

CONSTITUTION AND BY-LAWS PUBLIC WORKS ASSOCIATION OF NEW JERSEY

PREAMBLE

It being a well established fact that a number of individuals laboring for the accomplishment of the same purpose are more likely to obtain the objects desired by combining their efforts rather than by separate action; and

That forming themselves into an organized body will better protect their individual rights, promote their welfare and forward their interest, as well as extend their sphere of usefulness;

We do, therefore, form ourselves into an association comprised of Public Works Personnel whose goal, in line with the nature of our functions and duties, is to establish and preserve standards of Public Works on the highest level and to professionalize ourselves, under the name Public Works Association of New Jersey and for the objects hereafter set forth, do adopt the following constitution and by-laws for its rules and guidance.

ARTICLE I - TITLE

This Association shall be known as the Public Works Association of New Jersey.

ARTICLE II - OBJECT

Section 1 - This Association is formed for the mutual aid, protection, welfare and advancement of its members; to seek all legitimate aid and assistance for the purpose of promoting and advancing the welfare, conditions and interests of Public Works Services Personnel; to advance professionally, and otherwise, members' interest and general welfare; to create a better understanding for the common interests of all Public Works Services Personnel in New Jersey; and for the betterment and improvement of all members in their line of duty for the various municipal, county, state agencies, authorities and residents of this State.

Section 2 - This Association shall be entirely divorced from partisan politics and shall not participate, directly or indirectly, in political advancement of any person or organization, however, the Association may participate in lobbying the Legislature of the State of New Jersey to amend, add or create legislation related to and for the betterment of it's members and public works services issues subject to the approval of the State Board of Directors.

ARTICLE III - MEMBERSHIP

Section 1 - Any person regularly appointed / employed in a full or part time Public Works Services Supervisory capacity or any employee who has satisfactorily completed one year of

service in the Public Works Services Field is eligible for membership. Only two (2) voting members are allowed per governmental unit; Additional members are considered associate members. No application from an elected official or vendor shall be considered.

Section 2 – There shall be four (4) classes of membership in the association as follows:

(a) Active Member - All active members in good standing shall be eligible to voting rights of the association and be entitled to all rights and privileges of membership thereof. Only two (2) voting members are allowed per governmental unit as provided for in section 1 of this Article.

(b) Active Associate Member – are those additional members in a governmental unit as provided for in section 1 of this Article.

(c) Honorary Member – An honorarium bestowed upon a non-member by the State President with the advice and consent of the State Board of Directors for service to and recognition by the association.

(d) Lifetime Member - Upon retirement and with the approval of the State Board of Directors, lifetime membership may be granted to members who have actively participated in the association for a period of five (5) or more years. They shall be entitled to participate in all meetings and activities however; they shall enjoy no right or power of voting on matters of the association nor shall they be counted for a quorum. They shall not pay dues and/or assessments.

(e) Emeritus Member - Past State Presidents, as their title implies, shall enjoy the honor of Emeritus Membership. As such, they shall be entitled to the rights and privileges as provided for in these by-laws. In addition, they shall also enjoy voting rights on matters under consideration at State Board of Directors meetings and serving on state committees, provided they do not miss attending two (2) consecutive board meetings, excluding the annual meeting. Emeritus Members shall be exempt from the requirements of Section 1 of this Article.

Section 3 - Any person seeking membership may apply for membership to the state membership committee in accordance with Article III, Section 1. Upon admission to the state association, each member becomes a member of a region and consents to and becomes subject to its Constitution, By-Laws, rules and regulations. A member ceasing to be a member of the state association at once ceases to be a member of the Region.

Section 4 - All Applications for membership shall be referred to the state membership committee appointed by the State President.

(a) An applicant who shall be rejected may thereafter apply for membership after a six-month period has elapsed.

(b) An applicant for reinstatement to membership in the association shall be by closed ballot by the State Board of Directors attending a regularly scheduled state board of directors meeting. A majority vote of those attending shall prevail for the approval or rejection of an applicant for reinstatement.

