

BYLAWS

of the

New Jersey Energy Marketers Group



ARTICLE 1

NAME

Section 1 Change of Name

The Association may by a vote of the Board of Directors change its name.

Section 2 Affiliation

The Association may, upon the recommendation of the Board of Directors and the affirmative vote of two thirds of the membership physically present at the meeting, merge or become affiliated with any state or national organization having the same or similar goals. Notice shall be sent to the membership by electronic communication no less than twenty one (21) days prior to the scheduled date of the meeting.

ARTICLE 2

Section 1 Mission Statement

The mission of the New Jersey Energy Marketers Group is to “To empower energy retailers, distributors, suppliers, convenience store operators, and auto repair bay operators across New Jersey by providing education, legislative advocacy, lobbying efforts, and collaborative resources that promote equitable access, regulatory clarity, and innovation in the evolving energy and fuel marketplace. Our nonprofit is committed to strengthening the state’s energy ecosystem through proactive stakeholder engagement, policy support, and sustainable best practices that benefit both the industry and the communities it serves.”

Section 2 Not for Profit

This Association is not organized for pecuniary profit and shall not declare dividends. No part of the dues, fees, assessments or other monies collected by the Association shall inure to the benefit of any member.

ARTICLE 3

Headquarters & Records

The principal office of this Association shall be within the State of New Jersey. The corporate book of minutes and corporate seal shall be kept at the principal office of the Association, along with other books and records thereof

ARTICLE 4

Membership

Section 1 Classifications

Any business engaged in the retailing, distribution, and/or supplying of any form of energy, automotive repair, convenience store, and/or a qualifying supporting industry shall be potentially eligible for membership in the Association in one of the following categories:

1. Regular: Any business engaged in the retailing, distribution, and/or supplying of any form of energy, automotive repair, and/or convenience store operation. Membership shall be in the name of the business. Each regular member shall be entitled to one vote in all voting matters of the association.
2. Allied: Any business that provides professional services, products, inventory, or otherwise assists or supports Association members, interests, goals, or the mission statement of the organization. Allied members do not have the right to vote on voting matters of the association.

Section 2 Dues

Members will pay annual dues in an amount determined by the Board of Directors.

Section 3 Designated Representatives

Any member may designate in writing a qualified employee, partner, or officer of the firm as authorized representative. The representative shall have both the rights and responsibilities of the designor's membership.

Section 4 Rights and Duties

Members of the Association have the following Rights:

1. To attend all Association functions unless such attendance may cause conflict or harm to other members.
2. To make motions and to participate in all votes brought before the general membership, with each member firm having one (1) vote.
3. To seek a position on the Board of Directors and to seek election as an officer on the Board of Directors.
4. To voice questions, suggestions, concerns, or complaints to the Board of Directors, and to receive a prompt and thoughtful response from the Board.

Members of the Association have the following Duties:

1. To pay all Association fees on time.
2. To honorably represent the membership category for which their membership to the Association has been accepted; and to the general public.

Section 5 Suspension and Termination

The Board of Directors may suspend, discipline or terminate any membership, with cause.

Section 5.1 Arrears

Any member, who is in arrears in the payment of dues for more than 60 days, may be subject to suspension. The member shall be notified of the suspension in writing by either the Secretary or the Executive Director. If a suspended member pays all arrears within 30 days of the date of written notice, they shall be reinstated automatically and be notified. If the arrearages are not paid, they may be dropped from the membership and notified of such action in writing by either the Secretary or Executive Director.

Section 5.2 Misconduct

The following actions may result in either suspension or termination of membership by a 2/3 vote of the Board of Directors:

1. Misuse of the Association name, such as but not limited to, its use for profit without the consent of the Board of Directors.
2. Conviction of fraud, deceit, or any other unlawful acts.
3. Any activity otherwise deemed harmful to the Association.

ARTICLE 5

Meetings

Section 1 Regular Meetings

The Association may hold regular meetings of the entire membership, at times and places fixed by the Board of Directors.

The Secretary or the Executive Director shall cause to be electronically transmitted to each member in good standing, at the email which appears in the membership records of this Association, a notice stating the time, place and any special subject matter of the regular meeting. The notice shall be sent at least twenty one (21) days in advance of the meeting.

Section 2 Board Meetings

Section 2.1 Quarterly Meetings

The Association shall hold a meeting of the Board of Directors every January, April, July, and October. The Board of Directors will determine the date, time and place of meetings. By majority vote the Board of Directors may dispense with any Board Meeting. Notice of Board meetings shall be by email to the contact information of record.

Section 2.2 Special Meetings

A special meeting of the Board of Directors may only be held with at least seven (7) days notice. A special meeting can be called by the President or through a notice signed by one third of Board Directors.

