By-Laws of the

New Jersey Society for Environmental, Economic Development

Article 1

Name and Offices

Section 1 – Name

The name of the Corporation (hereinafter referred to as "the Corporation") is the NEW JERSEY SOCIETY FOR ENVIRONMENTAL, ECONOMIC DEVELOPMENT.

Section 2 – Principal Office *

The Board of Trustees shall establish the principal office of the Corporation at a location it shall determine and which may be changed at any time by action of the Board.

The Corporation may also have offices at such other places as the Board of Trustees may from time to time designate.

Article II

Objects and Purposes

Section 1

The Objects and Purposes of the Corporation are fully set forth in the Certificate of Incorporation. The principal purposes for which the Corporation is formed are to promote study and research methods of achieving the most desirable, practical and reasonable program designed to meet the environmental and economic goals of the State of New Jersey by cooperating with and assisting organizations engaged in similar study and research, and at the same time preserve, encourage and promote the needs of the citizens of the State of New Jersey in the fields of energy production and distribution and full employment; and, to disseminate reports on environmental and economic goals and to further sponsor and promote such study and research by cooperating with and assisting organizations engaged in similar or related study and research.

Article III

Memberships

Section 1 – Qualification of Members

Any individual, firm or other form of organization who agrees to the goals and objectives set forth in Article II hereof, and who pays all dues and assessments imposed by reason of the Certificate of Organization and/or the action of the Board of Trustees, and who is a resident and citizen of the United States may become a member of the Corporation upon being elected as such by a majority vote of all of the Trustees at any regular or special meeting.

Section 2 – Increase and Decrease in Number of Members

The Board of Trustees, by a resolution adopted by a majority vote of all the Trustees at any regular or special meeting, shall have the right to increase or decrease the number of Members of the Corporation. In the case of any such increase in the number of Members, the Board of Trustees shall have the power to select such additional Members by a majority vote of all the Trustees at any regular or special meeting. No such decrease in the number of Members shall have the effect of removing from membership any person who is a Member at the time of such decrease.

Section 3 – Termination of Membership

Membership of any individual in the Corporation shall terminate upon his death or voluntary resignation in writing or by two-thirds vote of the Trustees for any reason. All rights, powers, privileges, obligations, and duties of a Member of the Corporation as such Member shall cease upon the termination of his membership.

Section 5 – Filling of Vacancies

Any vacancy arising by reason of the death or resignation of a Member of the Corporation shall be filled by the Board of Trustees of the Corporation.

Section 6 – Membership Roll

The Secretary of the Corporation shall maintain a Membership Roll of the Members of the Corporation. The Secretary shall enter upon such Membership Roll of the Corporation a statement that he or she became an original Member of the Corporation pursuant to the provisions of these By-Laws. Upon additional Members being elected in accordance with the provisions of these By-Laws, the Secretary shall enter upon the Membership Roll of the Corporation their names and addresses and the dates of their election to membership in the Corporation, and they shall thereupon become duly elected Members of the Corporation.

Article IV

Meetings of Members

Section 1 – Annual Meeting

The Annual Meeting of the Members of the Corporation, for the purposes of electing Trustees of the Corporation and transacting such other business as may properly come before the meeting, shall be held on a date determined by the Board of Trustees with thirty (30) days notice to members.

Section 2 – Special Meetings

Special meetings of the Members of the Corporation may be called at any time by the President or Secretary of the Corporation, or by the majority vote of all of the Trustees of the Corporation at any regular or special meeting.

Section 3 – Notice of Meetings

Notice of the time, place and purposes of every annual and special meeting of the Members of the Corporation shall be given by serving such notice personally upon each Member, or by mailing, telegraphing, or telephoning such notice to each Member at his address as the same shall appear on the Membership Roll of the Corporation. Notice of the annual meeting of the Members shall be given at least thirty (30) days prior thereto. Notice of any special meeting of the Members shall be given at least three (3) days prior thereto.

Section 4 – Place of Meetings

All Meetings of the Members of the Corporation shall be held at the principal office of the Corporation or at such other place as shall be designated in the Notice of Meeting.

Section 5 – Quorum

A majority of the Members of the Board of Trustees shall constitute a quorum for the transaction of business at any annual or special meeting of the Members of the Corporation, but the Members present at any such meeting, even though less than a quorum, may adjourn the meeting from time to time, and such meeting may be held on a subsequent date without further notice, provided a quorum shall be present at such adjourned meeting.

