

BYLAWS

OF THE
SPORTS FIELD MANAGERS ASSOCIATION OF NEW JERSEY
CHAPTER OF THE SPORTS TURF MANAGER ASSOCIATION

ARTICLE I

NAME AND PURPOSE

SECTION 1.1 NAME: The name of the organization shall be the Sports Field Managers Association of New Jersey Chapter of the Sports Turf Managers Association herein referred to as SFMANJ.

SECTION 1.2 MISSION STATEMENT: To represent the Sports Field Managers and assist, enhance, promote and improve professionalism through excellence in communication, training, research, education and service - at all levels in New Jersey *and surrounding states*.

ARTICLE II

MEMBERSHIP

SECTION 2.1 ELIGIBILITY: Any person, firm, or organization who qualifies under the classes of membership set out in Section 2.2 is eligible for membership in SFMANJ. Applications for membership shall be filed in writing, accompanied by one year's dues applicable to the class of membership desired. SFMANJ shall at all times maintain twenty-five (25) members.

SECTION 2.2 MEMBERSHIP CLASSES:

- 2.2.1 INDIVIDUAL: Persons who secure their primary source of income from the care of athletic fields or are directly responsible for athletic field management or educators of athletic field managers.
- 2.2.2 ASSOCIATE: Interested persons who have neither background nor directly work in the athletic field.
- 2.2.3 ORGANIZATION/INSTITUTION: municipality, school, non-profit organization, parks & recreation, public works.
- 2.2.4 COMMERCIAL: Persons who are suppliers or vendors to the sports turf industry *and business related to sports turf*.
- 2.2.5 STUDENT: Persons who are attending any institution and said attendance is verified.
- 2.2.6 HONORARY: Persons who have made a significant contribution to the sports turf industry may be granted a honorary membership into SFMANJ if the Board of Directors approves through a two-thirds (2/3) vote.

SECTION 2.3 RIGHTS OF MEMBERSHIP:

- 2.3.1 INDIVIDUAL MEMBERS shall have voting rights on all issues brought before the SFMANJ membership that requires a ballot vote. Individual members are eligible to serve within the legislative bodies of SFMANJ provided they fulfill the requirements as set out in the definition of those legislative titles.
- 2.3.2 ASSOCIATE MEMBERS shall have voting rights. Associate members are not eligible to serve as President or Vice President but are eligible to serve as Secretary, Treasurer, or on the Board of Directors.
- 2.3.3 ORGANIZATION/INSTITUTIONAL MEMBERS shall have voting rights on all issues brought before the SFMANJ membership that requires a ballot vote. Organization and institutional members are eligible to serve within the legislative bodies of SFMANJ provided they fulfill the requirements as set out in the definition of those legislative titles.
- 2.3.4 COMMERCIAL MEMBERS shall have voting rights on all issues brought before the SFMANJ membership that requires a ballot vote and ***may serve as board members within the legislative bodies of SFMANJ except as President.***
- 2.3.5 STUDENT MEMBERS shall not have voting rights and are not eligible to serve within any legislative bodies of SFMANJ.
- 2.3.6 HONORARY MEMBERS shall have all the membership rights except voting rights and are not eligible to serve within any legislative bodies of SFMANJ.

SECTION 2.4 TERMINATION OF MEMBERSHIP: A member may be suspended or terminated by the Board of Directors upon its finding that such member shall have violated the rules or policies of the chapter, subject to such procedures as the Board of Directors shall deem appropriate to permit any such member to be advised of and answer such charges as may be made against the member.

SECTION 2.5 REINSTATEMENT: Upon written request signed by a suspended or terminated member and filed with the secretary, the Board of Directors may, by the affirmative vote of two-thirds of the Board of Directors, reinstate such suspended or terminated member to membership upon such terms as the Board of Directors deem appropriate.

SECTION 2.6 MEETINGS: A meeting of the members entitled to vote shall be held at least once in each calendar year for the purpose of electing Directors. Such annual meeting of the members shall be held at the annual Conference in December, in conjunction with the educational athletic field classes or at such other time and place as shall be determined by the Board of Directors. If such annual meeting shall not be called and held within six months of the designated time, any member may call such meeting at any time thereafter.

SECTION 2.7 SPECIAL MEETINGS: Special meetings of the members may be called at any time by the Board of Directors, members entitled to cast at least 10% of the votes which all members entitled to vote at the particular meeting may cast, or the President. At any time, upon written request of any member with an endorsement of five additional members in good standing who has called a special meeting, it shall be the duty of the Secretary to fix the time of the meeting, which shall be held not more than 60 days after receipt of the request. If the secretary shall neglect or refuse to fix the time of the meeting, the member or members calling the meeting may do so.

SECTION 2.8 ADJOURNMENTS: Adjournments of any regular or special meeting may be taken, but any meeting at which Directors are to be elected shall be adjourned only from day to day, or for such longer periods not exceeding 15 days each, as the members present entitled to cast at least a majority of the votes which all members present and voting are entitled to cast shall direct until such Directors have been elected.

