

**BYLAWS OF THE WORK ENVIRONMENT COUNCIL  
OF NEW JERSEY, INC.**

Approved by the Board of Directors on September 26, 2000  
(constituting WEC as a membership organization) and as amended by the  
Membership on October 2, 2003 and September 13, 2006.  
*Reprinted October 3, 2007.*

**ARTICLE I**

**Name, Purpose and Location**

Section 1. Name: The name of the corporation shall be the Work Environment Council of New Jersey, Inc. also known as the New Jersey Work Environment Council. It is hereafter referred to as "WEC."

Section 2. Purpose: WEC shall be a non-profit corporation organized under the laws of the State of New Jersey for the purpose of promoting the welfare of New Jersey's residents as set forth in its Mission Statement.

Section 3. Location: The principal location of WEC shall be at such location or locations as the Board may from time-to-time determine.

**ARTICLE II**

**Membership**

Section 1. Membership in WEC shall be open to organizations and individuals that support WEC's Mission Statement and pay dues.

Section 2. The Board of Directors may reject or reconsider applications for membership that in its view do not meet the criteria set forth in Section 1.

Section 3. There shall be two (2) classes of voting members:

(a) Labor, community, and environmental organizations may be members and are each entitled to five (5) delegate votes in membership meetings and elections. A representative from such organizations may cast up to five (5) votes with written authority from the member organization.

(b) Individual members are entitled to one (1) delegate vote in membership meetings and elections.

Section 4. Annual Membership dues shall be established by the Board of Directors, subject to approval by the membership at a

general membership meeting, except for the initial dues structure effective at the time of approval by the WEC Board of Directors.

Only members in good standing shall be eligible to vote. Good standing shall be defined as a member whose annual dues are paid in full seven or more days before a membership meeting.

### **ARTICLE III Meetings**

#### Membership

Section 1. Meetings: There shall be an annual membership meeting. The annual membership meetings shall be held during the months of November or December. The time, date, and location shall be established by the Executive Committee of the Board of Directors or the Board of Directors. The Executive Committee or the Board of Directors may also convene meetings of the membership apart from the annual meeting.

The entire membership shall be notified of all membership meetings by mail, facsimile, or electronic mail at least thirty (30) days before the meeting.

The presence of ten (10) individual members and/or delegates from organizational members shall constitute a quorum at membership meetings. For purposes of a quorum, individual delegates and organizational delegates shall each be counted separately. An individual member who also serves as an organizational delegate shall be counted once for purposes of a quorum.

Should the delegate be both an individual member and a delegate from a member organization, they shall vote as a representative of the member organization.

Section 2. Special Meetings: A special meeting of the membership shall be called within sixty (60) days following the presentation of a petition signed by twenty-five (25) percent or more members. The petition shall state with particularity the item(s) to be considered at the proposed special meeting. The special meeting, which must meet the quorum requirements, shall consider only those issues raised in the petition.

Section 3. A member in good standing may give his or her proxy in writing to another member in good standing to vote on some or all issues to be considered in a membership meeting.

#### Board

Section 4. Waiver of Meeting Notice: Board Meetings held and actions taken at meetings without notice in these bylaws shall be

valid if each Board Member entitled to notice (1) attends the meeting without protesting the lack of notice before or when such meeting convenes, or (2) signs a written waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting, either before or after the meeting. Such written consents or approvals shall be filed with the records of the meeting.

Section 5. Action Without a Meeting: In emergency situations, the Board or any committee of the Board may act without a meeting if, each Board Member or member of the Board Committee shall consent in writing to such action. Such written consent(s) shall be filed with the minutes of the meeting.

Section 6. Meeting by Telephone: The Board or a committee of the Board may participate in a meeting of the Board or such committee by a telephone conference call or by any means of communication by which all persons participating in the meeting are able to hear each other.

Section 7. Quorum: Eight (8) members of the Board shall constitute a quorum of the Board for the transaction of business. The actions of the majority of the Members of the Board of Directors at a meeting at which a quorum is present shall be the actions of that body, except that three-fourths of the entire Board of Directors shall be required in the event that the Board is voting on (1) the Articles of Incorporation or Mission Statement or, (2) the removal of another Board Member.

Section 8. WEC Board meetings shall be open to all WEC members and all votes shall be taken in open sessions. However, the Executive Committee may determine that the board needs to meet in executive session to specifically discuss personnel, legal, or other sensitive matters.

Section 9. The Board of Directors shall keep minutes of all its meetings and proceedings. The said minutes shall be open to the inspection of any member at the principal location of WEC during regular business hours.

