

NEW JERSEY MUNICIPAL MANAGEMENT ASSOCIATION, INC.

CONSTITUTION & BYLAWS

PREAMBLE

The New Jersey Municipal Management Association (NJMMA) is dedicated to the highest values and standards of governance by responsible elected officials through professional managers and administrators. The Association shall promote efficient and effective local government in the State of New Jersey through its membership by promoting their professional and collegial interests.

The Association shall foster the public trust in New Jersey local government by embracing and promoting the ideals and code of ethics of the International City and County Managers Association and shall work to enhance the competency of its membership through training and education.

The Association shall raise the visibility of local government professionals so that the public understands the importance of the profession, as well as the professional in fostering the democratic process at the local level.

ARTICLE I. NAME

This organization shall be known as the New Jersey Municipal Management Association, Inc., a corporation duly organized under the laws of the State of New Jersey.

ARTICLE II. OFFICERS & EXECUTIVE BOARD

Section 1. The above Association shall be governed by the officers consisting of a president, vice president, treasurer and secretary, and an executive board comprised of the officers, the immediate past president and six additional members elected by the association, all of whom must be corporate members of the Association as defined herein.

Section 2. The duties and responsibilities of the Officers include but are not limited to the following::

A. President - Serves as presiding officer at Executive Board meetings; prepares board agendas; appoints chairs and members of committees; signs all official contracts, agreements and documents subject to board policy decisions, and is the primary official representative of the Association, but may delegate or assign another officer, board member, corporate member or the executive director, if applicable, to represent NJMMA in an official capacity.

B. Vice-president - Presides over board meetings in the absence of the president and may assume other presidential duties in the event the president is incapacitated or unable to perform. The vice-president is also chair of the spring conference committee, and the League of Municipalities committee overseeing same for the board, with assistance from other committee members and the executive director, if applicable.

C. Treasurer – Prepares budget for submission to the board; is responsible for payment of bills and is custodian of bank accounts, handles receipt of revenues and depositing of same, and invests funds in accordance with sound financial management practices. Also submits monthly financial report to the executive board.

D. Secretary - serves as editor of the monthly newsletter; prepares meeting of the executive board meetings for approval by the entire board; may send official correspondence on behalf of the board; and may be authorized by the executive board to sign official contracts, agreements and documents along with the president.

Section 3. Removal from Office - By at least a 2/3 rds. vote of the full Board, the Executive Board may remove any officer from the Board for the non performance of his / her duties, for inappropriate actions while representing the Association, or for conflict of interest in the performance of his / her Association duties.

Section 4. The Executive Board shall have general charge and control of the business affairs, funds and property of the Association and shall perform such duties and exercise such powers as are provided in this Constitution.

Section 5. There shall be no discrimination on the basis of race, color, religion, sex or national origin in the membership on the Association's Executive Board.

Section 6. Meetings of the Association shall be called at the direction of the president.

Section 7. A majority of the members shall constitute a quorum for the transaction of any business at any meeting of the Executive Board and the act of the majority of such quorum shall be deemed the act of the Board. At any meeting where less than a quorum is present, the President shall set a new date and instruct the Secretary to advise the Board.

ARTICLE III. EXECUTIVE DIRECTOR

There shall be an executive director. The executive director shall be appointed and shall serve at the pleasure of the board. The director shall receive such compensation as voted upon by the board.

The director shall serve as chief executive and administrative officer of the Association. The director shall:

1. Represent, as directed by the Board, the interest of the association in all matters as it relates to the fulfillment of the mission of the Association.
2. Negotiate, subject to the approval of the Board, and implement all contracts for the Association.
3. Recommend to the board the adoption of measures that the director deems necessary or expedient to fulfillment of the mission of the Association.
4. Keep the Board, along with the treasurer of the Association, informed on the financial condition of the Association and shall make reports to the Board as requested, and at least once a year make an annual report on the administration of the Association for the benefit of the Board and the membership.
5. Supervise and direct the administrative services of the Association.
6. Attend all meetings of the Board with the right to participate in the discussions without a vote.
7. Perform such other duties as may be required by the Board.

