

NEW JERSEY DEPARTMENT OF TRANSPORTATION

RETIREES ASSOCIATION INC., (DOTRA)

DOTRA BY-LAWS

Article 1: Name

The name of this organization shall be the New Jersey Department of Transportation Retirees Association, Inc. (DOTRA)

Article II: Purpose

The purpose of this organization shall be to preserve and enhance the common economic and social goals of all retired former NJDOT employees and to protect, advocate, advance and represent the interest and rights of it membership within and without all appropriate administrative and judicial forums, all not for profit.

Article III: Membership Eligibility

Section 1:

Any person of good character and reputation dedicated to the purpose of this organization as stated in Article II, who is a retired former NJDOT employee, shall be eligible for regular membership, with full privileges, duties and responsibilities thereof.

Section 2:

Associate memberships shall be available to: (Revised 05-2002)

- A: Relatives, by either blood or marriage, of former NJDOT employees.
- B: Others, who by reason of their employment outside the NJDOT, have participated in the design or construction of NJDOT projects or furnished products or services.
- C: In addition, all applications for Associate Membership shall require individual review and approval by the Board of Directors before becoming effective.

Article IV: Board of Directors

Section 1:

The government and management of all affairs, property and business of this organization shall be vested in a twenty-one (21) member Board of Directors who shall be elected in

the manner prescribed in these by-laws. (Revision from 15 to 21 was proposed on 10/07/2003 – proposal was adopted by majority vote of Directors present.)

A. Directors shall hold office for three (3) years or until their successors have been duly appointed and qualified. The terms of Directors shall expire on June 30th.

B. Vacancies on the Board, or in an office, whether caused by resignation, death, or otherwise shall be filled by a majority vote of the remaining members of the Board at any regular meeting of the Board. A director or officer who is appointed to fill a vacancy shall hold that office until the next regular election or appointment.

C. The title of Director Emeritus may be awarded to a former director nominated by the Board of Directors who has served DOTRA for at least ten years, was actively involved in DOTRA as a Director and who has been approved by majority vote of the Board of Directors at a regular monthly meeting. The nominee may be living or deceased. If deceased, the title will be awarded posthumously. Future dues will be forgiven upon becoming a Director Emeritus. The Board of Directors reserves the ability to award this title to someone not fitting the criteria above when special circumstances occur to the level where it is fitting to confer the title. There shall be no limit to the number of Director Emeritus positions offered by DOTRA. The Director Emeritus will not have voting privileges at Board of Director meetings, however, continues to maintain voting privileges as a DOTRA member.

Section 2:

Officers and directors may voluntarily resign by submission of a Letter of Resignation addressed to the President of the Board. Involuntary recall from office may be accomplished by an affirmative vote of two-thirds (2/3) of the entire Board, provided a similar vote shall have first found the performance of said person contrary to the best interests of this organization. Further, said person in question, shall have been given an opportunity, upon written notice of at least ten (10) days, to show cause why he/she should not be recalled from office.

Section 3:

In the case of absence or inability of any officer or director to act, and or any person herein authorized to act in his/her stead, the Board may, from time to time, delegate the powers and/or duties of such officer or director to any other officer, director or regular member in good standing whom it may select.

Section 4:

The Board of Directors shall have all the powers necessary to govern and manage this organization including but not limited to the following.

- A. To purchase or otherwise acquire for the organization any property, right or privileges, which the organization is authorized by law to acquire.
- B. To approve the annual budget at the September meeting.
- C. To pay for any property or services purchased for the organization.
- D. To borrow and to make and issue notes and other negotiable or transferable instruments, mortgages, bonds, deeds of trust agreements, and to do every act and thing necessary to effectuate the same.
- E. To determine who shall be authorized in the organizations behalf to make and sign bills, notes, acceptances, endorsements, releases, receipts, contracts and other documents.

Section 5:

In addition to the powers and authorities expressly conferred upon the board by the by-laws and the Certificate of Incorporation, the board may exercise all such powers and do such lawful acts as required unless prohibited by law, the Certificate of Incorporation or by the by-laws.

