings	Page 10
Article 5	Section 3	Board Meetings	Page 11
Article 5	Section 4	Quorum	Page 11
Article 5	Section 4.1	Board of Directors Meetings	Page 11
Article 5	Section 4.2	Committee Meetings	Page 11

**ARTICLE 6
Board of Directors and Officers**

Article 6	Section 1	Composition and Number	Page 11
Article 6	Section 2	Eligibility	Page 12
Article 6	Section 3	Selection and Term	Page 12
Article 6	Section 4	Duties	Page 13
Article 6	Section 4.1	President	Page 13
Article 6	Section 4.2	Vice-President	Page 14
Article 6	Section 4.3	Treasurer	Page 14
Article 6	Section 4.4	Secretary	Page 15
Article 6	Section 4.5	Directors	Page 15
Article 6	Section 5	Absence	Page 16
Article 6	Section 6	Vacancies	Page 16
Article 6	Section 7	Compensation	Page 16
Article 6	Section 8	Removal of Directors	Page 16

**ARTICLE 7
Voting and Elections**

Article 7	Section 1	Eligibility	Page 17
Article 7	Section 1.1	Board of Directors Votes	Page 17
Article 7	Section 1.2	General Membership Votes	Page 17
Article 7	Section 1.3	Multiple Site Membership	Page 17
Article 7	Section 2	Nominations	Page 18
Article 7	Section 3	Voting Method	Page 18
Article 7	Section 4	Proxy Votes	Page 18
Article 7	Section 5	Inspectors of Election	Page 19

**ARTICLE 8
Order of Business**

Article 8	Section 1	General Meetings	Page 19
Article 8	Section 2	Board Meetings	Page 19
Article 8	Section 3	Exceptions	Page 20

**ARTICLE 9
Committees**

Article 9	Section 1	Appointment	Page 20
Article 9	Section 2	Committee Chairperson	Page 21
Article 9	Section 3	Standing Committees	Page 21
Article 9	Section 3.1	Executive Committee	Page 21
Article 9	Section 3.2	Finance Committee	Page 21
Article 9	Section 3.3	Membership Committee	Page 21
Article 9	Section 3.4	Legislative Committee	Page 22
Article 9	Section 3.5	Nominating Committee	Page 22
Article 9	Section 3.6	Events/Fundraising Commit	Page 22
Article 9	Section 3.7	Bylaws Committee	Page 22
Article 9	Section 4	Special Committees	Page 22
Article 9	Section 5	Vacancies	Page 23

**ARTICLE 10
Amendments to Bylaws**

Article 10	Section 1	Amendments	Page 23
------------	-----------	------------	---------

**ARTICLE 11
Fiscal Year**

Article 11	Section 1	Definition	Page 23
------------	-----------	------------	---------

**ARTICLE 12
Miscellaneous**

Article 12	Section 1	Association Property	Page 23
------------	-----------	----------------------	---------

**ARTICLE 13
Oath of Office**

Article 13	Section 1	Definition	Page 24
------------	-----------	------------	---------

ARTICLE 14
Procedures

Article 14	Section 1.1	Conflict of Interest	Page 24
Article 14	Section 1.2	Conflicts Disclosure Form	Page 24
Article 14	Section 2	Confidentiality	Page 25

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New Jersey Gasoline Retailers Association and Allied Trades, Inc.;

DBA

New Jersey Gasoline, C-Store, and Automotive Association

Adopted XX-XX-2024
Last Revised (10/2012)

ARTICLE 1

NAME

Section 1 Name

The name of this Association has been and shall remain The New Jersey Gasoline Retailers Association and Allied Trades, Inc. DBA New Jersey Gasoline, C-Store, and Automotive Association, hereafter referred to as “NJGCA” or “the Association”. In the subscript on all ~~stationary~~ stationery and other forms of communication will be the words “Serving the Small Businesses That Serve the Motorist”. Hereafter within this document, the word “he” shall mean “he and she”.

Section 2 Seal

The Association will continue to use the present seal of “The New Jersey Gasoline Retailers Association and Allied Trades, Inc.”

Section 3 Medallion

The Association may, by a vote of the membership or the Board of Directors, adopt a distinguished medallion or logo which may be displayed by the Association and members in good standing.

Section 4 Change of Name

The Association may by a vote of the Board of Directors change its name.

Section 5 Affiliation

The Association may, ~~at the discretion~~ upon the recommendation of the Board of Directors and the affirmative vote of two thirds of the membership physically present at the meeting, ~~join~~ merge or become affiliated with any state or national

organization having the same or similar goals, ~~provided the Association retains its own identity as an independent entity.~~ Notice shall be sent to the membership by electronic communication no less than twenty one (21) days prior to the scheduled date of the meeting.

