

# **NJ-GMIS BY LAWS**

**V. 2.0**

**Adopted NJ-GMIS Members: February 2021**

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## **ARTICLE I. NAME**

Section 1. The legal name of this organization is GMIS NJ, hereafter referred to and doing business as NJ-GMIS. It is a state chapter affiliate of GMIS International.

## **ARTICLE II. PURPOSE**

Section 1. NJ-GMIS is an organization consisting of NJ public sector agencies dedicated to cooperation, mutual assistance and sharing of experiences; committed to providing opportunities for the exchange of ideas, information and techniques as they relate to public sector technology activities; and formed for the benefit of participating entities.

## **ARTICLE III. MISSION AND GOALS**

Section 1. The mission of NJ-GMIS is to provide opportunities for public sector agencies to exchange technology best practices that enhance the delivery of member agency services.

Section 2. The goals of NJ-GMIS are as follows:

- a. Nurture a supportive environment that promotes networking among public sector technology leaders to enhance sharing of lessons learned to improve operational effectiveness.
- b. Promote professional development and educational opportunities that enhance public sector technology leaders' knowledge, skills and abilities.
- c. Participate with NJ-GMIS member agencies to foster collaboration and improve service delivery.
- d. Provide opportunities for industry experts and knowledgeable members to educate members regarding emerging technologies and practices to ensure today's technology leaders are ready for tomorrow's challenges.

## **ARTICLE IV. MEMBERSHIP**

Section 1. Agency Member:

- a. Membership shall be open to public sector organizations in New Jersey-based federal, state, county and municipal government agencies, public educational institutions, and independent agencies, authorities, and special districts.
- b. Representatives from Agency Member organizations have voting rights and may serve as officers of NJ-GMIS.

Section 2. Individual Member:

- a. Membership shall be open to public sector technology employees in New Jersey who are currently unemployed or retired.
- b. Individual members do not have voting rights and may not serve as

elected officers of NJ-GMIS, but may serve as appointed Executive Board members, serve on, or chair committees and engage in other activities as determined by the President.

Section 3. Student Member

- a. Membership shall be open to individuals currently enrolled in a higher education institution in New Jersey that have an interest in a public sector career in technology.
- b. Student members do not have voting rights and may not serve as Executive Board members of NJ-GMIS.

Section 4. Member Emeritus:

- a. Any individual who has been granted Member Emeritus status by GMIS International will be recognized as a Member Emeritus of NJ-GMIS.
- b. NJ-GMIS grants all Member Emeritus benefits consistent with GMIS International Bylaws.
- c. Members Emeritus do not have voting rights and may not serve as elected officers of NJ-GMIS, but may be appointed as Executive Board members, serve on or chair committees, and perform other activities as determined by the President.

Section 5. Corporate Member:

- a. Membership shall be open to companies or other entities that develop and/or market technology related products and services to NJ-GMIS Agency Members.
- b. Corporate members do not have voting rights and may not serve as officers of NJ-GMIS.

Section 6. Membership application procedures shall be as follows:

- a. Application for membership shall be submitted to the Executive Director of GMIS International.
- b. The Executive Director of GMIS International shall ascertain the requesting organization's or individual's eligibility for membership and send acknowledgement to the new member.
- c. The Executive Director of GMIS International shall submit any application for membership to the GMIS International Executive Board if clarification for eligibility is needed. The GMIS International Executive Board shall approve or deny the application.

Section 7. Member in good standing:

Any member whose official application has been approved and who has paid the annual dues set forth in Article VI, shall be designated as a member in good standing.

Section 8. Suspension of membership for non-payment of annual dues:

- a. Any member whose annual dues are sixty days past due shall be suspended and any privileges of membership terminated.
- b. Any member suspended for non-payment of the annual dues may be reinstated at any time prior to the close of that membership year upon payment of the full current year's dues.

Section 9. Termination of membership:

- a. The Executive Board may terminate membership for cause. Sufficient cause for termination shall be violation of these Bylaws. Termination shall be by the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the entire Executive Board. If the member being considered for termination is represented on the Executive Board, that Board member must recuse themselves from the vote.
- b. Members under suspension for non-payment of annual dues at the close of a membership year shall be terminated automatically.

## **ARTICLE V. FISCAL PROCEDURES**

Section 1. Fiscal and membership year: Fiscal and membership years shall begin on July 1 and close on June 30 of the following year.

Section 2. Funds: The Treasurer shall manage the funds of NJ-GMIS subject to policies and procedures established by the Executive Board, and in adherence to GMIS International Bylaws.

Section 3. Transparency: The annual budget and periodic statements of expenditures will be made available to NJ-GMIS members via the website or other readily accessible means.

## **ARTICLE VI. ANNUAL DUES**

Section 1. Annual Dues:

- a. Dues for Agency Members are established and collected by GMIS International.
- b. The Executive Board will establish the annual dues for Corporate Members.