(c) Any member wishing to challenge another member's right to sit, or apply for application for membership, must make his or her challenge in writing to the State Membership Committee. The Committee shall investigate all of the facts relating to the challenge and, thereafter, make known its findings and recommendations to the State President who shall present the matter to the State Board of Directors for a vote at the next regularly scheduled state board of directors meeting. A majority vote of those attending shall prevail for action supporting or rejecting the challenge.

Section 5 – Any officer may recommend expelling a member for violation of the rules and regulations of the Association upon written notice to the State Board of Directors. The State Board of Directors shall appoint a Special Hearing Committee consisting of at least eight (8) active members to review and recommend. After a hearing before the State Board of Directors, they shall determine the said member’s case. A guilty member shall cease to be a member in good standing of the Association.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - The governing body of the Association shall be a State Board of Directors, consisting of:

- (a) State President
- (b) State Vice President
- (c) State Treasurer
- (d) State Secretary
- (e) State Director-at-Large (Three [3])
- (f) Regional Directors (One [1] for each region)
- (g) Current Regional Presidents (One [1] for each region)
- (h) Past State Presidents – as Emeritus Members

Section 2 - The State Board of Directors shall be responsible to the membership for the management of the affairs of the Association and for the promotion of the Association’s purposes. It shall have the power to enact, by a majority vote of those attending such rules, regulations and resolutions as are necessary for governing the Association.

Section 3 – Past State Presidents shall serve as Emeritus Members as provided for in Article III, Section 2(e).

ARTICLE V – ASSOCIATION OFFICERS

Section 1 - The officers of the Association shall be Licensed Certified Public Works Managers and members in good standing of the Association, elected as provided in Article VIII, Sections 1 and 2, (or appointed by the State Board of Directors as provided herein) and shall consist of:

- (a) State President
- (b) State Vice President
- (c) State Treasurer
- (d) State Secretary
- (e) State Director-at-Large (Three [3])

Section 2 - The terms of all officers shall end at the annual general membership business meeting of the Association, at which time the officers elected thereto shall take office for the following terms:

State President.....one (1) year

State Vice President.....one (1) year
State Treasurer.....one (1) year
State Secretary.....one (1) year

Each Regional Director and each State Director-at-Large, of which there shall be three (3), shall serve a three (3) year term.

Section 3 – All elected officers of the State Board of Directors and Regions must be actively employed in the Public Works Services field during his/hers term of office. In the event of loss of employment, either voluntarily or involuntarily, the officer will notify the State President of the State Board of Directors and the Regional President of the Region immediately in writing. The officer will have six (6) months from the date of his/her letter to both Presidents to obtain employment in the Public Works Services field. If employment is not obtained in the six (6) month period, the State President shall declare the office vacant. In the event of a vacancy, Article V, Sections 4, 5 and 6 of the by-laws shall be enacted.

Section 4 – In the event of a vacancy of the office of State President, the State Vice President shall fill the un-expired term. In the event of a vacancy in the office of State Vice President, State Treasurer or State Secretary, the State Board of Directors shall elect one of the State Directors-at-Large to fill the un-expired term. Such election may be conducted by mail, electronic ballot or at a regular meeting of the State Board of Directors.

In the event of any vacancy in the office of State Director-at-Large because of resignation or death or election to another office, the office shall be filled by appointment by the State Board of Directors of any same area member of the Association to serve the un-expired term.

Section 5 - Three (3) different regions must be represented in the offices of:

State President
State Vice President
State Treasurer
State Secretary

Section 6 – Any member shall not hold the office of State President and/or State Vice President for more than three (3) consecutive terms.

Section 7 – Any member shall not hold the office of State Treasurer and/or State Secretary for more than five (5) consecutive terms.

Section 8 - No active member shall hold the office of State Director at Large for more than two (2) consecutive three (3) year terms.

Section 9 – No active member shall hold more than any one (1) elected state office at anytime.

Section 10 – All elected officers shall also enjoy voting rights on matters under consideration at State Board of Directors meetings and serving on state committees, provided they do not miss attending two (2) consecutive board meetings, excluding the annual meeting.