Section 6 Misuse

No person, organization or company may use the name or logo of the Association without prior permission from the Board of Directors. Misuse of the Association name or logo may result in termination of a member, and prosecution of any other entity.

ARTICLE 2 Mission Statement and Vision

Section 1 Mission Statement

The mission of NJGCA is to represent the Small Business Motor Fuel Petroleum Retail, Convenience Store, and Automotive Repair industries of New Jersey; by advocating for effective public policy with legislators, regulators, and all who govern our industries; to inform and educate NJGCA members of industry matters and provide the tools necessary to assist them in maximizing their effectiveness and profitability; to enhance public awareness and project a positive image of our members to the general public, media, and legislature; and to promote the highest levels of ethical standards and professionalism.

Section 2 Vision

NJGCA will be the largest and most effective association in New Jersey representing the Small Businesses that own and operate Motor Fuel Petroleum Retail, Convenience Store, and Automotive Repair locations.

NJGCA will have a significant presence and effective impact in Trenton and Washington in the eyes of members, potential members, general public, news media and public officials.

NJGCA will represent a majority of all Motor Fuel Petroleum Retail, Convenience Store, and Automotive Repair locations in New Jersey.

NJGCA will be financially secure.

NJGCA will be the best trained and motivated Board of Directors, Management, and Staff.

NJGCA will be the leading institution in New Jersey providing information and opportunity to qualified persons wishing to enter into and excel in the small business industries that we represent.

Section 3 Not for Profit

This Association is not organized for pecuniary profit and shall not declare dividends. No part of the dues, fees, assessments or other monies collected by the Association shall inure to the benefit of any member.

ARTICLE 3 Headquarters

Section 1 Location

The principal office of this Association shall be within the State of New Jersey.

Section 2 Records

The corporate book of minutes and corporate seal shall be kept at the principal office of the Association, along with other books and records thereof, except that the corporate minutes may be left with the Secretary.

ARTICLE 4 Membership

Section 1 Classifications

Any individual engaged in the motor fuel gasoline retail, automotive repair, convenience store, or a qualifying supporting industry shall be potentially eligible for membership in the Association in one of the following categories:

1. Regular: Any business actively engaged in bona fide motor fuel petroleum retail, automotive repair, or convenience store, which serves the motoring public. Membership shall be in the name of the business.
2. Allied: A) Any business or individual which does not operate a motor fuel petroleum retail, automotive repair, or convenience store, which serves the

motoring public, but which either conducts business in allied fields within the state of New Jersey, or shares the common interests and goals of the Association or; B) Any business or individual which does not operate a motor fuel petroleum retail, automotive repair, or convenience store, which serves the motoring public, and does provide professional services, products, inventory, or otherwise assists or supports Association members, interests, goals, or the mission statement of the organization.

3. Honorary: Any individual who has maintained continuous active membership in the Association as qualified in classification 1, 2, of this section for more than twenty-five years, and no longer operates accordingly, therefore becoming ineligible under classification 1 or 2, may receive Honorary Membership upon approval of the Board of Directors. Honorary Membership shall be in the name of the qualified person and is non-transferable.

Section 2 Dues

Members will pay annual dues in an amount determined by the Board of Directors. Honorary members may be exempt from annual dues; such exemption will be determined by the Board of Directors. Any member, who is in default in the payment of dues for a period of two months, or 60 days, may lose the right to vote and may be removed from the membership.

Section 3 Special Assessments

The Board of Directors shall have the power to levy special assessments against the membership. No special assessment shall be levied unless:

1. The assessment is approved by a 2/3 vote of the members of the full Board of Directors.
2. Proper notification has been given, in the same manner set forth in Article 5

Section 4 Designated Representatives

Any member may designate in writing a qualified employee, partner, or officer of the firm as authorized representative. The representative shall have both the rights and responsibilities of the designor's membership.

Section 5 Resignation

Any member may withdraw from the Association, after fulfilling all financial obligations, by giving written notice of such intention to either the Secretary or the Executive Director. This notice shall be presented to the Board of Directors at the first meeting after its receipt. A resigning member shall immediately return to either the Secretary or Executive Director all emblems, signs and other indicia of membership and any other property of the Association.

Section 6 Rights and Duties

Members of the Association have the following Rights:

1. To attend all Association functions unless such attendance may cause conflict or harm to other members.
2. To make motions and to participate in all votes brought before the general membership, with each member firm having one (1) vote for each full paid membership as shall be determined by the Board of Directors and as set forth in Article 7 Section 1.2 and Article 7 Section 1.3.
3. To seek a position on the Board of Directors and to seek election as an officer on the Board of Directors as set forth in Article 6 section 2.
4. To voice questions, suggestions, concerns, or complaints to the Board of Directors, and to receive a prompt and thoughtful response from the Board.