Section 2. Purpose of the Annual Dues:

- a. To pay the administrative cost of the organization
- b. To pay expenses of the members of the Executive Board in carrying out the work of the Association.
- c. To cover costs of publication and distribution of newsletters and other correspondence as required in the conduct of the organization.
- d. To cover NJ-GMIS administrative costs of operation and the

remuneration and expenses of the Executive Director as specified in the contractual services agreement approved by the Executive Board.

- e. To cover other usual and customary expenses necessary to operate the organization as approved by the Executive Board.

Section 3. In addition to Annual Dues assessed to Agency Members by GMIS International, the Executive Board may approve membership dues for membership in NJ-GMIS. The proceeds of the dues shall be for the support of NJ-GMIS activities. The initial imposition of NJ-GMIS membership dues shall be subject to an affirming vote of Agency Members in a manner similar to an amendment to these bylaws.

## **ARTICLE VII. OFFICERS**

Section 1. The governing body of NJ-GMIS shall be an Executive Board comprised of representatives of agency member organizations who serve in various capacities.

- a. Elected Officers
  - 1. President (promoted from President-elect/Vice President position)
  - 2. President Elect/Vice President
  - 3. Treasurer
  - 4. Secretary/Membership Director
- b. Standing Committee Chairs:
  - 1. Event Committee
  - 2. Corporate Relations Committee
  - 3. Communications Committee
  - 4. Agency Liaison Committee
- c. Ex-Officio Members
  - 1. Most Immediate Past President in good membership standing and willing to serve
  - 2. Executive Director (non-voting)

Section 2.

Executive Board members shall serve for a two year term coincident with the President, or until a duly qualified successor is appointed or elected. Elected officers shall take office following the close of the election period. Board members may only hold one elective or appointed office per term.

Section 3. Executive Board Vacancy:

- a. Any officer whose employment with an agency member organization is terminated for any reason, shall be deemed an automatic resignation as an officer and member of the Executive Board, unless new employment is with an agency that is currently a member organization, or is with an organization that becomes an agency member of NJ-GMIS and this officer is the duly appointed representative.
- b. In the event of a vacancy other than the President, the Executive Board shall assume the responsibilities of the vacant position, or the President shall appoint someone for the balance of the term, subject to approval by the Executive Board.
- c. In the event of a vacancy in the President's position:
  1. If fewer than 90 days remain in the President's term, the Immediate Past President will assume the duties of President.
  2. Otherwise, the President-elect/Vice President will become President. The new President shall appoint a GMIS member representative to fill the resulting President-elect/Vice President vacancy and any other Board vacancies created from such appointment, subject to approval by the Executive Board.

Section 4. Election of Officers:

- a. The election of Officers for the Executive Board positions specified in Article VII, Section 1.a. shall be conducted in a manner which allows agency members of NJ-GMIS to participate. The election may be conducted through postal mail or an electronic voting process. The voting membership will be given a minimum of two weeks to consider candidate qualifications and register votes.

Section 5. Duties of Elected Officers:

- a. Responsibilities of the President shall include, but not be limited to:
  1. Schedule, organize and conduct all meetings.
  2. Act as the spokesperson for NJ-GMIS.
  3. Appoint members of non-standing committees as required.
- b. Responsibilities of the President-elect/Vice President shall include, but not be limited to:
  1. Assume the responsibilities of the President in his/her absence.
  2. Perform such functions as assigned by the President.
- c. Responsibilities of the Treasurer shall include, but not be limited to:
  1. Serve as the Chair of the Finance Committee.
  2. Oversee the establishment of bank accounts. Oversee establishment of authorized signatories, including Treasurer, Executive Director and another board member.
  3. Oversee payment of bills and depositing of funds as authorized by the Executive Board.
  4. Invest idle funds pursuant to policies set by the Executive Board.

5. Prepare periodic and annual financial reports for the Executive Board.
  6. Oversee the preparation and filing of necessary tax forms and information required by the IRS.
  7. Oversee the preparation of a yearly audit or financial report as is required by GMIS International.
  8. Perform such functions as assigned by the President.
- d. Responsibilities of the Secretary/Membership Committee Chair shall include, but not be limited to:
1. Assist the Executive Director.
  2. Review meeting minutes from the Executive Director prior to release and approval to Board.
  3. Review meetings communications.
  4. Periodic communications to members.
  5. Chair the Membership Committee.
  6. Identify and help recruit agencies currently not members of NJ-GMIS or reengage former and suspended members.
  7. Provide regular reports through GMIS International publications on state chapter activities.
  8. Perform such functions as assigned by the President.
- e. Responsibilities of the Immediate Past President shall include, but not be limited to:
1. Serve as Chair of the Nominating Committee.
  2. Provide counsel and advice to the Executive Board.
  3. Provide data to the media in the area of public relations.
  4. Encourage members to carry on a continuing program of public relations for the organization and its goals.
  5. Serve as NJ-GMIS liaison to GMIS International as needed.