#### **ARTICLE IV Board of Directors**

Section 1. Board Composition: The Board of Directors shall consist of not less than nine (9) and not more than twenty-one (21) members and shall include:

- (a) Five elected officers;
- (b) At-large members chosen by the elected officers; and
- (c) Representatives of WEC organizational committees, if any

The racial, ethnic and gender make-up of the Board should reflect as closely as possible such diversity in New Jersey's population.

Section 2. Powers and Responsibilities: The Board of Directors shall serve as the directors of WEC and shall be invested with the fiduciary and policy-making responsibilities of the corporation. The Board of Directors shall also have all powers and authority necessary for the management of the business, property, and affairs of WEC, and to do such lawful acts and things as it deems proper and appropriate to promote the objectives and purposes of WEC. The Board of Directors may delegate, as necessary from time-to-time, responsibility for such affairs, business and property to its Officers, Directors or Staff. The Board is generally responsible for setting the policy and programmatic direction of WEC, while the Staff is generally responsible for implementing Board policy and WEC programs.

The Board may also authorize and cause WEC to employ staff and appoint legal counsel, none of whom shall have a vote on the Board, to help WEC implement its programs.

Section 3. Term of Office: Each member of the Board of Directors shall serve for a two-year term or until their successors are elected and qualified.

Section 4. Resignation & Removal: A Board Member may resign by submitting his/her resignation in writing to the President of the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance by the President of the Board. A Board Member who is not an officer may be removed, for cause, by the affirmative vote of three-fourths of the entire Board. A Board member who is an Officer may be removed, with or without cause, by affirmative vote of a simple majority of the members. A Board Member, whose removal is to be considered, shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

Section 5. Absence: Any Board Member who is unable to attend a meeting shall notify the President, Board Secretary, or Executive Director or his/her designee and state the reason for her/his absence. If the Board accepts the reason, the Board Member's absence shall be excused. If the Board Member has three consecutive unexcused absences, his/her resignation shall be deemed to have been given and accepted.

Section 6. Vacancies: Vacancies on the Board shall be filled by a vote of the majority of the Board of Directors. Board Members thus appointed shall serve for the remainder of the vacated term.

Section 7. No permanent staff member shall serve as a member of the Board of Directors.

**ARTICLE V**  
**Officers**

Section 1. Titles/Qualifications: The Officers of WEC shall include a President, two (2) Vice Presidents, Secretary and Treasurer.

Section 2. Election and Terms of Office: The five Officers shall be elected by the membership. Officers shall serve for a term of two years until successors are elected and qualified. There shall be no term limits.

Section 3. Duties: The duties and authority of the Officers shall be determined from time-to-time by the Board. Subject to any such determination, the Officers shall have the following duties and authority:

(a) The President shall be the principal officer of WEC; shall have general charge and supervision over responsibility for the affairs of WEC; shall preside over all meetings of the Board of Directors, the Executive Committee, and the Membership and serve as an ex officio member on all committees. The President may enter into and execute in the name of WEC contracts or other instruments not in the regular course of business, which are authorized, either generally or specifically, by the Board. The President shall have the general powers and duties of management usually vested in the office of president of a corporation. The President may delegate from time-to-time to any other officer, any or all such duties and authority. The President serves as a chief spokesperson for WEC, working in partnership with the Executive Director.

(b) A Vice President shall perform the duties of the President in the event of the President's temporary absence. The Vice President(s) shall also have such duties and possess such authority as may be delegated to the Vice President(s) by the President and the Board.

(c) The Treasurer shall supervise the custody of WEC's finances, shall keep or cause to be kept an account of all money received and expended by WEC, and shall make disbursements authorized by the Board. The Treasurer shall serve as Chair of the Finance Committee. The Treasurer shall deposit or cause to be deposited all sums in the bank(s)/trust company/investments approved by the Board; and shall make a financial report at the annual meeting or when called upon by the President. WEC funds, books and vouchers shall at all times be subject to verification and inspection by the Board. The Treasurer shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned by the President or the Board.

The Treasurer, other officers and Board members and WEC staff who handle WEC finances shall be bonded.

(d) The Secretary shall ensure that meeting notices as required in these bylaws are given; shall attend all meetings of the Board and the Executive Committee to keep a record of all proceedings; shall keep or cause to be kept the minutes, including attendance, of all meetings of the Board and the Executive Committee; and shall keep or cause to be kept and make available a complete roster of all Board Members which includes an indication of the composition of the Executive Committee. The Secretary shall perform such other duties and possess such powers as are incident to the office, or as assigned by the President or the Board.