Article V: Officers

Section 1:

The administration of this organization shall be vested in the officers as provided by the By-Laws.

Section 2:

The officers shall be the President, 1st Vice President, 2nd Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer and any other offices created by the Board of Directors. Officers shall serve for a two year term commencing with the election at the September meeting of the Board of Directors. (Last sentence revised 10/27/2016)

- A. The President shall be the chief executive officer of the organization, shall supervise its affairs and activities and shall preside at all meetings.

B. The 1st Vice President shall preside at meetings in the absence of the President and shall perform such duties as may be designated by the President.

C. The 2nd Vice President shall preside at meetings in the absence of the President and 1st Vice President.

D. The Recording Secretary shall keep the minutes of all general and board meetings and shall have custody of the organization's records and perform such duties as the President may designate or as may be incident to the office, including but not limited to Corporate Secretary.

E. The Corresponding Secretary shall give notice for all regular, special, and board meetings. Additionally, the Corresponding Secretary shall be responsible for all written notices and correspondence and shall perform such other duties as the President may designate or as may be incident to the office.

F. The Treasurer shall issue notices of dues payable and be responsible for the collection thereof, and shall keep financial records of the organization. The Treasurer shall disburse funds at the direction of the Board of Directors and report in detail on the financial condition of the organization at the end of the fiscal year or at such other times as directed. The Treasurer shall also have the responsibility to advise the Directors of any necessary tax reports to be filed.

G. The Assistant Treasurer shall regularly discharge such of those responsibilities enumerated in Section (F) as may be designated by the Treasurer and shall act for the Treasurer in the absence or incapacity of the Treasurer.

H. The term of office for officers shall be two (2) years, concurrent with their terms as a Director.

Section 3:

The Directors of this organization shall perform such other duties as designated by the President.

Article VI: Elections

Section 1:

The required number of Director vacancies shall be filled through election by a plurality of votes cast by the membership at the annual meeting.

A. The terms of the Directors shall be staggered to assure the terms of one-third (1/3) of the Board members expire each year.

Section 2:

A. No officer shall hold more than one office.

Section 3:

Not later than ninety (90) days prior to elections, the President shall appoint a Nominating Committee of not less than three (3) members.

Section 4:

Written nominations may be made to the Nominating Committee at least thirty (30) days prior to the planned date of the election.

Section 5:

The Nominating Committee shall present to the members, in writing, the names of the candidates nominated for election.

Section 6:

The President shall appoint a Clerk of Elections, not him/herself or a candidate for any elective office, who shall cause a ballot to be prepared for the election. The ballot shall list all candidates. The order in which candidates appear on the ballot will be determined by lot. The time and manner of voting shall be determined by the Clerk of Elections and shall be announced to the general membership preceding the election.

Section 7:

Voting shall be by regular members in good standing and no person shall cast more than one ballot. There shall be no voting by proxy.

Section 8:

In the event of only one (1) person being nominated for each expired term the Secretary shall be instructed to cast a collective ballot for the organization.

Article VII: Meetings – Membership

Section 1:

The annual meeting of the membership shall be held in June for corporate purposes including the election of Directors, receiving reports from Directors, officers and committees, and for any other business that may arise. The President shall designate the date and place of said meeting.

Section 2:

Regular meetings of the membership may be held as follows:

- A. At the call of the President.
- B. The call of at least five (5) members of the Board of Directors.

Section 3:

A quorum at any meeting of the membership shall be one more than half of the regular members present and in good standing.

Article VIII: Meetings, Board of Directors – Officers.

Section 1:

Regular meetings of the Board shall be held monthly at such time and place as the President may designate.

- A. A quorum shall consist of a majority of the Board. If less than a quorum is present, a majority of those present may postpone the meeting to a subsequent date with notice to absent members. A quorum shall be necessary at such subsequent meetings for all purposes, except as noted for the filling of vacancies on the Board or of the officers.
- B. Board meetings shall be open to the general membership. Members may make a suggestion for subjects of discussion, however, only Board members may vote on an issue.
- C. Special meetings of the Board may be called at any time by the President, upon written or personal notice at such time and place as he/she may designate or at the call of at least three (3) members of the Board.