Section 6. Duties of Standing Committee Directors/Chairs/Board Members

- b. Responsibilities of the Events Director shall include, but not be limited to:
1. Serve as the Chair of the Events Committee.
  2. Organize and manage the conduct of NJ-GMIS events.
  3. Secure sites for future NJ-GMIS events.
  4. Work with Events Committees to provide support in planning activities.
  5. Act as a liaison between any conference management company and NJ-GMIS.
- c. Responsibilities of the Corporate Relations Director shall include, but not be limited to:
1. Serve as the Chair of the Corporate Relations Committee.
  2. Organize and manage the recruitment of sponsors and exhibitors for events.
  3. Oversee and manage the recruitment of Corporate Members.
  4. Support and create sponsored educational opportunities.
  5. Review and approve the sponsorship package for events.
  6. Serve as a liaison to other committees as needed.
- d. Responsibilities of the Communications Director shall include, but

not be limited to:

1. Chair committee to develop and enhance communications policy for web and social media presence.
2. Maintain and update NJ-GMIS website.
3. Maintain and update NJ-GMIS social media outlets.

e. Responsibilities of the Agency Liaison Chair shall include, but not be limited to:

1. Coordinate activities aligned with the different types of member government agencies.
2. Represent the position of the various established agency interests in technology related activities considered by the NJ-GMIS Board.
3. The Executive Board may appoint individual liaisons that represent different types of agencies as the Board determines necessary.

Section 7. A quorum is a majority of the Executive Board and shall be required to conduct official NJ-GMIS business. A simple majority of members present is required for Board action.

#### **ARTICLE VIII. EXECUTIVE DIRECTOR**

Section 1. Responsibilities of the Executive Director shall include, but not be limited to:

1. Perform all duties as per contractual agreement as approved by a majority vote of the Executive Board.
2. Attend and participate in Executive Board meetings as a non-voting member of the Executive Board.
3. Perform such functions as assigned by the President.
4. Being responsible to the full Executive Board and will assist its members in the discharge of their official NJ-GMIS duties.

Section 2. The position of Executive Director may be fulfilled through a contractual services agreement, with a term as determined in the agreed upon contract.

1. The Executive Board at an Executive Board Meeting shall make the appointment.
2. The President, pending confirmation by the Executive Board, will appoint an interim Executive Director replacement should the incumbent be unable to perform assigned functions and responsibilities, until a replacement contract is established.

Section 3. The work, terms, conditions, and compensation for this position will be based on contractual services agreement to be approved by the Executive Board.

#### **ARTICLE IX. COMMITTEES AND LIAISON SECTIONS**

Section 1. The Executive Board shall from time-to-time establish rules governing the membership and operation of the Committees as necessary. Standing Committee chairs shall appoint members recruited from the NJ-GMIS membership to serve on their committees.

Section 2. The President may establish non-standing committees as necessary and appropriate for the successful conduct of NJ-GMIS business. Standing and non-

standing committee members will be recruited from NJ-GMIS membership.

Section 3. The Nominating Committee shall be chaired by the Immediate Past-President and shall include the President, President-elect/Vice President, and four members at large appointed by the Immediate Past President who are not sitting as Executive Board members.

The Committee shall act in sufficient time prior to the bi-annual election to nominate elected officers and committee chairs to serve during the upcoming two-year term. Decisions of the Committee shall be made by majority vote.

Section 3. Role of Liaison Sections

- a. The Executive Board may, from time-to-time, create sections to represent municipal and other groups of agency members on public policy matters before the Executive Board and other organizations, such as the New Jersey State League of Municipalities and the New Jersey Association of Counties.
- b. Section membership shall include Agency Members whose agency is represented by that organization. Officers and operating rules may be adopted by each section, subject to the approval of the Executive Board.
- c. Each section may have its own meetings, elect its own officers as necessary, and make decisions on such policies and practices that affect the member organization as warranted.
- d. The Chair of the Agency Liaison Committee will represent the different sections before the Board.

## **ARTICLE X. MEETINGS**

Section 1. Business Meetings.

- a. No less than one, and not more than three business meetings shall be held each membership year. Notice of a Business Meeting shall be given to all members at least 30 days in advance of the meeting.
- b. A quorum for the conduct of a business meeting shall consist of a quorum of the Executive Board.
- c. A properly noticed Business Meeting may be held concurrently with an Executive Board meeting.
- d. Unless otherwise provided in these Bylaws, voting shall be based upon a simple majority of votes cast.
  1. Only agency member organizations in good standing shall be eligible to vote as provided herein.
  2. No more than one vote per agency member organization shall be cast on each ballot. The voting representative of the agency member organization shall be designated at the time of registration.
  3. Secret balloting may be used at the discretion of the President or when requested by a representative of an agency member organization.