Members of the Association have the following Duties:

1. To pay all Association fees on time.
2. To honorably represent the membership category for which their membership to the Association has been accepted; and the motoring public.

Section 7 Suspension and Termination

The Board of Directors may suspend, discipline or terminate any membership, with cause.

Section 7.1 Arrears

Any member, who is in arrears in the payment of dues for more than two months, or 60 days, may be subject to suspension. The member shall be notified of the suspension in writing by either the Secretary or the Executive Director. If a suspended member pays all arrears within 30 days of the date of written notice, he shall be reinstated automatically and be notified. If the arrearages are not paid, he may be dropped from the membership and notified of such action in writing by either the Secretary or Executive Director.

Section 7.2 Misconduct

The following actions may result in either suspension or termination of membership by a 2/3 vote of the Board of Directors:

1. Misuse of the Association name, such as but not limited to, its use for profit without the consent of the Board of Directors.
2. Conviction of fraud, deceit or any other unlawful acts.
3. Any activity otherwise deemed harmful to the Association.

Section 7.3 Grievances

The Board of Directors may, upon recommendation by a special appointed Committee on Grievances, or by petition signed by at least 5 members in good standing, hold a hearing at which the grievance against any member shall be presented to the Committee or by a representative of the petitioners. A statement of the charges shall be mailed to the member by certified mail, return receipt requested, at his last recorded address at least fifteen (15) days before the date for the hearing. The notice shall advise the member of the charges and shall further advise him that he will be given an opportunity to present a defense at the time and place mentioned in such notice.

If the Board of Directors finds the member guilty of conduct which is detrimental to the automotive industry or membership category for which their membership to the Association has been accepted as a whole or to this Association and its purposes, or if the member is found guilty before a court or regulatory body of illegal activities, the Board of Directors may suspend, discipline, or fine the member. No fine, disciplinary action or suspension shall be taken against a member except by 2/3 vote of the members of the full Board of Directors.

Section 8 Divisions and Chapters

The Board of Directors may establish divisions and/or chapters of the Association as needed to reflect the needs of its members.

ARTICLE 5 Meetings

Section 1 2 Regular Meetings

The Association shall ~~shall~~ may hold regular meetings of the entire membership, at times and places fixed by the Board of Directors. ~~At the discretion of the Board of Directors, the Association may hold separate meetings of any existing Divisions and Chapters of the Association, in order to better serve the membership.~~

The Secretary or the Executive Director shall cause to be ~~mailed or faxed, or electronically transmitted to each member in good standing, at the postal address, or fax number, or~~ email which appears in the membership records of this Association, a notice stating the time, place and any special subject matter of the regular meeting. The notice shall be sent at least twenty one (21) days in advance of the meeting.

Section 2 3 Board Meetings

Section 2.1 Quarterly Meetings

The Association shall ~~endeavor to~~ hold a meeting of the Board of Directors every January, April, July, and October. The Board of Directors will determine the date,

time and place of meetings. By majority vote the Board of Directors may dispense with any Board Meeting. Notice of Board meetings shall be by ~~mail or fax or~~ email to the contact information of record.

Section 2.2 Special Meetings

A special meeting of the Board of Directors may only be held with at least seven (7) days notice. A special meeting can be called by the President or through a notice signed by one third of Board Directors.

Section ~~3~~ 4 Annual Meeting

An annual membership meeting of the Association shall be held each year in the month of ~~June~~ September, and shall coincide with the Board of Directors election of Officers. The Secretary or the Executive Director shall cause to be ~~mailed or faxed, or~~ electronically transmitted to each member in good standing, at the ~~postal address, or fax number, or~~ email which appears in the membership records of this Association, a notice stating the time, place and any special subject matter of the annual meeting. The notice shall be sent at least ~~twenty one (21)~~ thirty (30) days in advance of the Annual Meeting.

Section 4 Quorum

Section 4.1 Board of Directors Meetings

At all Board of Directors meetings, the presence of 50% of the full Board plus one member shall constitute a quorum.

Section 4.2 Committee Meetings

A quorum within a committee shall be defined as a majority of those present at the meeting.

Section 4.3 Membership Meetings

The members present in person at a duly organized meeting entitled to cast a vote, as defined in Article 7, Sec.1.3, shall constitute a quorum.

ARTICLE 6
Board of Directors and Officers

Section 1 Composition and Number

The property, affairs, activities and concerns of the Association shall be vested in a Board of Directors.

The Officers of the Association shall consist of the following:

- President
- Vice-President
- Treasurer
- Secretary

The Officers of the Association shall be determined by the Board of Directors, and elected from within the Board of Directors. All Officers shall be elected for a term of two (2) years.

No person shall be elected to the office of President for more than two (2) consecutive terms. There are no term limits for Board members. All Board members are eligible for re-election upon expiration of their current term.