SECTION 2.9 QUORUM: A meeting of members of SFMANJ shall not be organized for the transaction of business unless a quorum is present. The presence of members entitled to cast at least a majority of the votes which all members are entitled to cast on the matters to be acted on at the meeting shall constitute a quorum. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as provided in section 5756 (b) of the Nonprofit Corporation Law of 1988, adjourn the meeting to such time and place as they may determine.

ARTICLE III

OFFICERS

SECTION 3.0 DESIGNATION: The officers of SFMANJ shall consist of President, Vice President, Secretary, and Treasurer.

SECTION 3.1 NOMINATION: Candidates to fill each office position shall be nominated by the Board of Directors from among the members of the Board of Directors.

SECTION 3.2 ELECTION: All officers shall be elected by means of ballot by a majority of the Board of Director members casting ballots.

SECTION 3.3 TERMS OF OFFICE: The term for each office shall be one (1) year.

SECTION 3.4 VACANCIES: Vacancies occurring in any office shall be filled by appointment by the President upon approval of the board. Appointments made under the provision of this section shall be for the duration of the unexpired term of the office vacated.

SECTION 3.5 DUTIES OF THE OFFICERS:

3.5.1 PRESIDENT: The President shall be the chief executive officer. The President shall have general charge, supervision, and control of the business affairs of the organization under the direction of the Board of Directors. The President shall have the authority to fill all vacancies on the Board of Directors pursuant to sections 3.4 and 4.2.5. The President shall preside at all meetings of the members and at all meetings of the Board of Directors.

3.5.2 VICE PRESIDENT: The Vice President shall understudy the President and reside over meetings in the absence of the President. The Vice President shall assume the President's position if the President vacates his position for any reason. The Vice President will be responsible for all committee reports to be submitted to the Board of Directors.

- 3.5.3 SECRETARY: The Secretary shall keep records of all votes and minutes of SFMANJ meetings and report to the Board of Directors. The Secretary shall send STMA headquarters copies of all chapter and Board meeting minutes.
- 3.5.4 TREASURER: The Treasurer will be responsible for all funds of SFMANJ. The Treasurer will be responsible for the payment of all invoices of the organization. The Treasurer will be responsible for a monthly financial statement that will be presented to the Board of Directors at board meetings. The treasurer shall provide an independently **Reviewed** financial report bi annually on even number years (for example 2010, 2012, and 2014...) from a Certified Public Accountant and shall send a copy of this report to STMA headquarters. On odd numbered years (for example 2011, 2013 and 2015...) a year end compilation of financials will be submitted to STMA headquarters.

SECTION 3.6 COMPENSATION: Members of the Board of Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of “Directors provided that nothing herein contained shall be construed to preclude any member from serving the organization in any other capacity and receiving compensation therefore.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 4.1 PURPOSE: The affairs of SFMANJ shall be directed by its Board of Directors of the SFMANJ membership collectively and individually acknowledge and grant said Board of Directors the authority of complete administration of the business of this organization.

SECTION 4.2 DESIGNATION: The Board of Directors shall consist of twelve (12) Directors, From these types of professionals:

DIRECTOR CLASSIFICATIONS:

- A) PUBLIC/PRIVATE SCHOOL: Members engaged in the management and /or maintenance of athletic fields at public or private schools.
- B) RECREATION AND PARKS: Members engaged in the management and/or maintenance of athletic fields at parks or municipalities.
- C) EDUCATION/EXTENSION: Members engaged in research and/or teaching pertaining to the management of athletic fields.
- D) COLLEGE/ UNIVERSITY: Members engaged in the management and/or maintenance of athletic fields at colleges and universities.
- E) PROFESSIONAL SPORTS FACILITY: Members engaged in the management and/or maintenance of an athletic field at a professional sports facility.
- F) COMMERCIAL: Members Commercial or contractor engaged in a commercial enterprise providing services or products to the sports turf industry.

- 4.2.1 DIRECTOR NOMINATIONS: A nominating committee appointed by the President shall submit names of active members for consideration for election to the Board of Directors.
- 4.2.2 DIRECTOR ELECTIONS: All Directors shall be elected by means of written ballot by a majority of the voting members casting ballots.
- 4.2.3 DIRECTOR TERMS: Except for the first Board of Directors, six of which shall serve one year terms and six of which shall serve two year terms, all Directors shall serve two year terms. Accordingly, the members shall elect six Directors on odd calendar years and six Directors on even calendar years. With respect to the first Board of Directors, the Directors shall decide among themselves which six will serve one year terms and which six will serve two year terms.
- 4.2.4 DIRECTOR VACANCIES: Vacancies occurring in any Director position before the completion of the term of office shall be filled by appointment by the President upon approval by the Board. Appointments made under the provision of this section shall be for the duration of the unexpired term of the Directors office vacated.

SECTION 4.3 MEETINGS: The Board of Directors shall meet at least four (4) times annually. The last meeting of each fiscal year shall be a reorganizational meeting. Additional meetings of the Board of Directors may be held if called by the President and favored by two-thirds (2/3) of the Board. Meeting locations shall be determined by the President.

SECTION 4.4 QUORUM: A quorum shall consist of a simple majority of the total number of members of the Board of Directors.

