

# BYLAWS OF NEW JERSEY FOUNDATION FOR OPEN GOVERNMENT, INC.

*Amended April 24, 2013*

*Amended October 12, 2005*

## ARTICLE I – NAME AND PURPOSES

**Section 1. Name.** The name of the Corporation is: New Jersey Foundation for Open Government, Inc. (NJFOG) as incorporated on July 19, 2001.

**Section 2. Purposes.** The purposes for which NJFOG is organized are:

1. To monitor governmental compliance with New Jersey's open public records law, open public meetings law and other laws and regulations that promote governmental transparency;
2. To research legal and legislative issues concerning access laws and the public's right to know;
3. To educate the public and government regarding the importance of open government in a democratic society;
4. To take such action, including litigation, as is deemed necessary to protect citizens' rights of access to public documents and meetings;
5. Within the limits of applicable law, to engage in political activity with respect to the Open Public Records Act and Open Public Meetings Act.

## ARTICLE II – OFFICES

**Section 1. Registered Office.** NJFOG shall have and continuously maintain in the State of New Jersey a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, the same place where NJFOG conducts its activities.

**Section 2. Principal Office.** NJFOG shall maintain a principal office and mailing address in the State of New Jersey.

## ARTICLE III – MEMBERS

Members. NJFOG shall have members. There shall be two classes of membership: corporate and individual. The rights, terms, dues and conditions of membership of individual members shall be set by the Board within its discretion. The rights, terms, dues and conditions of membership of corporate members shall be set by the Board within its discretion, subject to the following provisions and limitations: (1) any corporation that was a member of NJFOG at any time prior to January 1, 2013 ("Legacy Member") shall designate one person who shall be that member's voting representative on the Board of Trustees and that representative shall have all of the rights and responsibilities of membership on the Board of Trustees, provided that the Legacy Member is in good standing; (2) the number of corporate members, including Legacy Members, who shall have the right to designate representatives to sit on the Board of Trustees shall not exceed 10. In the event that there are more than 10 corporate members, including Legacy Members, then the right to designate a Board representative shall be granted first to Legacy Members currently in good standing who do not hold that right, then to non-Legacy Members in good standing who do not hold that right, with the first open seat being awarded to the non-Legacy Member in current good standing for the longest period of time at the time of the availability of the seat. No corporate member shall have the right to designate a representative if they are not a member of NJFOG in good standing. The powers of the Board to set the rights, terms, dues and conditions shall include the power to require corporate representatives to attend regularly scheduled meetings of the Board of Trustees and shall include the power to determine whether a member is in good standing with NJFOG and to create and from time to time revise standards relating to membership and good standing.

## ARTICLE IV – BOARD OF TRUSTEES

**Section 1. General Powers.** The Board of Trustees shall manage the activities and business of NJFOG. The Board of Trustees shall possess and exercise all of the general powers granted to nonprofit corporations under section 15A:3-1(a) of the New Jersey Nonprofit Corporation Act.

**Section 2. Number.** There shall be no more than 30 trustees, and following the initial organization of NJFOG, trustees are to serve three (3) year terms, except that in 2013 there shall be elected at the June 2013 meeting no more than five trustees to serve for terms of three years, no more than five trustees to serve for terms of two years, and no more than five trustees to serve for terms of one year. The Board shall consist of

individual trustees and representatives of corporate members. As of July 1, 2013, the Board of Trustees, with their corresponding term expiration dates, shall consist of:

1. Ron Miskoff (06/30/14)
2. Lew Wheaton (06/30/14)
3. Don Baldwin (06/30/14)
4. Linda Baum (06/30/14)
5. Robert Edwards (06/30/14)
6. Bob Grant (06/30/15)
7. Michele Arminio (06/30/15)
8. Tom Wyka (06/30/15)
9. Chris Rogers (06/30/15)
10. John Schmidt (06/30/15)
11. Fran Brooks (06/30/16)
12. Saul Qersdyn (06/30/16)
13. John Paff (06/30/16)
14. Walter Luers (06/30/16)
15. Beth Mason (06/30/16)
16. Signature Information Solutions
17. Society of Professional Journalists

**Section 3. Voting Rights.** Each trustee shall be entitled to one vote on each matter submitted to a vote of the Board of Trustees. Every action taken by NJFOG shall be approved or ratified by a majority of the votes cast at a meeting of the Board of Trustees, unless otherwise required by these bylaws or other applicable law.

**Section 4. Proxy Voting.** NJFOG trustees may not submit proxy votes when unable to attend meetings at which votes are taken, however, participation by electronic device including telephone is permitted.

**Section 5. Resignation.** A trustee may resign at any time by giving written notice of such resignation to NJFOG. The resignation shall become effective upon receipt thereof by NJFOG or at a subsequent time specified in the notice of resignation.

**Section 6. Vacancies.** Any vacancy in the Board of Trustees may be filled by a majority vote of the remaining trustees (even if less than a quorum or a sole remaining trustee). A trustee so elected shall hold office for the unexpired term of the trustee whose office was vacated.

**Section 7. Annual meeting.** The Board of Trustees shall hold an annual meeting in June at which it shall, by majority votes, fill the trustee positions that will expire on June 30th of that year.

