



PREAMBLE

The New Jersey Municipal Management Association (NJMMA) is dedicated to the highest values and standards of governance.

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

The NJMMA has adopted the following as its mission:

- To provide information and training to advance the level of professionalism in local government management
- To facilitate the exchange of ideas among local government managers, enhancing their ability to meet the challenges of their profession
- To serve as the advocate of, and spokesperson for, professional local government management in New Jersey

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 Association shall be governed by an Executive Board consisting of a President, Vice President, Treasurer and Secretary, the Immediate Past President and six additional members elected by the association, all of whom must be Full members of the Association as defined herein.

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



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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, Full 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 duties of the office. 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; submits monthly financial report to the Executive Board.

D. Secretary: Serves as editor of the monthly newsletter; prepares meeting minutes 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 2/3rds. vote of the full Board, the Executive Board may remove any member from the Board for the non-performance of their duties, for inappropriate actions while representing the Association, for conflict of interest in the performance of their Association duties. The Executive Board may also consider the removal of any member of the Board who is absent for more than 1/3 of the annual Executive Board meetings or who is absent for more than 1/3 of the annual NJMMA programs. Upon request by a member the Board may grant excused absences for the above.

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, sexual orientation, marital status, handicap or national origin in the membership of the Association's Executive Board.

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



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Section 7. A majority of the full Executive Board 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. MEMBERSHIP

Section 1. Membership process

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



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monthly newsletter. If no challenges are received 30 days after publication, the action of the Executive Board shall stand. Challenges, if any, will be reviewed by the Executive Board after which a final decision will be rendered.

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

Section 2. Member in Transition.

A member or 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 to fully participate in the Association in accordance with their established participation class for up to 12 months from the time of the employment change.

Section 3. Political Activity

As defined herein, Full members are prohibited from holding political office. 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 Full 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 Full 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. Full 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 Associate status, but if removed from membership with the Association, shall forfeit any dues already paid. Removal of a member from Full Membership shall be noted in the Association newsletter.



ARTICLE V. MEMBERSHIP CATEGORIES

Anyone whose professional conduct conforms to the ICMA Code of Ethics is eligible to apply for full, associate or affiliate membership in the Association.

Section 1. Full.

Shall be open to any person occupying a position of a municipal or county manager, administrator, assistant administrator, or deputy manager 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 their application for Full Membership and who subscribes to the Code of Ethics established in Article XV.

Section 2. Associate.

Those who are active in local government and ascribe to strong professional management in local government and who would otherwise be eligible for Full membership except that they have held an elected municipal, county, state or federal office within the past 24 months.

Section 3. Life

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

A. 15 years as a Full 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 4. Honorary Life



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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.

Section 5. Retired

Full or Associate members who have since retired but still wish to retain membership with the organization. Members in this category may participate in all programs and events of the Association but do not have the right to vote.

Section 6. Affiliate

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.

Section 7. Student

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.

Section 8. Corporate

Representatives of the business and commercial interest who wish to participate in the Association in accordance with rules and procedures established by the Executive Board.

ARTICLE VI. VOTING

Full and Life membership shall carry with it full voting privileges. Other membership categories do not have voting privileges but shall enjoy other Association benefits.

ARTICLE VII. ANNUAL DUES

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

ARTICLE VIII. NOMINATING AND ELECTION

Section 1. The Association shall have a Nominating Committee consisting of the three most immediate past Presidents, who are Full members in good standing, or retired Past Presidents. In



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the event that there are less than three eligible or available past Presidents who are Full members, the President may appoint such additional Full members as are necessary to create the Nominating Committee. The immediate past President shall serve as the Chair. If the immediate past President is unable or unwilling to Chair this Committee the President shall appoint a Chair from members of the Committee.

Section 2. The Nominating Committee shall, no later than August 15 of each year, submit to every Full member in good standing a slate of officers nominated for each of the elected positions to be voted upon. In addition, full members in good standing may nominate eligible members to any office or position on the Executive Board by submitting a petition containing the signatures of ten Full members. Any such petition shall be submitted by September 1st to the Secretary, who shall (1) verify the membership status of all signatories to the petition and of the members nominated by petition, (2) notify the Nominating Committee, and, if all signatories and nominees are deemed to be Full members in good standing, (3) shall include the names and proposed offices of those nominated by position on the official ballot.

No later than September 15, the Secretary shall deliver a secret ballot to every Full member in good standing. Such ballots must be returned to the Secretary 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 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 IX. ELECTION AND APPOINTMENT OF OFFICERS

Section 1. The President, Vice President, Treasurer, Secretary and six additional Board members shall be elected by ballot for a term of one year beginning at their swearing in ceremony which is to take place during the annual NJ League of Municipalities Conference or no later than December 31st. 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 by 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 X. 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:



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Nominating Committee, Membership Committee, Ethics Committee, Professional Development Committee and Past Presidents Committee. There shall also be, appointed by the President, a Full member as representative of the Association on the New Jersey State League of Municipalities Legislative Committee.

ARTICLE XI. 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 previous 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 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 XII. INDEMNIFICATION OF OFFICERS AND EXECUTIVE BOARD MEMBERS

Section 1. Each Officer and Executive Board Member, whether or not then in office, and their 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 their estate in connection with or resulting from any action, suit or proceedings, civil or criminal, to which the member shall or may be made a party, or with which they may be threatened by reason, directly or indirectly, or their being or having been an Officer and Executive Board Member, except in relation to matters as to which they shall be finally adjudged in such action, suit or proceeding to be liable for malfeasance or gross negligence in the performance of their duty as such Officer and Executive Board Member, and shall also be indemnified against any costs or expenses reasonably incurred by or imposed upon them or their 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 their duty as an 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. An 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 XIII. 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 XIV. AMENDMENTS

Section 1: The Board may, by a vote of two-thirds majority of the full Executive Board, propose an amendment to this Constitution for ratification to Full members. Additionally, amendments



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may be proposed to this Constitution by any Full member in good standing who shall submit the proposed amendment to the Secretary accompanied by a petition with signatures of 25 percent of the Associations' Full members, all of whom must also be in good standing. The Secretary shall verify the membership status of the signatories. Within 30 days of receiving the proposed amendment, the Secretary shall notify all Full members of the proposed amendment and include a ballot to be marked by the Full members 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 Full members voting on the proposals.

ARTICLE XV. 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 as that code which shall govern the activities and conduct of the members of the Association.

Full 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, the 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 Full 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 Full 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.