Section 6 – Voting by Members

At all meetings of the Members of the Corporation, all questions shall be determined by a majority vote of the Members present and voting, except in the case of matters on which the affirmative vote of a number of Members greater than a majority of those present and voting shall be required by any applicable statute of law of the State of New Jersey, or by any provision of the Certificate of Incorporation of the Corporation or of these By-Laws.

Article V

Board of Trustees

Section 1 – Number of Trustees *

The management of the affairs of the Corporation and the control and disposal of its property and funds shall be vested in a Board of Trustees of thirty-three (33) members representing as equally as reasonable the business and labor membership of the Corporation. Each Trustee must be the employee or duly designated representative of a Member in good standing, or a Member in good standing in an individual capacity, with the exception of the Executive Director who shall be selected by the Board. *

Section 2 – Term

The term for a member of the Board of Trustees shall be one (1) year, with the Board being re-elected and reconstituted at each annual meeting of the Board. Any member of the Board of Trustees who has failed to attend at least half of the meetings of the Board in the previous year may not stand for re-election.

Section 3 – Vacancies

All vacancies arising in the Board of Trustees may be filled by the remaining Trustees or Trustee at any regular or special meeting of the Board of Trustees, or upon the failure of the Board of Trustees to do so by the Members of the Corporation at their next annual meeting.

Section 3A – Powers of Trustees with Respect to Membership

The Board of Trustees shall have the sole right and discretion, by majority vote, to prescribe dues, impose assessments and to establish classifications of membership and the attendant right of such classifications.

Section 4 – Additional Powers

The Board of Trustees shall have in addition to the powers and authority expressly conferred upon the Trustees of the Corporation by the Certificate of Incorporation and by these By-Laws, the right, power and authority to exercise all such powers, and to do all such acts, deeds and things, as may be exercised or done by the Corporation as a Corporation not for profit organized under and by virtue of the laws of the State of New Jersey, subject to the applicable provisions of said laws and the Certificate of Incorporation and By-Laws of the Corporation.

Section 5 – Application of Income and Assets of the Corporation

In furtherance of the purposes set forth in the Certificate of Incorporation and in these By-Laws, and in accordance with the powers conferred and the restrictions imposed upon the Board of Trustees thereby, the Board of Trustees shall authorize and cause the Corporation, annually or more frequently, to pay over any or all of its net income, and from time to time at the discretion of the Board of Trustees, all or any part of the assets of the Corporation, in accordance with the following direction:

(a) The Corporation may pay over or apply all or any part of such income or such assets, in such amounts as the Board of Trustees shall deem reasonably sufficient for the purposes for which the Corporation was formed.

(b) The Corporation may, at the discretion of the Board of Trustees, furnish financial assistance, either by direct payment of monies or otherwise, to any organizations engaged in the study and research similar to that engaged in by the Corporation, or consonant with the objects and purposes of the Corporation, for the purpose of encouraging, sponsoring, and promoting such studies and research. Any such payment of monies to or for the benefit of such organization or organizations may, at the discretion of the Board of Trustees, be made as either an outright grant or a loan made upon such terms as the Board of Trustees, at their discretion, shall deem appropriate.

Article VI

Meetings of the Board of Trustees

Section 1 – Annual Meeting

The annual meeting of the Board of Trustees shall be held immediately following the annual meeting of the Members of the Corporation. No notice of such annual meeting need be given if the same is convened immediately following the annual meeting of the members.

Section 2 – Special Meetings

Special meetings of the Board of Trustees of the Corporation may be called at any time by the President or Secretary of the Corporation or by any two (2) Trustees.

Section 3 – Notice of Meeting

Notice of the time, place and purpose of every annual and special meeting of the Board of Trustees of the Corporation shall be given by serving such notice personally upon each Trustee, or by mailing, telegraphing, or telephoning such notice to each Trustee at his address as the same shall appear on the Membership Roll of the Corporation. Notice of the annual meeting of the Board of Trustees shall be given at least ten (10) days prior thereto, but no notice of such meeting need be given if the meeting is convened immediately following the annual meeting of the Members of the Corporation. Notice of any special meeting of the Members shall be given at least three (3) days prior thereto.

Section 4 – Place of Meetings

All meetings of the Board of Trustees of the Corporation shall be held at the principal offices of the Corporation or at such other place as shall be designated in the Notice of meeting.