(e) In addition to the elected Officers, there shall be a Chief Executive, an employee of WEC, who shall be referred to as the Executive Director. The Executive Director shall be hired by the board to serve at the pleasure of the Board and shall have a voice but no voting rights at meetings of the Board of Directors and membership. The Executive Director shall be salaried; shall work in partnership with the Board as an ex officio member of the Board of Directors and shall not be counted in determining the total number of authorized directors; shall be authorized by the Board to employ, terminate and supervise staff; shall serve as a member of the Contract Negotiation Committee; enter into routine contracts; obtain legal consultation; and perform other job duties incident to the position of Executive Director. The job performance of the Executive Director may be reviewed annually by the Executive Committee.

Section 4. Resignation and Removal: An Officer may resign by submitting her/his resignation in writing to the President of the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance by the President of the Board or by the Board Secretary if the President resigns. An Officer may be removed with or without cause by a vote of a majority of the members, but the authority to act as an officer may be suspended by the board for cause. An Officer, whose removal is to be considered, shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the membership regarding such action prior to any vote on such removal.

Section 5. Vacancies: Vacancies in the Officers shall be filled by appointment by the Board of Directors, based on the recommendations of the Nominating Committee, the Officers or members of the Board. Officers thus appointed shall serve for the remainder of the vacated term.

**ARTICLE VI**  
**Elections**

Section 1. At least one hundred (100) days prior to the election of officers and at least ninety (90) days prior to the annual membership meeting, the Board of Directors shall establish and select a Nominations and Elections Committee. This committee shall solicit and receive nominations for elected Officers and nominations for appointed at-large members of the Board of Directors.

Section 2. The Nominations and Elections Committee shall make all members aware of an upcoming election. The Nominations and Elections Committee shall make the membership aware of WEC's commitment to affirmative action and to making the Board broadly representative.

Section 3. Members of the Nominations and Election Committee shall be members of WEC in good standing appointed by the Board of Directors or Executive Committee and shall not be candidates for elected WEC office.

Section 4. Elections shall be conducted by a mail ballot supervised by the Nominations and Elections Committee.

(a) At least ninety (90) days before the election of officers, a mailing will be sent to all WEC members soliciting nominations for both elected officers and nominations for appointed at-large members of the Board of Directors.

(b) Nominations must be received by the Nominations and Elections Committee sixty (60) days before the election. All persons nominated must be in good standing.

(c) Each nominated candidate for elected office shall be allowed to submit a statement of no more than 200 words that will be included with the ballot. Such statement must be received by the Nominations and Election Committee no later than forty-five (45) days before the election.

(d) At least thirty (30) days before the election, the Nominations and Elections Committee shall mail a ballot to each WEC member listing the names of all members who have been nominated to elected offices and have agreed to serve if elected. If the election is uncontested, the membership will be informed of the new officers.

(e) The Executive Committee shall appoint a committee of tellers to count the ballots. Tellers shall not be candidates for office.

(f) An annual membership meeting will be held after the ballots have been mailed and before the election at which candidates will have the opportunity to speak about their candidacy.

(g) At the first meeting of officers following their election the newly elected officers shall select the at-large members of the Board from among those individuals nominated to serve as at-large members. The newly elected officers may also select from among losing candidates for elected office. The newly elected officers may also select other individuals to serve as at-large members.

(h) Only WEC members in good standing shall be eligible to serve on the Board of Directors.

**ARTICLE VII**  
**Committees of the Board of Directors**

Section 1. General Provisions: There shall be two (2) Standing Committee(s) of the Board of Directors: Executive and Finance.

(a) The Executive Committee shall consist of the President, two (2) Vice Presidents, Treasurer, Secretary, and the Executive Director, who shall have a voice but no voting rights. The Executive Committee may act on behalf of the Board between regular Board meetings on all matters, except those specifically reserved to the Board or to the membership by the bylaws or state law. Executive Committee decisions shall be made by majority vote.

The Executive Committee and the Board of Directors are prohibited from doing the following without the advance approval of the membership:

Amending the bylaws;  
Dissolving the corporation.

Minutes of Executive Committee meetings held after a Board meeting shall be distributed to the Board of Directors before the Board's next meeting. Meetings of the Executive Committee may be called by the Board President or by the Executive Director, with the approval of the President.

(b) The Finance Committee shall consist of two or more Board Members, one of whom shall be the Treasurer, who shall serve as the committee Chair, and the Executive Director, who shall serve as an ex officio member. The Finance Committee shall be responsible for the preparation and supervision of the budget, and shall cause an annual review of WEC's finances.

(c) In addition to the Standing Committees of the Board, the Board shall establish a Nominations and Elections Committee, which shall consist of two or more Board Members who shall recommend to the Board the names of persons to be submitted for election and/or appointment as Board Members.