The Board of Directors may alter the composition of the Officers and Board of Directors, with the requirement that any change to an elected position take place at the end of that term.

The total number of Board of Directors positions, including Officers, shall not be less than ~~nine (9)~~ twelve (12) and not more than fifteen (15). No more than ~~25%~~ five (5) of the Board of Directors may be Allied Members.

Section 2 Eligibility

To be eligible for election [or appointment] to the Board of Directors, including Officer positions, a member must have been a member in good standing for not less than twenty-four (24) months ~~and have attended a minimum of 2/3 of the general meetings during this time~~. To be eligible for election [or appointment] to an Officer's position on the Board of Directors, a member must be currently serving on the Board of Directors, and must have held a position on the Board of Directors for at least two (2) years.

Section 3 Selection and Term

All Directors shall be elected by the general membership of the Association, as follows:

1. During the month of ~~January~~ April, a Nominating Committee will be appointed in accordance with the provisions of Article 9, Section 3.5

2. On the day of the election, to be held at the Annual Meeting, the President shall appoint a Committee on Election, consisting of three members. The duties of this committee shall be to distribute, collect and count the ballots, and report the results back to the President.
3. A majority vote shall be necessary (excluding abstentions and blank votes) to elect any Director. If the results of any balloting where there are more than two candidates for any office do not show a majority, a run-off election shall be conducted between the two candidates having the highest number of votes.
4. If more names than the number of Directors to be elected are placed in nomination, then the persons receiving the highest number of votes, up to the maximum number of Directors to be elected, shall be declared to be elected.
5. All Directors shall be elected for a term of three (3) years.
6. All Board Members shall, upon their election, immediately assume the oath, and enter upon the performance of their duties and shall continue in office until their successors are duly elected and qualified, unless the election required by this section shall not have been held, in which case the term shall end and the position be deemed vacant.
7. No more than one individual from the same business may serve as a Director.

Section 4. Duties

Section 4.1 President

The President shall, by virtue of his office, be Chairman of the Board of Directors, and shall be a member ex officio, with a right to vote on all committees except the Nominating Committee.

The duties and responsibilities of the President include the following:

- 1.15. He shall at all times ensure compliance with these Bylaws of the Association.
- 2.1. He shall preside at all membership meetings.
- 3.2. He shall be impartial and impersonal in his thoughts and actions, and shall ensure that facts presented are clear, that correct procedures are observed, and that motions are completed in a reasonable time frame restricting discussion to subjects under consideration.
- 4.3. He shall open all meetings on time or as soon as a quorum is present. He shall announce in order the business of any meeting, and He shall have minutes presented, corrected and approved.
- 5.4. He shall discuss motions made and keep members informed on progress. He shall restate and have clarification made of each motion, and He shall conduct a vote on each motion and announce the results.
- 6.5. He shall present or have presented any acts, orders or proceedings for the Association.
- 7.6. He shall see that all books, reports and certificates as required by law are properly kept.
- 8.7. He shall be one of the Officers who may sign checks, drafts, or legal

documents of the Association.

~~9.8.~~ He shall sign, or authorize the Executive Director to sign, all communications addressed from the Association.

~~9.~~ He shall be the deciding vote in the case of a tie vote.

10. He shall ~~may~~ present at each Annual Meeting of the Association an Annual Report of the work of the Association.

~~11.~~ He shall, at the Annual Meeting and at other such times as he deems proper, communicate to the Association or to the Board of Directors such matters and make suggestions as may, in his opinion, tend to promote the prosperity and welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incident, and reasonably construed as belonging, to the executive chief of any organization.

~~11.12.~~ He shall appoint all committees and committee chairpersons, temporary or permanent except the nominating committee as set forth in Article 9, Section 3.5

~~12.13.~~ He shall ~~may~~ sit on committees and may be the chairperson of such committees, at his discretion.

~~13.14.~~ He shall act as a representative of the Association to all outside persons and organizations, or, subject to approval by the Board of Directors, appoint delegates and alternates to provide proper representation.

~~15.~~ He shall at all times ensure compliance with these Bylaws of the Association.

Section 4.2 Vice-President

The duties of the Vice-President shall include the following:

1. The Vice-President will serve in the absence of the President ~~as determined by the Board of Directors~~. In the case of permanent disability or absence of the President, the Vice-President will assume the position and responsibilities of the office of President, for the remainder of the current term.

2. He shall familiarize himself with the actions, duties and responsibilities of the President such that he may become a viable and worthy candidate for the office of President at the next election.

3. He shall ~~may~~ be one of the Officers who may sign checks or drafts of the Association, in the absence of the President.