Section 5 – Quorum *

Fifteen (15) Trustees of the Corporation shall constitute a quorum for the transaction of business at any annual or special meeting of the Board of Trustees of the Corporation provided that at least two (2) of them are officers, but the Trustees present at any such meeting, even though less than a quorum, may adjourn the meeting from time to time, and such meeting may be held on a subsequent date without further notice, provided a quorum shall be present at such adjourned meeting. A Board vote setting corporate policy on specific legislative or regulatory policy issues must be unanimous to be effective.

Section 6 – Business of Meetings

At any meeting, regular or special, the Board of Trustees may transact any and all business pertaining to the Corporation which may be brought before the meeting.

Section 7 – Determination of Questions

At all meetings of the Board of Trustees of the Corporation, all questions shall be determined by a majority of the Trustees present and voting, except in the case of any matters on which the affirmative vote of a number of Trustees greater than a majority of those present and voting shall be required by any applicable statute of law of the State of New Jersey, or by any provision of the Certificate of Incorporation of the Corporation or of these By-Laws.

Article VII

Officers

Section 1 – Titles *

The Corporation shall have a President; Vice President, Labor; Vice President, Business; Secretary, Treasurer and Executive Director, and may have one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers.

Section 2 – Qualifications *

Any officer or officers may, but need not, be Members or Trustees of the Corporation provided that all officers shall be included in the total number of the Board of Trustees not to exceed 33.

Section 3 – Election of Officers

At its first meeting, and at each annual meeting thereafter, the Board of Trustees shall elect the Officers of the Corporation, and the Officers so elected shall hold office for a term of one (1) year and until their successors shall be duly elected and shall qualify.

Section 4 – Holding of Other Offices

Any two (2) or more offices may be held by the same person.

Section 5 – Other Officers and Agents

In addition to the Officers specified in Section 1 of this Article, the Board of Trustees may appoint such other officers and staff as they may deem necessary or proper, and such appointees, who need not be Members or Trustees of the Corporation, shall hold their respective offices for such term or terms, and shall exercise such powers and perform such duties as shall be determined by the Board of Trustees. Any such paid staff shall report directly to the President.

Section 6 – Effect of Election or Appointment

The election or appointment by the Board of Trustees of any person as an officer or staff of the Corporation shall not confer upon such officer or staff membership in the Corporation.

Section 7 – Removal of Officers and Staff

Any officer or staff elected or appointed by the Board of Trustees may be removed from his office or position as such officer or staff at any time, by the Board of Trustees, whenever, in the judgment of the Board of Trustees, the best interests of the Corporation will be served thereby.

Section 8 – Filling of Vacancies

A vacancy in any office by reason of death, resignation, removal, disqualification, or otherwise may be filled by a majority of the Board of Trustees for the unexpired portion of the term of the person previously holding such office.

Section 9 – Executive Committee *

A. Membership: The Executive Committee shall consist of the officers, the immediate past president and two members-at-large appointed by the President with the concurrence of the Board. The at-large members may be selected from the Board or the general membership provided that one member at-large shall represent labor and the other shall represent business.

B. Powers and Duties: The Executive shall act on behalf of the Corporation between meetings of the Board of Trustees. It shall meet at the call of the President.

Article VIII

Powers and Duties of Officers

Section 1 – President

The President shall be the chief executive officer of the Corporation. He shall, if present, preside at all meetings of the Members and Board of Trustees of the Corporation. He shall have the general supervision, direction and active management of the business and affairs of the Corporation. He shall see that all orders or resolutions of the Board of Trustees are carried into effect. He shall execute all contracts, deeds, bonds and other instruments in writing authorized by the Board of Trustees. He shall have the general powers of supervision and management usually vested in the office of the President of a Corporation not for profit under the laws of the State of New Jersey subject, however, at all times to the direction and control of the Board of Trustees.

Section 2 – Executive Director *

The Executive Director, selected by the Board of Trustees, shall be the chief operating officer of the organization. He shall serve at the pleasure of the Board and report directly to the President. He shall be responsible for the day to day operations of the organization, execute the policies and directives of the Board, maintain the records of the organization including, but not limited to, minutes of meetings, financial reports, correspondence and all official documents required by government and further, be responsible for filing any documents required by law. He shall perform such other duties as may from time to time be assigned by the President or the Board. Compensation for the Executive Director shall be established by the officers with the concurrence of the Board.