SECTION 4.5 VOTING RIGHTS: Each member of the Board of Directors except the President shall have one vote on each matter submitted to the Board. The President will only vote in the case of a tie.

SECTION 4.6 REMOVAL OF BOARD MEMBERS:

- 4.6.1 BY BOARD OF DIRECTORS ACTION: Board members can be dismissed from their duties of the Board from a majority vote by the board of directors administered by the President and Vice President. Reasons for removal will be any professional, ethical or fiduciary conflicts that may occur while engaged with SFMANJ business directly or in directly. All transactions, representations and interpretations of SFMANJ will be transparent and all business entered into with the chapter will be done by a majority vote of the Board of Directors as directed by the President and Vice President.
- 4.6.2 BY MEMBERS ACTION: The voting members, by majority vote with cause, may remove a Director or the entire Board of Directors from office. Neither a Director nor the entire Board of Directors shall be removed from office unless the notice of the annual or special meeting at which the removal is to be considered states such purpose. When the Board of Director or a member of the Board has been removed by member's action, the vacated position(s) may be filled by election at the same meeting.

SECTION 4.7 COMMITTEES: The Board of Directors may create standing and special committees as they see fit and may designate the duties and powers of such committees, provided however, that no such committee shall be given authority to amend the Bylaws of this organization. Committee chairpersons and members shall be appointed by the President from the active voting Members of SFMANJ.

SECTION 4.8 PERSONAL LIABILITY: A Director shall not be personally liable, as such, for monetary damages for any action taken unless: (i) the Director has breached or failed to perform the duties of his office under subchapter B specific to fiduciary duties) of the Nonprofit Corporation Law of 1988; and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The preceding sentence shall not apply to: (i) the responsibility or liability of a Director pursuant to any criminal statute; or (ii) the liability of a Director for the payment of taxes pursuant to Federal, State or local law.

ARTICLE V

DUES

SECTION 5.1 ANNUAL DUES: The membership dues amount shall be established by a two-thirds (2/3) vote of the Board of Directors and shall run one calendar year.

SECTION 5.2 DEFAULT OF DUES: When any member of any class shall be in default in the payment of dues for a period of ninety days from the beginning of the period for which such dues became payable, the membership may thereupon be terminated by the Board of Directors.

SECTION 5.3 CHAPTER AFFILIATION FEES: Sports Turf Managers Association fees will be included in the SFMANJ dues structure and will be paid to STMA headquarters in accordance with set chapter policy.

ARTICLE VI

FISCAL PROCEDURE

SECTION 6.1 FISCAL YEAR: The fiscal year of the SFMANJ shall begin on the first day of January in each year and shall coincide with the calendar year.

SECTION 6.2 CONTRACTS: The Board of Directors may authorize duly designated representatives to enter into contract or execute and deliver instruments in the name of and on behalf of the organization. Such authority may be general or be confined to specific instances.

SECTION 6.3 LOANS: No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or be confined to specific instances.

SECTION 6.4 CHECKS, DRAFTS, ETC: All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of SFMANJ shall be signed by such officer or officers, duly appointed representative or representatives of the organization and in such manner as determined by the Board of directors. Any payment over \$500 shall be endorsed by the Treasurer and one 1 other officer. If the Treasurer position is open the Vice President assumes responsibilities and become the endorser until the position is filled.

SECTION 6.5 DEPOSITS: All funds of SFMANJ not otherwise employed shall be deposited in a timely manner to the credit of SFMANJ in such bank, trust companies or other depositories such as the Board of Directors or duly appointed representatives may select.

ARTICLE VII

AMENDMENT TO THE BYLAWS

SECTION 7.1 AMENDMENT PROPOSAL: Amendments to the Bylaws shall be proposed to the Board of Directors and shall be submitted to the membership by mail at the discretion of the President.

SECTION 7.2 AMENDMENT TO THE BYLAWS: The Bylaws may be amended by a majority of the members casting votes by means of a mail ballot. Any by-law amendment shall be reported to the STMA Executive Board.

ARTICLE VIII

LIQUIDATION

SECTION 8.1 LIQUIDATION: Should SFMANJ dissolve, all assets remaining after the financial debts and obligations of SFMANJ have been fully satisfied, shall be turned over to the Sports Turf Managers Association.

ARTICLE IX

WAIVER OF NOTICE

SECTION 9.1 WAIVER OF NOTICE: Whenever any notice is required to be given under the provisions of the General Not-For-Profit Act of the State of New Jersey or under the provisions of the Articles of Incorporation or the bylaws of the chapter, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

In addition, attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends as meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE X

ADHERENCE TO ANTITRUST LAWS

SECTION 10.1 ADHERENCE TO ANTITRUST LAWS: The Board of Directors and members of SFMANJ whenever planning or executing the activities of SFMANJ, shall take all steps necessary and appropriate to insure compliance by SFMANJ with the relevant provisions of any applicable state or federal law related to antitrust or unfair practices and any rule, regulation, and interpretation promulgated there under.

We, as the Officers of SFMANJ, have reviewed and hereby agree to endorse and abide by these bylaws.

PRESIDENT _____

VICE PRESIDENT _____

SECRETARY _____

TREASURER _____