4. He shall receive and execute any and all duties and responsibilities delegated to him by the President.

5. He shall sit on various committees and may be the Chairperson of such committees as appointed by the President.

6. He shall remain current with all aspects of the issues, activities, and needs of the Association. He shall report to the President on these on an ongoing basis, and ~~shall~~ may report to the Board of Directors on these at Board Meetings.

Section 4.3 Treasurer

The Treasurer shall be the Chairman of the Finance Committee as set forth in Article 9 Section 3.2, and shall be the custodian of all funds of the organization. He shall keep accurate books of account, showing at all times the amount of

money in possession and shall render, from time to time, full and complete records to the organization as to income, disbursements and balance on hand. ~~The Treasurer shall make disbursements only upon written vouchers approved by the Board of Directors.~~ The Treasurer shall prepare and present to the Board an annual budget for the Association. ~~He~~The Treasurer shall ~~see that deposit~~ all sums ~~are deposited~~ received in an account or accounts in the name of the Association in such bank, banks or savings institutions approved by the Board of Directors, and ~~shall~~ may make a report at the Annual Meeting or when called upon by the President.

The funds, books and vouchers in his hands shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. At the expiration of his term in office, ~~he~~ the Treasurer shall deliver over to ~~his~~ the successor all books, monies and other property, or, in the absence of a Treasurer-elect, to the President. The Treasurer shall be one of the persons with authority to sign checks and drafts of legal documents of the organization. ~~He~~The Treasurer shall be a member of the Board of Directors.

Section 4.4 Secretary

It shall be the duty of the Secretary to give notice of and attend all meetings of the Association and keep minutes and records of the Association ~~in appropriate books.~~ ~~He~~The Secretary shall carry into execution all orders, votes and resolutions not otherwise committed. ~~He~~The Secretary shall appoint and notify the members of the Nominating Committee. ~~He~~The Secretary shall notify Officers and members of the Association of their appointment to all other committees. At the request of the committee chairman, the Secretary shall give notice of the meetings to the committee. At ~~his~~ their discretion, the Secretary may delegate some or all of the above duties to the Executive Director. The Secretary ~~or their designee shall~~ prepare, under the direction of the Board of Directors, an Annual Report of the transactions and condition of the Association and generally shall devote ~~his~~ their best efforts to forwarding the objectives of the Association and advancing its interest.

~~He~~The Secretary shall be the official custodian of the records and seal, and all emblems indicating membership in, the Association, keep a list of the members of the Association, or, at ~~his~~ their discretion, ~~he~~ shall delegate such duty to the Executive Director. The Secretary shall be a member of the Board of Directors. In case of absence or disability of the Secretary, the Board of Directors may appoint a Secretary pro tem. The Secretary shall give and serve all notices to members of the Association and shall receive and conduct all correspondence on behalf of the organization, or delegate such duty to the designee.

Section 4.5 Directors

The Board of Directors, individually and collectively, shall be responsible for the direction and action of the Association. Specific duties include, but are not limited to:

1. Devise and carry into execution any measures as it deems proper and expedient, to promote the objectives of the Association and to best protect the interests and welfare of its members and of the general public.
2. ~~Sit on at least one committee and a~~ Actively contribute to the planning and execution of the objectives of the committee(s) and of the Association.
3. Hold meetings at such times and places as it deems proper.
4. Admit, suspend, expel or discipline members.
5. Audit bills and disperse funds of the organization
6. Print and circulate documents and publish articles.
7. Carry on correspondence and communication with other organizations interested in the automotive service industry as well as with local, state and federal legislators.
8. Regularly attend board meetings and general membership meetings, and, specifically, not fail to attend two (2) consecutive board meetings without good prior reason acceptable to the Board of Directors.

Section 5 Absence

Any Board Member having missed three consecutive Board Meetings without sending a prior communication to the President, Secretary or Executive Director may be deemed to have terminated their position. In the event of a communicated excuse, the Board of Directors will determine whether the Board Member shall be terminated.

Section 6 Vacancies

A Director, unless he resigns, or dies, or unless he is removed as provided in Section 8 of this Article, shall hold office until a successor has been duly elected and the duties of office accepted, unless the election required by Article 6, Section 3 shall not have been held, in which case the term shall end and the position be deemed vacant. All vacancies in any office, whether resulting from suspension, termination, resignation, or other cause, shall be filled by the Board of Directors without delay, at its next regular membership meeting, or at a special meeting called for that purpose. Whenever a vacancy occurs in the Board, it shall appoint a voting member in good standing to serve until the next annual meeting of the Association, at which time a Director shall be elected for the remainder of the un-expired term in which the vacancy occurred.

Section 7 Compensation

No Officer or Director shall, ~~for reason of his office,~~ be entitled to receive salary or compensation, ~~but nothing herein shall be construed to prevent an Officer or Director from receiving any compensation from the Association for duties other than as a Director or Officer.~~ The Association may reimburse an Officer or Director or member for any authorized expense incurred on behalf of the Association.