Section 3 Annual Meeting

An annual membership meeting of the Association shall be held each year in the month of September, and shall coincide with the Board of Directors election of Officers. The Secretary or the Executive Director shall cause to be electronically transmitted to each member in good standing, at the email which appears in the membership records of this Association, a notice stating the time, place and any special subject matter of the annual meeting. The notice shall be sent at least thirty (30) days in advance of the Annual Meeting.

Section 4 Quorum

Section 4.1 Board of Directors Meetings

At all Board of Directors meetings, the presence of 50% of the full Board plus one member shall constitute a quorum.

Section 4.2 Committee Meetings

A quorum within a committee shall be defined as a majority of those present at the meeting.

Section 4.3 Membership Meetings

The members present in person at a duly organized meeting entitled to cast a vote shall constitute a quorum.

ARTICLE 6

Board of Directors and Officers

Section 1 Composition and Number

The property, affairs, activities and concerns of the Association shall be vested in a Board of Directors.

The Officers of the Association shall consist of the following:

- President
- Vice-President
- Treasurer
- Secretary

The Officers of the Association shall be determined by the Board of Directors, and elected from within the Board of Directors. All Officers shall be elected for a term of two (2) years.

No person shall be elected to the office of President for more than two (2) consecutive terms. There are no term limits for Board members. All Board members are eligible for re-election upon expiration of their current term.

The Board of Directors may alter the composition of the Officers and Board of Directors, with the requirement that any change to an elected position take place at the end of that term.

The total number of Board of Directors positions, including Officers, shall not be less than twelve (12) and not more than fifty (50). No more than five (5) of the Board of Directors may be Allied Members. The Board may change the number of positions on the Board of Directors with a 2/3 vote.

Section 2 Eligibility

To be eligible for election or appointment to the Board of Directors, including Officer positions, a member must be a member in good standing. To be eligible for election or appointment to an Officer's position on the Board of Directors, a member must be currently serving on the Board of Directors, and must have held a position on the Board of Directors for at least one (1) year.

Section 3 Selection and Term

All Directors shall be elected by the general membership of the Association, as follows:

1. During the month of April, a Nominating Committee will be appointed in accordance with the provisions of Article 9, Section 3.
2. On the day of the election, to be held at the Annual Meeting, the President shall appoint a Committee on Election, consisting of three members. The duties of this committee shall be to distribute, collect and count the ballots, and report the results back to the President.
3. A majority vote shall be necessary (excluding abstentions and blank votes) to elect any Director. If the results of any balloting where there are more than two candidates for any office do not show a majority, a run-off election shall be conducted between the two candidates having the highest number of votes.
4. If more names than the number of Directors to be elected are placed in nomination, then the persons receiving the highest number of votes, up to the maximum number of Directors to be elected, shall be declared to be elected.
5. All Directors shall be elected for a term of three (3) years.
6. All Board Members shall, upon their election, immediately assume the oath, and enter upon the performance of their duties and shall continue in office until their successors are duly elected and qualified, unless the election required by this section shall not have been held, in which case the term shall end and the position be deemed vacant.
7. No more than one individual from the same business may serve as a Director.

Section 4. Duties

Section 4.1 President

The President shall, by virtue of his office, be Chairman of the Board of Directors, and shall be a member ex officio, with a right to vote on all committees.

The duties and responsibilities of the President include the following:

1. shall at all times ensure compliance with these Bylaws of the Association.
2. shall preside at all membership meetings.
3. shall be impartial and impersonal in his thoughts and actions, and shall ensure that facts presented are clear, that correct procedures are observed, and that motions are completed

in a reasonable time frame restricting discussion to subjects under consideration.

4. shall open all meetings on time or as soon as a quorum is present, shall announce in order the business of any meeting, and shall have minutes presented, corrected and approved.

5. shall discuss motions made and keep members informed on progress, shall restate and have clarification made of each motion, and shall conduct a vote on each motion and announce the results.

6. shall present or have presented any acts, orders or proceedings for the Association.

7. shall see that all books, reports and certificates as required by law are properly kept.

8. shall be one of the Officers who may sign checks, drafts, or legal documents of the Association.

9. shall sign, or authorize the Executive Director to sign, all communications addressed from the Association.

10. may present at each Annual Meeting of the Association an Annual Report of the work of the Association.

11. shall appoint all committees and committee chairpersons, temporary or permanent.

12. may sit on committees and may be the chairperson of such committees, at his discretion.

13. shall act as a representative of the Association to all outside persons and organizations, or, subject to approval by the Board of Directors, appoint delegates and alternates to provide proper representation.