Section 3 – Vice Presidents

During the absence or disability of the President, the Vice Presidents, in the order designated by the Board of Trustees, shall exercise all the functions of the President. Each Vice President shall have such additional powers and discharge such additional duties as may be assigned to him from time to time by the Board of Trustees.

Section 4 – Secretary

The Secretary shall keep the records of the Corporation under the supervision of the President and the Board of Trustees, including the Membership Roll of the Corporation and the permanent records of all minutes of meetings of the Members and Board of Trustees, which minutes shall be signed by him as Secretary. He shall have charge of all such additional books and papers as the Board of Trustees may direct. He shall, in general, perform all such duties as are incidental to the office of the Secretary of a Corporation not for profit under the laws of the State of New Jersey subject, however, at all times to the direction and control of the Board of Trustees and the President.

Section 5 – Treasurer

The Treasurer shall have the custody of all of the funds and property of the Corporation, and shall take such steps as may be necessary to collect monies becoming due to the Corporation, and all checks, notes, or other obligations and evidences of payment of money payable to the Corporation or coming into his possession, and shall deposit the funds arising therefrom, together with all other funds of the Corporation coming into his possession, in such banks as may be selected as the depositories of the Corporation, or properly care for and disburse them in such manner as the Board of Trustees and the President may direct. Whenever required by the Board of Trustees or by the President to do so, he shall exhibit a complete and true statement of his cash account and of the securities and other property in his possession, custody and control.

He shall enter regularly in the books belonging to the Corporation and to be kept by him for such purposes an accurate account of all monies received and paid by him on account of the Corporation and all other business transactions. He shall, in general, perform all such duties as are incidental to the office of the Treasurer of a Corporation not for profit under the laws of the State of New Jersey subject, however, at all times, to the direction and control of the Board of Trustees and the President.

Section 6 – Bond

The Board of Trustees may require the Treasurer and such other officers, agents and employees of the Corporation as the Board deems advisable to give bond for the faithful discharge of their duties, in such sum and with such surety or sureties as the Board of Trustees may from time to time prescribe, the expense of which may be borne by the Corporation, as the Board of Trustees shall determine.

Article IX

Compensation and Indemnification

Section 1 – Compensation

Any person may be paid such compensation for services rendered the Corporation in his or her capacity as Trustee, officer, agent, employee or otherwise, as the Board of Trustees shall from time to time deem reasonable; and any person may be reimbursed for any expenses, disbursements or liabilities made or incurred by such person for or on account of the Corporation or in connection with the management and conduct of the affairs of the Corporation. The foregoing shall not be deemed to exclude any right of any person to indemnification as provided in Section 2 of this Article.

Section 2 – Indemnification

Every person who is, shall be, or shall have been a Trustee or officer of the Corporation and his personal representatives, shall be indemnified by the Corporation against all costs and expenses (including, but not limited to, attorney's fees, damages, and reasonable amounts paid in settlement) reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding to which he may be made a party by reason of his being or having been a Trustee or officer of the Corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his duties as such Trustee or officer.

Article X

Dissolution

Upon the dissolution of the Corporation in accordance with the applicable provisions of the laws of the State of New Jersey, and after all debts of the Corporation have been fully satisfied as required thereby, all the assets of the Corporation, as then constituted, and including all income of the Corporation then undistributed, shall be transferred to such one or more beneficiaries qualifying under the provisions of Article K (of the Certificate of Incorporation of the Corporation) and under Section 5 of Article V of these By-Laws as the Board of Trustees, in their sole discretion, shall designate.

Article XI

Miscellaneous Provisions

Section 1 – Waivers of Notice

A waiver of any notice in writing, signed by a Member or Trustee of the Corporation, whether before or after the time stated in said waiver for holding a meeting shall be deemed equivalent to a notice of such meeting required to be given to such Member or Trustee.

Section 2 – Fiscal Year

The fiscal and business year of the Corporation shall be determined by a resolution of the Board of Trustees.

Article XII

Amendments

Section 1

These By-Laws may be altered, amended or repealed by a majority vote of all of the Trustees of the Corporation at any regular or special meeting of the Board of Trustees or by a majority vote of all of the Members of the Corporation at any regular or special meeting of the Members.

** Indicates section was modified or added by amendment adopted by the Board of Trustees, June 6, 2007.*

Current through: June 6, 2019

Typographical cleanup: November 15, 2026.