Section 8 Removal of Directors

A Director may be removed from office by a vote of 2/3 of the full Board of Directors, whenever, in the judgment of the Board, the best interest of the Association will be served thereby.

ARTICLE 7 Voting and Elections

Section 1 Eligibility

All Officers and Directors, attending shall have voting privileges on the Board.

Section 1.1 Board of Directors Votes

In votes taking place during Board of Directors meetings, all Board Members shall have the right to vote. The Executive Director shall not have the right to vote.

Section 1.2 General Membership Votes

General membership votes may take place at any Annual Meeting, Regular Meeting, or Special Meeting. Any member of a firm or an officer of a corporation may represent it at any meeting. A member firm or corporation may have more than one employee at a meeting, but each member firm or corporation shall be entitled to only one vote as set forth in Article 7 Section 1.3. No member shall be entitled to vote unless the member's dues are not more than two months, or 60 days, in arrears and he is otherwise in good standing; but no member may vote for the election of Directors unless his dues are fully current. Abstentions or blank ballots shall be considered in determining whether a majority exists in favor of a proposition.

Section 1.3 Multiple Site Membership Votes

Multiple site memberships are only entitled to as many votes as equals the total dues paid divided by the single site dues rate in effect at the time of their most recent annual renewal. Calculations that result in a fraction of a vote (site) will be rounded to the ~~lowest~~ nearest whole number that results from the math.

Example; A member has ten (10) sites and pays a total of \$2,350.00 in annual dues. The annual rate in effect at the time of the member's previous renewal was \$450 per site. This member would be entitled to 5 votes. \$2,350 divided by \$450 equals 5.23 rounded to 5.

No Multiple Site member shall be entitled to vote unless the member's dues are not more than two months, or 60 days, in arrears and he is otherwise in good standing; but no member may vote for the election of Directors unless his dues are fully current as prescribed in Section 1.2 of this Article.

Section 2 Nominations

Each member of the Nominating Committee shall have one vote, and a majority of votes cast shall be necessary to nominate. The Nominating Committee shall present its list of nominations at a Board Meeting at least 60 days prior to the election to be held at the annual meeting in ~~June~~ September. This list shall consist of eligible and qualified candidates for the Board of Directors, the minimum and maximum number of which shall not exceed that specified in Article 6, Section 1.

The Association shall present to the general membership the list of nominations, in writing, by means of ~~mail, or fax, or~~ electronic communication, at the ~~postal address, fax number, or~~ email which appears in the membership records of this Association, no later than ~~twenty one (21)~~ thirty (30) days prior to the election. This communication shall clearly describe the nominating and election process. Members in good standing may nominate any eligible and qualified member in good standing for an elected position that is being decided for the noticed election. No person may be nominated unless his dues have been paid, he meets the eligibility requirements stated in Article 6, Section 2, and he is otherwise in good standing with the Association. Any eligible and qualified member seeking election to a Director position, and not having been nominated by the Nominating Committee, shall be added to the slate of nominations only after a written motion from the general membership (or board), received by the Association no later than ~~ten (10)~~ fifteen (15) days prior to the annual meeting when the election is to take place. Nominations are not permitted to be made from the floor. The Secretary or the Executive Director shall cause to be electronically transmitted to each member a notice stating the candidates nominated for election no later than twelve (12) days prior to the meeting.

At the annual meeting, the Chairman of the Nominating Committee will first present his report, which will include nominations for elected Directors having been submitted by the Nominating Committee, and those having been submitted by the general membership.

Section 3 Voting Method

At all meetings, except for the election of Directors, all voting shall be by a voice vote or show of hands. At any Annual, Regular, Special, or Board Meeting, an issue may be voted upon by written ballot if a majority of those present so requires. Election of Officers and Directors shall be by secret written ballot unless a majority of those present shall favor balloting by voice vote or show of hands. Written ballots cannot be cast electronically.

Section 4 Proxy Votes

Proxy votes are not permitted at Annual, General, and Board of Directors meetings.

Section 5 Inspectors of Election

At all votes by ballot, the Chairman of such meeting shall, immediately before the commencement of the balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results. A copy shall be physically affixed in the minute book to saved with the minutes of that meeting. No Inspector of Election shall be a candidate for office or shall be personally interested in the question being voted upon.

ARTICLE 8

~~Order of Business~~ General Meetings

Section 1 ~~General~~ Notice of Meetings

Notice shall be sent to the membership by electronic communication no less than twenty one (21) days prior to the scheduled date of a General Meeting.

Section 2 Order of Business

The order of business shall be as follows at all general meetings of the Association:

1. Commencement and introduction of the meeting and introduction of the President by the Executive Director.
2. Roll call or sign in registration.