Section 2. Special Committees: The Board or Executive Committee, by a majority vote of the Board present at a meeting or of the Executive Committee, may also create special committees of the Board of Directors.

A majority of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present at a meeting in which a quorum is present shall be the act of such committee. Each committee shall appoint from among its members a chairperson, unless the resolution of the Board establishing such committee designates the chairperson, in which case, in the event of a vacancy in the chair, the President shall fill the vacancy.

Actions taken at a meeting of any such committee shall be kept in a record of its proceedings and presented to the Board at its next meeting following such committee meeting, except that, when the meeting of the Board is held within two days after the committee meeting, such report, if not made at the first meeting, shall be made to the Board at its second meeting following such committee meeting.

**Article VIII**  
**Organizational Committees**

Section 1. General Provisions: The Board of Directors may establish organizational committees. If an organizational committee has not met for six (6) months, the Board of Directors may redesignate the committee a task force or may abolish the committee.

The voting membership of such committees shall consist of WEC members.

Each organizational committee shall have a chair selected by the WEC members participating on that committee. Elections for committee chairperson shall be held at least once every two years.

The functions of the committee chair is to coordinate committee activities and to keep the Board of Directors and membership informed of committee activities.

Each organizational committee may nominate one of its members to serve as a member of the WEC Board of Directors.

**ARTICLE IX**  
**Conflicts of Interest**

Section 1. Full Disclosure of Board Members' and Officers' Interest: No contract or other transaction between WEC and one or more of its Board Members or Officers, or between WEC and any

other corporation, firm, association or other entity in which one or more of its Board Members or Officers are directors or officers, or have a substantial personal, professional, political or financial interest, shall be approved by a vote of the Board or any committee thereof if such Board Member(s) or Officer(s) (hereinafter "interested Board Member(s)"), are present at the meeting of the Board, or of a Committee thereof, which authorizes such contract or transaction, or her/his votes are counted for such purpose unless the material facts as to such Board Member's or Officer's interest in such contract or transaction and as to any such common directorship, officership or personal, professional, political or financial interest are disclosed in good faith or are known to the Board or Committee, and the Board or Committee authorizes such contract or transaction by unanimous written consent, provided at least one Board Member so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested Board Member or Officer even though the disinterested Board Members are less than a quorum.

Section 2. Failure to Disclose Interest: Should such Board Member or Officer fail to disclose in good faith the material facts as to such Board Member's or Officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest to the Board of Directors, or the material facts are not otherwise known to the Board of Directors or committee authorizing such contract or transaction, the contract may be deemed voidable by WEC. Such failure to disclosure shall constitute cause for removal of the Board Member or Officer.

Section 3. No Participation in Discussion or Debate: An Interested Board Member or Officer shall not participate in any discussion or debate of the Board of Directors, or any Committee thereof, in which the subject of discussion is a contract or transaction between WEC and any corporation, firm, association, or other entity in which he/she is a director or officer, or has a substantial financial interest. An Interested Board Member or Officer shall respond to questions from other Board Members.

Section 4. Determination of Quorum: A common or Interested Board Member may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which authorizes such contract or transaction.

Section 5. No grants or contracts for \$2,000 or more may be made by WEC to any organization without the approval of the Board of Directors or Executive Committee.

#### **ARTICLE X**

##### **Non-Interference in Internal Union or Organizational Affairs**

Section 1: Under no circumstances shall the WEC Board, Organizational Committees, or staff involve WEC in internal union

elections or other organizational or intra-organizational politics of member or non-member organizations. WEC staff are not precluded, however, from involvement in elections or other activities of a union of which they are a member.

**ARTICLE XI**  
**Amendments to the Bylaws**

Section 1. These bylaws may be altered, amended or repealed by the membership. Written notice of any such proposed bylaws change to be voted on by the membership shall be given not less than thirty (30) days prior to the meeting at which such change shall be proposed. Proposed amendments must first receive at least majority approval of the Board of Directors in order to be put before the membership.

**ARTICLE XII**  
**Additional Provisions**

Section 1. Tax-exempt and Non-Profit Status: Notwithstanding any provision of these bylaws, the Work Environment Council of New Jersey, Inc. shall not carry on any activity not permitted under Section 501(C)3 of the United States Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Section 2. Force and Effect of Bylaws: These bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the "Act") and the Certificate of Incorporation as they may be amended from time-to-time. If any provision in these bylaws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

Section 3. Dissolution: Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any Board Member or Officer, but shall be distributed in accordance with law, provided, however, that the distribution must be to another organization exempt under the provisions of Section 501(C)3 of the United States Internal Revenue Code of 1954, or to the United States, a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of WEC is then located, exclusively for such purpose.

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