ARTICLE VI - DUTIES OF OFFICERS

Section 1 - The State President shall act as Chairman of the Board of Directors and shall preside at meetings of the members, except as otherwise ordered by the Board. He/she shall appoint such standing or special state committees as he/she shall consider necessary or as instructed by the State Board of Directors and shall be, ex-officio, a member of such state committees with the exception of the Nominating Committee¹. He/she shall be responsible to the State Board of Directors for the functioning of those state committees. He/she shall sign, on behalf of the Association, all deeds, contracts and other formal instruments and shall with formal approval of the State Board of Directors perform such other duties as may from time to time be assigned to him/her by the State Board of Directors.

Section 2 - The State Vice President shall have and exercise all of the above powers and duties of the State President in the event of his/her absence or inability to act and shall perform such other duties as may from time to time be assigned to him/her by the State President and State Board of Directors. He/she shall arrange for meeting schedules and establish locations.

Section 3 - The State Treasurer shall collect all fees and other monies due the Association and shall deposit them in an account or accounts established by the State Association. He/she shall annually prepare a budget for the State Association and, with the approval of the State Board of Directors, have the authority to expend the monies appropriate; shall keep a complete record of receipts and expenditures which shall be audited by a certified public account upon change of officer, who shall file a report with the State Board of Directors. The State Treasurer shall exercise authority in all financial matters in accordance with such by-laws and resolutions as may be adopted by the State Board of Directors; shall furnish such periodic financial statements as may be required by the State Board of Directors; shall have custody of all funds, bonds, stocks, deeds and other documents of the State Association and to that end may determine the method of depositing and safekeeping of the funds and securities and shall establish a system of financial record keeping subject to approval by the State Board of Directors. The State Treasurer shall give bond in such form and amount as may be determined by the State Board of Directors, the cost of such bond to be borne by the State Association.

Section 4 - The State Secretary shall conduct correspondence; send notices of and keep minutes of all meetings and shall have custody of the minutes. The State Secretary shall also be responsible for the distribution of minutes to each State Board of Directors member within fifteen (15) days of each meeting. He/she shall serve as custodian of these By-Laws, maintaining their accuracy and availability to the membership and shall prepare and distribute any new amendments to these By-Laws.

Section 5 - The Past State Presidents and the State Directors-at-large shall perform such duties as may from time to time be assigned to them by the State Board of Directors.

Section 6 – The Regional Directors shall represent and be responsible for the membership recruiting, welfare and activities of the Association in their respective regions as directed by the Board of Directors. They shall notify the State Director-at-Large in their area of scheduled

¹ Roberts Rules of Order Newly Revised specifically states that the presiding officer should not be a member of the nominating committee.

meetings and shall perform such other duties as may from time to time be assigned to them by the State President and/or State Board of Directors.

ARTICLE VII - ELECTION OF OFFICERS

Section 1 - A State Nominating Committee shall be established which shall consist of the Regional Directors and State Directors-at-Large. The Committee shall receive nominations from and solicit the general membership. The Committee shall report the names of a candidate or candidates for each state position. The committee shall make this report to the State Board of Directors at the July business meeting. At that time the President shall read each nomination for each position and call for additional nominations from the floor. The President shall read the name of the candidate for each position and call twice for additional nominations. If additional candidates are named they shall be added to the ballot. Upon the President calling for additional nominations to each position twice the President shall declare the nominations for that position closed. At this time the ballot is set for the election.

Section 2 – If any positions are contested a ballot shall be set and an election shall follow. If all of the positions are uncontested, at the September business meeting the Secretary shall cast a ballot for the membership and a voice vote taken of the State Board of Directors to approve the election of the officers. If the ballot is contested, the annual election of State Officers shall be by letter or electronic ballot, conducted under the supervision of the State Board of Directors. Said Board shall prescribe the form of ballot, the schedule of dates of the several steps and other details of the election procedure, conforming, however, to this section. Tabulation of the contested ballot shall be done by the Nominating Committee, which shall certify the election results prior to the General Business meeting in November. The announcement of the results of the balloting shall be made at the annual General Business meeting in November, except when the annual meeting shall be canceled by reasons of an emergency declared by the State Board of Directors. Balloting shall be by website, electronic transmission, facsimile or printed ballots. The contested ballots shall be sent via posting on the website, electronic transmission, facsimile or mailed to members not later than September 30th and shall be returned by November 1st. Tabulation shall be done by the Nomination Committee under the supervision of the State Board of Directors, who shall certify their findings. Ballots should contain the names of nominees recommended by the State Nomination Committee. The State Officers elected shall be installed at the General Business meeting in November and shall take office immediately.