3. Reading or publication of the minutes of the previous general meeting.
4. President's report on any significant Association matters occurring since the previous general meeting. This report shall include committee matters, and old and new business.
5. Treasurer's report for inspection by members in good standing.
6. Received communications for inspection by members in good standing.
7. Elections to fill vacant offices.
8. Election of new members.
9. Core meeting subject matter, guest speaker(s), etc.
10. Adjournment

Section ~~2~~ **3** Board of Directors Meetings

The order of business shall be as follows at all meetings of the Board of Directors:

1. Roll call or sign-in registration and pledge of allegiance.
2. Distribution (unless done prior) and review of the minutes of the previous Board of Directors meeting, and subsequent amendment(s), if necessary, and approval.
- ~~3.8.~~ Election of new members and election of new Officers or Directors to fill vacancies.
- ~~4.3.~~ Treasurer's report.
- ~~5.4.~~ President's report.
- ~~6.5.~~ Vice-President's report.
- ~~7.6.~~ Executive Director's report.
- ~~8.7.~~ Committee reports.
9. Old and unfinished business.
10. New business.
11. Good and welfare
12. Adjournment

Section ~~3~~ **4** Exceptions

Any question as to the priority of business at both general meetings and Board of Directors meetings shall be decided by the President, unless overruled by a majority of the Board without debate. The Order of Business may be altered or suspended at any meeting by the President, unless overruled by a majority of the Board without debate.

The President may elect to delegate some or all of his responsibilities to another officer of the Association at any general membership meeting or Board of Directors meeting.

The conduct of all meetings of the Association shall be governed by Robert's Rules of Order, except where in conflict with these Bylaws, in which events the Bylaws shall control.

ARTICLE 9 Committees

Section 1 Appointment

The President shall appoint all standing and special committees except the Nominating Committee as set forth in Article 9 Section 3.5, as well as each committee Chairperson, but may choose to delegate such responsibility to the Vice-President. Members of the Board of Directors may serve on Committees, but, whenever possible, at least one member of each committee shall not be an Officer or Director of the Association. Committee members shall hold office until the next Annual Meeting of the Association or until their successors have been appointed, unless sooner terminated by action of the President or Board of Directors.

Section 2 Committee Chairperson

The Committee Chairperson shall oversee, direct and participate in the work of the committee, and shall report on this work to the President as needed, and to the Board of Directors at each Board Meeting. Reports to the President and the Board shall either be verbal or written, as dictated by the President.

Section 3 Standing Committees

Section 3.1 Executive Committee

There shall be an Executive Committee, members of which shall be the President, Vice-President, Secretary, and Treasurer of the Association. It shall be the duty of the Executive Committee to consider matters of Association business and to recommend action on these matters to the Board of Directors. ~~The Executive Committee may act in matters of Emergency Association business.~~

Section 3.2 Finance Committee

There shall be a Finance Committee which shall under the direction of the Board of Directors have supervision of the financial affairs of the Association. The Treasurer shall be the chairperson of the Finance Committee. The Finance Committee shall prepare and recommend to the Board of Directors an annual

budget. The Finance Committee shall meet as necessary and should report to the Board of Directors at all Board meetings.

Section 3.3 Membership Committee

The Committee on Membership **explores** serves as the liaison between the general members and the Board of Directors. The Committee is responsible for: A). Assessing membership retention and growth. B). Recruiting new members and assist with retaining current members. C). Act as an overall ambassador and conduct welcome and follow-up with new and prospective members. D). to investigate any complaints received by the Association or its individual members, and to submit a report of its findings to the Board of Directors.

Section 3.4 Legislative Committee

The Legislative Committee shall consist of at least three members, whose duty it shall be to: A). Report to the Association concerning any proposed or newly adopted legislation affecting the Association and/or its members. B). to initiate and pursue passage of legislation and regulation that serves the interests of the membership of the Association. C). to compile any necessary statistical information requested by the Board of Directors. D). to assist the Executive Director with outreach to legislators and members regarding legislative matters.

Section 3.5 Nominating Committee

During the month of **January** April of an election year, the Secretary shall appoint a Nominating Committee consisting of five members, none of whom shall be the President and a majority of whom, if possible, shall be past Presidents, whose duty it shall be to nominate candidates for Officers and Directors to be elected at the next annual election. No member of the Nominating Committee shall be up for election as an Officer of the Association, but he may be up for election as a Director. If the Nominating Committee seeks to nominate a member of the Nominating Committee for an Officer position, that person shall immediately remove himself/herself from the Committee, and the Secretary shall immediately appoint a replacement. The Secretary shall endeavor to appoint Board members with at least 1 year remaining until the expiration of their term.