D. Notice of all Board meetings shall be given to each member of the Board at least four (4) days prior thereto.

Article IX: Committees

Section 1:

Committees may be appointed as may be deemed proper and to fulfill the objectives and purposes of this organization. The President shall appoint all committee chairpersons and members.

Section 2:

Standing or temporary committees may be appointed from Board members by the President from time to time and the Board may from time to time create such committees with such powers as the Board may see fit, subject to the By-Laws and the Laws of the State of New Jersey.

Section 3: Budget Committee

An annual budget shall be prepared by the Treasurer and the Assistant Treasurer in conjunction with the President and the Membership Committee. (the addition of the Assistant Treasurer was proposed on 10/07/2003 – the proposal was adopted by a majority vote of the Directors present.)

Section 4: Audit Committee

An annual audit of the Association's financial records shall be performed by the Audit Committee in preparation for and the filing of the Association's Federal and State Income Tax returns. Upon completion of the annual audit the Treasurer shall be responsible for filing the Association's income tax returns as necessary. The Audit Committee shall be responsible for producing an audit report of the Association's financial condition. The report shall be presented to the President and Board at the next general meeting following completion of the report. The Committee shall consist of the Treasurer and at least three members appointed by the President. (Entire Section 4 added to By-Laws on 11/11/2014), (Change word directors to members in last sentence on 12/03/2014)

Article X: Dues and Assessments

Section 1:

The annual dues shall be ten (10) dollars or as designated by resolution adopted by the Board and shall be collected by the Treasurer upon enrollment and no later than the thirty first (31) day of January of each succeeding fiscal year. Life membership in DOTRA shall be \$75.00. Anticipated dues and assessments shall be used to develop a recommended annual budget for the administrative and organizational expenses of this association. (Section 1 revised September 2008 to add Life Membership cost. AJE)

Section 2:

Special fees or assessments may be charged or levied from time to time when the Board shall direct. Such special fees or assessments shall be discouraged except when deemed necessary for the proper and effective function of the association for its essential activities.

Section 3:

At the discretion of the Board of Directors, members whose dues are in arrears for a period of more than one (1) year may forfeit their membership.

Section 4:

Either upon the voluntary or involuntary termination of any membership, said person shall forfeit the balance of their annual dues for the year in which such membership is terminated.

Article XI: Amendments and Repeal

Section 1:

These By-Laws or any part thereof, may be recommended for amendment or repeal to the Board of Directors by a two-thirds (2/3) vote of the regular members in good standing present at any regular meeting, providing a quorum, as determined jointly by the Secretary and the Treasurer is present. Only the Board of Directors shall act on any changes to these By-Laws. Prior to a vote on an amendment to these by-laws by the Board of Directors the proposed amendment shall be published in the next DOTRA DotLine.

Article XII: Dissolution

Section 1:

The Board shall designate the distribution of all corporate assets as exist at the time of dissolution to a bona fide tax-exempt charitable organization, after all debts, liabilities and obligations have been satisfied.

Article XIII: Rules of Order

Section 1: Except as otherwise provided by the By-Laws, Roberts Rules of Order shall govern the proceedings of all regular meetings of the organization and its constituent parts.

KEK

05/02/2002

Proposed Revisions 10/07/2003

AJE

03/30/2008

By-Law review

AJE – 08/01/2008

AJE – 09/2008 to revise Article X Section 1, cost of life membership.

AJE – 09/11/2012 to revise Article IV: Board of Directors, Section 1C in order to revise the definition of the position of “Director Emeritus”.

AJE – 11/11/2014 added to Article IX: Committees a section entitled “Section 4 Audit Committee”

AJE – 12/03/2014 change Article IX: Section 4 Audit Committee wording to delete the word “Directors” and insert in its place the word “members” on page 7.

AJE – 10/27/2016 last sentence of Article V Section 2 was deleted and replaced with: “Officers shall serve for a two year term commencing with the election at the September meeting of the Board of Directors.”

AJE – 10/27/2016 Article VI Section 2, the sentence “The Directors shall annually elect their officers” is deleted.