ARTICLE IV. CORPORATE MEMBERSHIP

Section 1. Corporate Membership

Corporate Membership shall be open to any person occupying a position of a municipal or county manager, administrator, executive assistant, or deputy who agrees not to hold any elected or appointed political office while serving in such a position, and who has not held an elected office for the immediate 24 months prior to his/her application for Corporate Membership and who subscribes to the Code of Ethics established in Article XVI.

Section 2. Life

Life membership may be conferred by the Executive Board of the Association by a two-thirds majority affirmative vote for a corporate member in good standing who retires or leaves the profession, and who meets the following criteria:

A. 15 years as a corporate member of state municipal management associations, of which 10 years must be as a member of NJMMA and

B. Participation in at least three of the following:

Member of Association executive board

Association officer

Association committee chair

Association program leader or organizer

Active committee member for two or more years in an

ICMA committee

C. Life members are exempt from annual membership fees, entitled to receive the newsletter and are invited to meetings and special events upon payment of normal fee.

Section 3. Honorary Life

Honorary life membership, by unanimous vote of the full executive board, may be conferred on individuals who have demonstrated through a career other than as professional administrators or managers in municipal government complete unwavering support for professional management of local government. Honorary life members shall be entitled to the same privileges bestowed on Life Members.

ARTICLE V. ASSOCIATES

Section 1 Affiliate Partners

Representatives of the business and commercial interest who wish to participate in the Association may do so by becoming an Affiliate Partner, in accordance with rules and procedures established by the Executive Board.

Section 2 Associate Partners

Those who wish to participate in the Association but do not meet the criteria for Corporate membership may become Associate Partners. Associate Partnership shall include four classifications:

Non Corporate Partners - those serving as local government management personnel, State employees, and educators who agree not to hold any elected or appointed political office while serving in such a position.

Student Partners - those who are full or part-time students currently matriculated in a course leading to a degree in Public Administration or any related field and-not qualifying in any of the other membership categories.

Cooperating Partners -those who are active in local government and ascribe to strong professional management in local government and who would otherwise be eligible for corporate membership except that they hold an elective or appointed political office or have held such a position within the past 24 months.

Supporters - those who endorse the goals and objective of the Association and wish to be included in its communication and training programs but who do not currently hold a local government position in New Jersey.

ARTICLE VI. APPLICATION PROCESS AND TRANSITION

Section 1. Member in Transition. A member / Associate in good standing who has resigned their position or been terminated and is actively seeking to continue employment as an administrator / manager in local government in New Jersey upon notice to the Executive Director or Secretary may continue fully participate in the Association in accordance with his / her established participation class for up to 12 months from the time of the employment change. The Executive

Board shall establish a policy setting what specific benefits will continue to accrue to this member and the cost of these benefits during this transition period.

Section 2. Membership Processes / Political Activity

New applicants shall file application forms to be reviewed by the membership committee who shall promptly forward a recommendation to the Executive Board. The Executive Board shall render a decision on participation classification which shall be reported by the secretary in the monthly newsletter. If no objections are received 30 days after publication, the action of the Executive Board shall stand. Objections, if any, will be reviewed by the Executive Board after which a final decision will be rendered.

Political office shall mean any federal, state, county or local office in which political affiliation is normally identified, as well as any office or position for which political affiliation is a presumed requirement in the community. In addition, a corporate member agrees not to participate in any way except through voting in any effort to elect another person to such an office.

A member who serves in an appointed management or administrative position may respond to requests for information from candidates or their representatives, as long as such responses are available to all candidates on an equal basis.

The restrictions preventing a corporate member from holding appointed or political office shall not prevent a member from becoming a member of a non-partisan board of education in the community in which the member lives but not in which he or she works, nor from accepting an appointment to any non-partisan board, commission, committee, or authority. Corporate members' responsibilities under this policy are in addition to their responsibilities under any code of ethics or code of conduct adopted by the International City/County Management Association.

In the event a possible or alleged violation of this policy comes to the attention of the Board, that Board shall notify the member in question and institute an inquiry. If the Board, or its designee, after meeting with the member, determines that there has been a violation of this policy, the Board may take appropriate action, including public or private censure or removal as a corporate member for the period up to two years. A member removed as a result of this action may retain Cooperating Partner status, but if removed from affiliation with the Association, shall forfeit any corporate dues already paid. Removal of a member from Corporate Membership shall be noted in the Association newsletter.