ARTICLE VIII – MEETINGS

Section 1 - An annual general membership meeting of the State Association shall be held in November at a time and place to be determined by the State Board of Directors. The State Board of Directors shall have its annual Board of Directors meeting immediately following the annual general membership meeting.

Section 2 – Special meetings of the State Board of Directors shall be held on the call of the State President or on the request of the elected members of the State Board of Directors. At least five (5) days' notice of the time, place and purpose of all meetings shall be given. Such notice may be given by mail, electronic transmission, facsimile or telegram to the last known address of the person or personally.

Section 3 - Special general membership meetings of the State Association shall be held on the call of the State President or upon the request in writing of any twenty-five (25) members. Special general membership meetings shall be held within thirty (30) days of the receipt of request. Special meeting notices shall be sent via posting on the website, publishing in the newsletter, electronic transmission and/or facsimile to members.

Section 4 - A 51% majority of the elected members of the State Board of Directors shall constitute a quorum so long as two (2) of the four (4) elected State Officers are present. Up to four (4) Emeritus members may be included in the majority number to obtain a quorum. Twenty-five (25) members shall constitute a quorum at a state general membership meeting.

Section 5 - All meetings will be conducted in accordance with Roberts Rules of Order Newly Revised.

ARTICLE IX - REGIONS

Section 1 - There shall be regions established throughout the State of New Jersey to be designated as follows:

Regions	Counties in Regions
1	Bergen, Passaic
2	Morris, Sussex, Warren
3	Essex, Hudson, Somerset, Union
4	Hunterdon, Mercer
5	Middlesex, Monmouth
6	Camden, Gloucester, Salem
7	Atlantic, Cape May, Cumberland
8	Burlington, Ocean

Section 2 - The purpose of each region shall be the furtherance of objectives of the Association within the territorial area (counties) assigned to each region.

Section 3 - All regions shall be managed in conformity with the Constitution and By-Laws of the Association and the rules established by the State Board of Directors.

ARTICLE X - REGION OFFICERS

Section 1 - All region officers shall be members in good standing. The Regional President, Regional Vice President and Regional Director of each region shall be a Licensed Certified Public Works Manager and each region shall elect a:

- (a) Regional President

- (b) Regional Vice President
- (c) Regional Treasurer
- (d) Regional Secretary
- (e) Regional Director

SECTION 2 – Officers shall be elected for a one year term, Article V Section 3 applies, to the office of Regional President, Regional Vice President, Regional Treasurer and Regional Secretary shall not be held by any member for more than five (5) consecutive terms. The office of Regional Director shall be a three (3) year term and shall not be held by any member for more than two (2) consecutive terms. Each region shall determine the regular monthly meeting that elections shall be held annually. Region elections shall be conducted prior to the annual general business meeting of the state association in November. The Regional officers shall be installed at the next region meeting following the annual general membership of the state association. The Regional Secretaries shall report the results of region elections to the State Secretary of the association in writing prior to the annual general business meeting in November. Region elections shall be conducted in the following manner. The region president shall call for nomination from the floor twice for each region position and shall declare nominations closed after the second call. Contested elections shall be by written ballot at the regular scheduled meeting. If all of the positions are uncontested then the Secretary shall cast a ballot for the membership and a voice vote taken of the membership present at the meeting to approve the election of the officers.

Section 3 - If a vacancy occurs in the office of Regional President, Article V Section 3 shall apply, the vacancy shall be filled by the Regional Vice President; if a vacancy occurs in any other elective office, it shall be filled at one of the regular meetings of the Region by majority vote of its active members present.

Section 4 - The Regional President shall preside at all meetings, appoint all Regional committees and perform such other duties as may from time to time be assigned to him by the State Board of Directors of the state association.

Section 5 - The Regional Vice President shall, on the occasion of the inability of the Regional President to act, or in the absence of the Regional President, exercise the responsibilities and powers of such office and shall arrange all meetings and programs.

