

NEW JERSEY SOCIETY OF PROFESSIONAL LAND SURVEYORS SCHOLARSHIP FOUNDATION

By-Laws

ARTICLE I – Name

The name of the Organization is the New Jersey Society of Professional Land Surveyors Scholarship Foundation (hereinafter referred to as NJSPLS-Scholarship Foundation or “Organization”).

ARTICLE II – Purpose

The purpose of the Organization shall be to manage funds for the purpose of awarding scholarships according to criteria established by the NJSPLS Scholarship Foundation Board of Trustees.

In addition, the Organization may engage in any and all lawful activities appropriate for a charitable and educational organization exempt from taxation under Internal Revenue Code §501(c)(3).

ARTICLE III – Duration

The duration of the Organization is perpetual, but it may be dissolved at any time by the written consent of the Trustees.

ARTICLE IV – Administration

The affairs of NJSPLS Scholarship Foundation are to be conducted in accordance with the laws of the state of New Jersey, these by-laws, and policies and procedures as may be determined by the Trustees.

ARTICLE V – Office

The principal office of NJSPLS Scholarship Foundation is located at 82. Arneytown-Hornerstown Road, Cream Ridge, New Jersey.

ARTICLE VI – Trustees

Section 1 – General Powers.

The property, affairs, and business of the Organization shall be managed and controlled by its Board of Trustees. The Board of Trustees may by general resolution delegate to officers of the Organization and to committees such powers as provided for in these Bylaws.

Section 2 – Composition and Selection

The Board of Trustees shall consist of the Board of Directors of the New Jersey Society of Professional Land Surveyors.

Section 3 – Term

The term of office for each Trustee shall coincide with the individuals term as a Board member of the New Jersey Society of Professional Land Surveyors.

Section 4 – Meetings

- (a) The Board of Trustees may provide by resolution the time and place within the state of New Jersey for the holding of the regular meetings of the Board.
- (b) Special meetings of the Board of Trustees may be called by or at the request of the Chair who may fix any place within the state of New Jersey as the place for holding any special meeting.

Section 5 – Notice; Quorum

- (a) Notice of any special meeting of the Board of Trustees shall be given at least seven days previous by written notice delivered personally or sent by mail, telegram or electronically to each Trustee at his address as shown by the records of the Organization. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the

transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

- (b) The presence of a majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Trustees; but if less than a majority of the Trustees are present in person at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

Section 6 – Manner of Acting

The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these Bylaws. Trustees may attend a meeting by telephonic equipment or similar communication link by means of which all persons participating in the meeting can hear each other.

Section 7 – Compensation

Trustees shall not receive any stated salaries for their services as such, but by resolution of the Board of Trustees a fixed sum and expenses of attendance may be allowed for attendance at each regular or special meeting of the Trustees; however, nothing herein contained shall be construed to preclude any Trustee from serving the Organization in any other capacity and receiving compensation therefore.

ARTICLE VII – Officers

The officers of the Organization are the President, Vice-President and Secretary-Treasurer, all of whom are to be elected annually by the Board of Trustees and shall serve until a successor is named.

ARTICLE VIII – Committees

1. Authority

- (a) The Board of Trustees, by resolution adopted by a majority of the Trustees in

office, may designate and appoint one or more committees of its members, each of which shall consist of two or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in the management of the Organization; provided, however, that no such committee shall have the authority of the Board of Trustees in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Trustee or officer of the Organization; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another organization; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Organization; authorizing the voluntary dissolution of the Organization or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Organization; or amending, altering, or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees or any individual Trustee of any responsibility imposed upon it or him by law.

- (b) Other committees not having and exercising the authority of the Board of Trustees in the management of the Organization may be designated and appointed by resolution adopted by a majority of the Trustees at a meeting at which a quorum is present, or by the Chair as authorized by a like resolution of the Board. Membership on such committees need not be limited to Trustees.

2. Term

Each member of a committee shall continue as such until the next annual meeting of the Trustees of the Organization and until his successor is appointed, unless a committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

3. Chairman

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

4. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5. Manner of Acting

Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Trustees.

6. Sitting Committee

In addition to those other committees the Board of Trustees may appoint, a permanent sitting committee of the Organization shall be the Scholarship Selection Committee. The Scholarship Selection Committee's membership, unlike all other committees, shall be self-perpetuating. Annually, the members of the committee will appoint their successors. The initial committee membership is as follows: Michael J. Galante, PLS, Michael King, PLS, Thomas F. Lynch, PLS, W. Christopher Murray, PLS, Wendy Lathrop, PLS, Donald E. Walby, PLS, and Robert R. Heggan, Jr., PLS. This committee will be responsible for the decision making regarding scholarship grants. The members will have elections annually to allow for a tiered membership with no more than three positions being up for election in any one year.

ARTICLE IX – Employees

The Trustees may appoint employees necessary to carry out the purpose of NJSPLS Scholarship Foundation. Employees are to serve at the pleasure of the Trustees. Compensation of employees is to be determined by the Trustees.

ARTICLE X – Fiscal and Administrative Year

The fiscal and administrative year of NJSPLS Scholarship Foundation is to be the period of July 1st through June 30th.

ARTICLE XI – Amendments

Amendments to these by-laws shall be made by unanimous vote of the Board of Trustees.

ARTICLE XII – Indemnification

Any present or former Trustee or officer of the Organization, or other such persons so designated in the discretion of the Board of Trustees, or the legal representation of such person, shall be indemnified by the Organization against all reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Trustee or officer, or serving or having served the Organization, except in relation to matters as to which he shall be found guilty of negligence or misconduct in respect of the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

ARTICLE XIII – Policy and Procedure

The Board of Trustees and the Scholarship Selection Committee shall have created and maintained a policy and procedures manual for the operation of the Organization.

ARTICLE XIV – Dissolution

In the event of dissolution of New Jersey Society of Professional Land Surveyors Scholarship Foundation, the remaining assets, if any, shall be distributed to an organization or organizations organized for the same, or similar purposes of NJSPLS Scholarship Foundation.

Rev 9-9-2008

These By Laws were adopted at a meeting of the New Jersey Society of Professional Land Surveyors Scholarship Foundation on 12-17-2008:

Charles E. Adamson, President

_____ (date)

Patrick H. Fatton, President-elect

_____ (date)

James Sens, Vice President

_____ (date)

Stanley Hans, Jr., Secretary/Treasurer

_____ (date)

Charles V. Bell, Jr., Director-at-Large

_____ (date)

Donald C. Pennell, Past President

_____ (date)