A person seeking to change their Membership or Association status must submit a new application for consideration by the Board.

ARTICLE VII. VOTING

Corporate membership shall carry with it full voting privileges. Other Associates do not have voting privileges but shall enjoy all other Association benefits.

ARTICLE VIII. DUES

Dues and the newsletter subscription rate shall be set annually by the Board. The annual dues are effective January 1 through December 31.

ARTICLE IX. NOMINATING AND ELECTION

Section 1: The Association shall have a nominating committee consisting of the three most immediate past presidents, who are corporate members, said past presidents to be named by the president. In the event that there are less than three past presidents who are corporate members, the president may appoint such additional corporate members as are necessary to create the nominating committee. The immediate past president shall serve as the chair.

Section 2: The nominating committee shall, no later than August 15 of each year, submit by mail to every corporate member in good standing a slate of officers nominated for each of the elected positions to be voted upon. Additional nominations by members in good standing may be made by submission of a petition signed by ten corporate members to be received by the nominating committee with a copy to the secretary, no later than September 1. No later than September 15, the secretary shall mail a secret ballot to every corporate member in good standing. Such ballots must be post marked by October 15. Any candidate receiving a majority of all votes cast for any office shall be declared elected. If candidates for the same position receive equal number of votes, those two candidates will have an announced run-off election. The ballot for the run-off election shall be sent out with of the November newsletter. Run off ballots shall be post marked no later than November 30. The result of the run-off shall be announced in the December Newsletter.

ARTICLE X. ELECTION AND APPOINTMENT OF OFFICERS

Section 1: The president, vice president, treasurer, secretary and six additional board members shall be elected by mail ballot for a term of one year beginning December 15 or until their successors are elected. The president and vice president shall not serve consecutive terms in their respective offices.

Section 2: Any vacancies in offices occurring between annual elections shall be filled by appointment of the president with the advice and consent of the executive board, provided, however, that a vacancy in office of the president shall be occupied by the vice president.

ARTICLE XI. APPOINTMENT OF COMMITTEES AND REPRESENTATIVES

The president shall appoint the chair and members of all appointed committees that have been established by the Constitution or the Board, except that the Past Presidents Committee shall consist of all active or retired past presidents of the Association, the chair of which shall be the immediate past president. There is hereby created the following permanent committees: Nominating committee, Membership committee, **Ethics committee** and Past Presidents committee. There shall also be, appointed by the president, a corporate member as representative of the association on the New Jersey State League of Municipalities Legislative Committee.

ARTICLE XII – FINANCIAL REQUIREMENTS

Section 1 The Association shall operate on a calendar year basis. It shall be the duty of the treasurer, assisted by the executive director, to prepare and submit to the board an annual budget for the upcoming calendar year prior to the December meeting of the Executive Board, and a report in January of all revenues and expenditures of the Association of the subsequent year. The board shall, within 60 days after receipt of the budget, review and adopt the budget for publication in the next newsletter but no later than a newsletter distributed to the membership in March. During the period from January 1 until the adoption of the annual budget, the Association shall continue to operate on a temporary budget based upon a pro-rata appropriation of the prior year budget

Section 2. The treasurer, assisted by the executive director, shall be responsible for working with the accountants appointed by the Executive Board in completing and filing the necessary federal and state tax and information returns for the year in which he / she served as the treasurer.

Section 3. The Executive Board shall establish procedures governing the disbursement of Association funds. Said procedures shall incorporate appropriate safeguards to insure that funds are disbursed only for lawful activities with the proper accounting for all expenditures and with adequate safeguards to prevent the misuse of funds, theft, fraud or similar illegal and/or inappropriate activities.

Section 4. Upon the dissolution of the Association, all assets shall be disbursed in accordance with the regulations of the U. S. Internal Revenue Service governing a 501 (c) 6 organization. Any such assets, not so disposed of shall be disposed of, by a Court of competent jurisdiction in the County in which the principal offices of the Association are then located, exclusively for the purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes. No such assets shall be distributed to or inure to the benefit of any of the Officers or Members of the Executive Board of the Association. Except as otherwise provided by law or by the terms of a specific legacy or gift, the net assets of the corporation upon dissolution shall be transferred and distributed to one or more corporations, trusts, funds or agencies created or organized in the United States and organized and operated exclusively for the purposed under which the Association is organized. The Board of Directors

by a majority vote of those present shall have the power to select such distributee or distributees and to determine and direct the distribution of assets upon dissolution. No assets of the corporation shall be distributed among the membership of the corporation upon dissolution.