Section 2. Executive Board Meetings.

- a. Shall be held no less than twice a year, as called by the President at a location mutually agreed to by the Executive Board. Executive Board meetings may be conducted in-person or by telephone/video/conference call.
- b. The President may also schedule periodic meetings of the Executive Board at his/her discretion.
- c. The President at his/her discretion may poll the Executive Board electronically for decisions on issues that cannot wait until the next scheduled meeting. Such issues and decisions shall be reflected in the minutes of the next meeting.
- d. A quorum of the Executive Board shall be required for a meeting where formal action is taken.

Section 3. Special Meetings.

The President may call unscheduled meetings from time to time to address special issues or items of interest requested by member organizations.

Section 4. Nothing in these Bylaws shall prevent the President or Executive Director from inviting interested persons or organizations, including businesses, consultants, or service organizations, who are not members, to participate as observers at meetings, participants in meeting sessions or in other appropriate capacities as the Executive Board may see fit. Such actions shall be listed in the agenda for the meeting.

## **ARTICLE XI. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

Section 1. NJ-GMIS shall indemnify and may advance expenses to Directors and Officers for any proceedings or claims against a Director or Officer to the fullest extent of the law. To the fullest extent under the law, an Officer of NJ- GMIS shall not be personally liable to NJ-GMIS for monetary damages for any action taken or any failure to take any action as an Officer excepting only acts or omissions, arising out of his/her gross or willful negligence. A Director or Officer shall include any member of the Executive Board.

## **ARTICLE XII. PARLIAMENTARY AUTHORITY**

Section 1. All meetings of the duly constituted bodies of this organization shall be governed by the rules of order prescribed in "Robert's Rules of Order Revised", provided the same are not superseded by the Bylaws and are applicable.

Section 2. The Bylaws may be temporarily suspended by the affirmative vote of sixty-six and two-thirds percent (66.67%) of agency member organizations in good standing in attendance at any business meeting of the organization, provided a quorum is present.

Section 3. The Executive Board shall be the authority for the interpretation of the Bylaws.

### **ARTICLE XIII. LIMITATIONS OF LIABILITIES.**

Section 1. Nothing herein shall be construed to create a partnership or joint venture between NJ-GMIS and any Member as defined in Article IV.

Section 2. No Member shall be liable for the acts, or failures to act by NJ-GMIS or its Board of Directors under these Bylaws or any applicable law.

### **ARTICLE XIV. DISSOLUTION**

Section 1. The organization shall use its funds only to accomplish the purpose and goals specified in these Bylaws. Upon dissolution of NJ-GMIS it legally follows that NJ-GMIS as a subordinate chapter named under GMIS International's Group Exemption Number 7151 is dissolved. Any remaining international and chapter funds shall be distributed in the following manner and sequence:

- a. Outstanding accounts payable shall be paid in whatever sequence designated by the Executive Board.
- b. Remaining funds shall be used to pay expenses related to the dissolution of the organization.
- c. Any remaining funds shall be equally distributed among all agency member organizations in good standing for the current fiscal year, up to an amount equal to the annual dues.
- d. Any remaining funds shall be equally distributed among all agency member organizations in good standing for the current and the immediate past fiscal year.

Section 2. Tangible property: Any tangible properties of the organization shall be dispensed under the supervision of the Executive Board in whatever manner is deemed equitable.

Section 3. Before distribution of funds and / or tangible properties, the President shall cause the Audit Committee to conduct a special audit of the accounts and other assets of the organization.

Section 4. The Executive Board shall conduct the dissolution process.

Section 5. The Executive Board shall submit a report of the dissolution process and the distribution of funds and tangible properties to all member organizations in good standing in the current and the immediate past fiscal year, and to any other agency with legal interest in the funds and properties disposed.

### **ARTICLE XV. AMENDMENTS**

Section 1. Proposals:

- a. Amendments to these Bylaws may be proposed by:
  1. A Bylaws Committee if established by the President.
  2. A request signed by representatives of ten or more agency

member organizations in good standing.

- b. Amendments shall be proposed in writing and submitted to the Executive Board.
- c. The Executive Board shall authorize the Executive Director to submit proposed amendments in writing to the entire voting membership at least 30 days prior to the date on which the vote will be taken on the proposed amendments.

Section 2. Voting:

- a. Balloting on proposed amendments to these Bylaws may be conducted by postal or electronic mail.
- b. An affirmative vote of sixty-six and two-thirds percent (66.67) of representatives of agency member organizations, in good standing, casting ballots shall be required for the adoption of an amendment of these Bylaws.