Section 6 - The Regional Treasurer shall be the chief financial officer of the region. The Regional Treasurer may adopt and exercise authority in all financial matters. He/she shall, at each scheduled meeting, give a financial report to the region. He/she shall deposit all monies in a bank approved by the region members. The Regional President and the Regional Treasurer shall sign all checks. He/she shall submit quarterly to the State Board of Directors a financial report signed by the Regional President, furnish whatever information is required by the Association' auditor which shall include but not be limited to the names and addresses of all the depositories of the region funds.

Section 7 - The Regional Secretary shall record and keep records of the region meetings, present to the Regional President the order of business to come before all meetings, handle all correspondence and any other duties, which may from time to time be assigned. He/she shall serve as custodian of the regional By-Laws, maintaining their accuracy and availability to the

region membership and shall prepare and distribute any new amendments to said By-Laws. He/She shall submit to the State Board of Directors, a report signed by the Regional President on each meeting, activities and membership.

Section 8 – The Regional Directors shall represent and be responsible for the membership recruiting, welfare and activities of the Association in their respective regions as directed by the Board of Directors. They shall notify the State Director-at-Large in their area of scheduled meetings and shall perform such other duties as may from time to time be assigned to them by the State President and/or State Board of Directors.

ARTICLE XI - REGION MEETINGS

Section 1 - Each region shall conduct a minimum of four (4) regular meetings each year with one being an annual meeting that shall be held for the purpose of nominations and elections of Regional Officers prior to the state annual general membership meeting in November.

Section 2 - Eight (8) members shall comprise a quorum at region meetings.

Section 3 - Special meetings shall be called by the Regional President upon written request of one-fifth (1/5) of the membership thereof or when, in his/her judgment, it is deemed necessary; provided, however, in all such cases the object of such special meeting shall be stated in the call. All members shall be notified, in writing, posting on the website, publishing in the newsletter, electronic transmission and/or facsimile to members, at least seven (7) days prior to such meeting.

Section 4 – Not more than two active members, in good standing, from any governmental unit may cast a vote for elections of officers. A member must be present at a meeting to cast a vote.

Section 5 - All meetings will be conducted in accordance with Roberts Rules of Order Newly Revised.

ARTICLE XII - DUES

Section 1 - This association shall have the authority to assess dues, and from time to time such special assessments on a per capita basis as may be voted by the State Board of Directors, in such amount as may be decided by resolution.

ARTICLE XIII - AMENDMENTS

Section 1 - This constitution and by-laws may be amended by any of the following procedures.

Section 2 - Proposing Amendments:

(a) - An amendment may be proposed by initiatory petition submitted to the State Board of Directors in writing and signed by at least twenty-five (25) members, the State Board of

Directors then must approve the amendment and submit for vote in accordance with section 3 of this Article.

(b) - An amendment may be proposed at any regular State Board of Directors meeting or at a special meeting and submitted for adoption in accordance with section 3 of this Article.

(c) - An amendment may be proposed by resolution of the State Board of Directors and submitted for adoption in accordance with section 3 of this Article.

Section 3 - An amendment properly proposed in accordance with section 2 of this Article may be adopted by:

(a) - The affirmative vote of two-thirds (2/3) of the members voting at a Region meeting where the notice for that meeting shall have included specific notice for that meeting and shall have included specific notice of the proposed amendment and the exact text of the proposed amendment; or

(b) - By submitting the proposed amendment in writing to the membership by letter ballot, website, newsletter or electronic transmission so that the voting membership may register acceptance or rejection in writing, facsimile or electronic transmission such proposed amendments will be adopted upon the affirmative vote of two-thirds (2/3) of the votes cast on the question within thirty (30) days of the conveyance of the written/posted ballot, website, newsletter or electronic transmission.

ARTICLE XIV RATIFICATION

The above and foregoing Constitution and By-Laws were duly and regularly approved by the general membership to be adopted as amended this 15th day of March 2008.

PRESIDENT: _____
Linny Mahedy, C.P.W.M.

SECRETARY: _____
Paul L. McCall, C.P.W.M.

Amended: 1/1/98, 12/16/99, 3/17/05, 5/15/08
(By-laws)