ARTICLE XIII - Indemnification of Officers. and Executive Board Members

Section 1. Each Officer and Executive Board Member, whether or not then in office, and his / her heirs, executors, designees, administrators and assigns, shall be indemnified by the Association against all costs and expenses reasonably incurred by or imposed upon him or her, or his / her estate in connection with or resulting from any action, suit or proceedings, civil or criminal, to which he / she or his / her estate shall or may be made a party, or with which he /she may be threatened by reason, directly or indirectly, or his / her being or having been an Officer and Executive Board Member, except in relation to matters as to which he / she shall be finally adjudged in such action, suit or proceeding to be liable for malfeasance or gross negligence in the performance of his / her duty as such Officer and Executive Board Member, and shall also be indemnified against any costs or expenses reasonably incurred by or imposed upon him / her or his / her estate in connection with or resulting from the settlement of any such action, suit or proceeding in which such Officer and Executive Board Member was not liable for malfeasance or gross negligence in the performance of his /her duty as a Officer and Executive Board Member.

Section 2. The costs and expenses against which any such Officer and Executive Board Member shall be indemnified shall be those actually paid or for which liability is actually incurred, irrespective of whether such costs or expenses are taxable costs as defined or allowed by statute or rule of Court.

Section 3. A Officer and Executive Board Member shall not be deemed to have been liable for malfeasance or gross negligence in the performance of his duty as a Officer and Executive Board Member as to any matter wherein he relied upon the opinion or advice of legal counsel selected by the Executive Board or acting in any such matter for the Association.

Section 4. Said rights of indemnification shall be in addition to any other rights with respect to any such costs and expenses to which such Officer and Executive Board Member may otherwise be entitled against the Association of any other persons.

ARTICLE XIV - OFFICIAL AGENT

The Association shall, at all times, have a designated agent on file with the State of New Jersey. The Association shall keep all records current and notify the appropriate officials of a change of the agent or any change in the agent's address. The Board of Directors shall appoint a new agent upon the retirement of the current agent.

ARTICLE XV - AMENDMENTS

Section 1: The board may, by a vote of two-thirds majority, propose an amendment to this constitution for ratification to the corporate membership. Additionally, amendments may be proposed to this constitution by any corporate member who shall submit the proposed amendment to the secretary accompanied by a petition with signatures of 25 percent corporate members. The secretary shall verify the membership status of the signatories. Within 30 days of receiving the proposed amendment, the secretary shall notify all corporate members by mail of the proposed amendment and include a ballot to be marked by the corporate members and post marked and returned to the secretary within 20 days after it has been sent out by that officer. All ballots shall be counted at the end of that 20-day period.

Section 2: Amendments shall be declared adopted by the secretary providing they are passed upon by a two-thirds vote of all corporate members voting on the proposals.

ARTICLE XVI. CODE OF ETHICS

The Association does hereby adopt by reference the City Management Code of Ethics as adopted by the International City/County Management Association in 1972 (as amended) as that code which shall govern the activities and conduct of the members of the association

Corporate members' responsibilities under this code are in addition to their responsibilities under any code of ethics or code of conduct adopted by the International City/County Management Association.

In the event a possible or alleged violation of this policy comes to the attention of the Executive Board, that board shall refer the alleged violation to the Ethics Committee which shall notify the member in question and institute an inquiry. If the Ethics Committee, in accordance with the procedures established by the Executive Board, after meeting with the member, determines that there has been a violation of this code, the Ethics Committee shall recommend to the Executive Board appropriate action, including public or private censure or removal as a corporate member for the period up to two years. In the event of an egregious violation, the Ethics Committee may recommend a permanent bar on reinstatement as a corporate member. The Executive Board shall review this recommendation and determine what final action shall be taken. Removal of a member shall be noted in the association newsletter.

(As revised July 10, 1975; November 1, 1978; October 15, 1980; October 1, 1982 1991; August 1998, and April, 2008))