Section 3.6 Events and Fundraising Committee

The Committee on Fundraising researches fundraising events and brings recommendations to the Board. The Committee is responsible for coordinating and organizing selected events.

Section 3.7 Bylaws Committee

The Committee on Bylaws shall consist of at least three members whose duty it shall be to review the Bylaws of the Association and to make recommendations for additions and changes, either upon its own initiative, or upon recommendations submitted by the membership at large.

Section 4 Special Committees

Special Committees shall be created by the President on an as-needed basis to perform work that is temporary in nature, versus ongoing. When the work performed by a Special Committee is completed, the committee will dissolve.

Section 5 Vacancies

The President shall fill vacancies on committees promptly after being notified of same, subject to any ratification requirements which pertain to the vacancy being filled.

ARTICLE 10 Amendments to Bylaws

Section 1 Amendments

These Bylaws may be amended, repealed, or added to by a 2/3 vote at any duly organized meeting of the Board of Directors, provided that the proposed change(s) are submitted in writing to the Secretary at least one meeting prior to the time of the meeting where the change(s) will be voted on; and

or by a 2/3 vote at any regular or special meeting of the Membership of the Association, provided the proposed change(s) are conveyed to the Membership at least 30 twenty one (21) days prior to the time of the meeting where the change(s) will be voted on.

~~The decision as to whether to affect a change to the Bylaws via a Membership vote or a Board of Directors vote shall be at the sole discretion of the Board of Directors.~~

**ARTICLE 11
Fiscal Year**

Section 1 Definition

The fiscal year of this Association shall commence on January 1 of each year and shall end on December 31 of the same year.

**ARTICLE 12
Miscellaneous**

Section 1 Association Property

All plaques, signs, literature, equipment, etc. that are to be used or displayed by the Association's members, and any intellectual property belonging to the Association, shall remain the property of the Association and may be recalled at any time.

**ARTICLE 13
Oath of Office**

Section 1 Definition

I, [repeat name], sincerely support the objectives and purposes set forth in this Association's Bylaws. I solemnly promise and swear on my honor to protect, defend and uphold all of its rules and regulations. I further promise and swear to discharge faithfully, to the best of my ability, the duties of the [state your office].

**ARTICLE 14
Procedures**

Section 1.1 Conflicts of Interest

In order to avoid conflicts of interest among NJGCA volunteers and professionals, the following procedures shall be adhered to at all times:

1. Those responsible for nominating or appointing leaders to positions on the NJGCA board, committees, and other governing bodies, as well as those responsible for interviewing and hiring employees, shall be alert for possible conflicts and should explore questionable situations thoroughly before making the nomination, appointment, or hiring decisions.
2. When conflicts or potential conflicts arise, they should be evaluated thoroughly, using the assistance of association legal counsel if necessary, and

resolved appropriately.

3. Where individuals serving voluntarily on behalf of NJGCA are also engaged in a capacity as vendors to the NJGCA or its members, special attention should be given to ensure that the individuals provide full disclosure and avoid participation in related issues at the NJGCA.

4. Each year, volunteer members of boards, committees, and other governing bodies of the NJGCA, as well as NJGCA employees, shall disclose to NJGCA, via the form provided in Section 1.2, any situations or areas of actual or potential conflicts of interest. Any conflict or potential conflict which may arise shall be immediately disclosed to the Board of Directors or the President as the case may warrant. These forms shall be reviewed by the Board of Directors of NJGCA, with the exception of those forms submitted by the Board of Directors, which shall be reviewed by the President.

Section 1.2 Conflicts of Interest Disclosure Form

As a volunteer or professional of NJGCA, I recognize that I owe duties of care and loyalty to the NJGCA. One aspect of fulfilling those duties is to avoid conflicts of interest in which my allegiance might be split between an NJGCA position or responsibility and some other professional, business, or volunteer position or responsibility. To help avoid conflicts, on this form I am disclosing other situations or areas in which it might even appear that I have conflicting duties to other entities. I invite any further review by NJGCA of any aspects of these situations or areas that might be considered appropriate. Also, I will take other steps, such as avoiding deliberation and resolution of certain issues, voting, or even withdrawing from my position in NJGCA, if it is determined that those steps are necessary to protect against legal liability to the NJGCA or to me arising from conflicts of interest.

- 1. Professional, business, or volunteer positions or responsibilities that might give rise to conflicts:

- 2. Situations in which I am serving as a vendor, or am employed by with a vendor, to the NJGCA or its members.

- 3. I know of no professional, business, or volunteer position or responsibility, including vendor situations that might give rise to conflicts (check here): _____.

- 4. I hereby disclose the following conflicts or potential conflicts

Signature

Date

Association Position

Section 2 Confidentiality

All Members of the Board of Directors, all employees, and all volunteers of the Association shall be required to sign a confidentiality agreement.