**Section 8. Compensation.** Trustees of NJFOG shall not receive any financial compensation for their services, but by resolution of the Board of Trustees, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Trustees. By resolution of the Board, trustees may also receive compensation for out-of-pocket expenses actually incurred for performing services within the scope of their authority for NJFOG.

**Section 9. Trustee Conflicts of Interest.** No contract or other transaction between NJFOG and one or more of its trustees, or between NJFOG and any domestic or foreign corporation, firm or association of any type or kind in which one or more of its trustees are trustees or are otherwise interested, shall be void solely by reason of such common trusteeship or interest, so long as the contract or other transaction is fair and reasonable as to NJFOG at the time it is authorized and the fact of the common trusteeship or interest is disclosed to the entire board prior to authorization of the contract or transaction. Common or interested trustees may be counted in determining the presence of a quorum at a board or committee meeting, however common or interested trustees shall not vote on the above described contract or transaction.

**Section 10.** No person shall serve as both an individual trustee and a representative of a corporate member.

**Section 11.** One of the obligations of members of the Board of Trustees is to attend regularly scheduled meetings of the Board. Any person who is not a representative of a corporate member shall be subject to removal by a majority vote of trustees voting at a meeting of the Board at which at least a majority of trustees in office are present. No person may be removed from the Board unless the person who is subject to removal has received 30-days' advance written notice of the removal vote. Service of notice by certified and first-class mail shall constitute notice if the first-class mail is not returned.

## **ARTICLE V – MEETINGS**

**Section 1.** The Board of Trustees, by resolution, or upon the call of its President, or upon petition of at least four trustees, may call a meeting of the Board of Trustees provided that written notice of the time, place and purposes of the meeting shall be given not less than three (3) days before the date of the meeting, either personally, by mail, or by electronic mail to each trustee.

**Section 2. Quorum.** The greater of seven or one more than one third of trustees in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. Absent a quorum, the Board of Trustees may conduct no formal business, but items of interest may be discussed.

## **ARTICLE VI – OFFICERS**

**Section 1. Officers.** The officers of NJFOG shall consist of a President, a Vice President, a Treasurer, and a Secretary. The Board of Trustees shall elect the officers at the July meeting and the term of office shall be for one year commencing on August 1st and ending on July 31st. As of January 1, 2013, the officers shall be Walter Luers, President; Tom Wyka, Vice President; Michele Arminio, Treasurer and Saul Qersdyn, Secretary. The Board of Trustees may elect or appoint other such positions as the Board of Trustees deems needed. All officers shall have the authority and perform the duties in the management of NJFOG as provided by these bylaws or as may be determined by the resolution of the Board of Trustees not inconsistent with these bylaws.

**Section 2. Removal.** Any officer elected by the Board of Trustees may be removed with or without cause upon a two-thirds (2/3) vote of trustees voting at a meeting of the Board at which at least a majority of trustees in office are present.

**Section 3. Resignation.** An officer may resign by written notice to NJFOG. The resignation shall be effective upon receipt thereof by NJFOG or at a subsequent time as shall be specified in the notice of resignation.

**Section 4. Vacancies.** Any vacancy occurring among the officers shall be filled by the Board of Trustees.

## **ARTICLE VII – LIABILITY, INDEMNIFICATION AND INSURANCE**

**Section 1. No Personal Liability.** The trustees of NJFOG shall not be personally liable for the debts, liabilities or obligations of NJFOG.

**Section 2. Indemnification.** NJFOG may indemnify a trustee, officer, employee or agent of NJFOG against reasonable costs, disbursements, counsel fees and liabilities in connection with any proceeding involving such trustee, officer, employee or agent of NJFOG because of that person's present or former capacity as a trustee, officer, employee or agent of NJFOG in the manner, and subject to any conditions, prescribed

by section 15A:3-4 of the New Jersey Nonprofit Corporation Act, or corresponding section of any future New Jersey Act.

**Section 3. Insurance.** NJFOG shall have the power to purchase and maintain insurance on behalf of any trustee, officer, employee or agent of NJFOG against reasonable costs, disbursements, counsel fees and liabilities asserted by reason of such person's present or former capacity as a trustee, officer, employee or agent of NJFOG, whether or not NJFOG would have the power to indemnify that person under these bylaws.

#### **ARTICLE VIII – FISCAL YEAR**

**Fiscal Year.** The fiscal year of NJFOG shall begin on the first day of January and end on the last day of December in each year.

#### **ARTICLE IX – AMENDMENTS**

**Amendments to Bylaws.** The Board of Trustees shall have the power to alter, amend or replace these bylaws upon two-thirds (2/3) vote of trustees voting at a meeting of the Board at which at least a majority of trustees in office are present, provided that advance notice of the proposed amendment or replacement is presented at a meeting of the Board of Trustees that is held no less than ten days and no more than 45 days before the meeting at which the proposal shall be voted upon.

#### **ARTICLE X – PARLIAMENTARY AUTHORITY**

**Parliamentary Authority.** The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern NJFOG in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that NJFOG may adopt.