Section 4.2 Vice-President

The duties of the Vice-President shall include the following:

1. The Vice-President will serve in the absence of the President. In the case of permanent disability or absence of the President, the Vice-President will assume the position and responsibilities of the office of President, for the remainder of the current term.

2. shall familiarize himself with the actions, duties and responsibilities of the President such that he may become a viable and worthy candidate for the office of President at the next election.

3. may be one of the Officers who may sign checks or drafts of the Association, in the absence of the President.

4. shall receive and execute any and all duties and responsibilities delegated to him by the President.

5. shall sit on various committees and may be the Chairperson of such committees as appointed by the President.

6. shall remain current with all aspects of the issues, activities, and needs of the Association, shall report to the President on these on an ongoing basis, and may report to the Board of Directors on these at Board Meetings.

Section 4.3 Treasurer

The Treasurer shall be the custodian of all funds of the organization. He shall keep accurate books of account, showing at all times the amount of money in possession and shall render, from time to time, full and complete records to the organization as to income,

disbursements and balance on hand. The Treasurer shall prepare and present to the Board an annual budget for the Association. The Treasurer shall see that all sums are deposited in an account or accounts in the name of the Association in such bank, banks or savings institutions approved by the Board of Directors, and may make a report at the Annual Meeting or when called upon by the President.

The funds, books and vouchers in his hands shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. At the expiration of his term in office, the Treasurer shall deliver over to the successor all books, monies and other property, or, in the absence of a Treasurer-elect, to the President. The Treasurer shall be one of the persons with authority to sign checks and drafts of legal documents of the organization. The Treasurer shall be a member of the Board of Directors.

Section 4.4 Secretary

It shall be the duty of the Secretary to give notice of and attend all meetings of the Association and keep minutes and records of the Association. The Secretary shall carry into execution all orders, votes and resolutions not otherwise committed. The Secretary shall notify Officers and members of the Association of their appointment to all other committees. At the request of the committee chairman, the Secretary shall give notice of the meetings to the committee. At their discretion, the Secretary may delegate some or all of the above duties to the Executive Director. The Secretary or their designee shall prepare, under the direction of the Board of Directors, an Annual Report of the transactions and condition of the Association and generally shall devote their best efforts to forwarding the objectives of the Association and advancing its interest.

The Secretary shall be the official custodian of the records and seal, and all emblems indicating membership in, the Association, keep a list of the members of the Association, or, at their discretion, shall delegate such duty to the Executive Director. The Secretary shall be a member of the Board of Directors. In case of absence or disability of the Secretary, the Board of Directors may appoint a Secretary pro tem. The Secretary shall give and serve all notices to members of the Association and shall receive and conduct all correspondence on behalf of the organization, or delegate such duty to the designee.

Section 4.5 Directors

The Board of Directors, individually and collectively, shall be responsible for the direction and action of the Association. Specific duties include, but are not limited to:

1. Devise and carry into execution any measures as it deems proper and expedient, to promote the objectives of the Association and to best protect the interests and welfare of its members and of the general public.
2. Actively contribute to the planning and execution of the objectives of the committee(s) and of the Association.
3. Hold meetings at such times and places as it deems proper.
4. Admit, suspend, expel or discipline members.
5. Audit bills and disperse funds of the organization.

6. Print and circulate documents and publish articles.
7. Carry on correspondence and communication with other organizations interested in the industry as well as with local, state and federal legislators.
8. Regularly attend board meetings and general membership meetings, and, specifically, not fail to attend two (2) consecutive board meetings without good prior reason acceptable to the Board of Directors.

Section 5 Absence

Any Board Member having missed three consecutive Board Meetings without sending a prior communication to the President, Secretary or Executive Director may be deemed to have terminated their position. In the event of a communicated excuse, the Board of Directors will determine whether the Board Member shall be terminated.

Section 6 Vacancies

All vacancies in any office, whether resulting from suspension, termination, resignation, or other cause, may be filled by the Board of Directors without delay, at its next regular membership meeting, or at a special meeting called for that purpose. Whenever a vacancy occurs in the Board, it may appoint a member in good standing to serve until the next annual meeting of the Association, at which time a Director shall be elected for the remainder of the un-expired term in which the vacancy occurred.

Section 7 Compensation

No Officer or Director shall be entitled to receive salary or compensation. The Association may reimburse an Officer or Director or member for any authorized expense incurred on behalf of the Association.

Section 8 Removal of Directors

A Director may be removed from office by a vote of 2/3 of the full Board of Directors, whenever, in the judgment of the Board, the best interest of the Association will be served thereby.

ARTICLE 7

Voting and Elections

Section 1 Eligibility

All Officers and Directors attending shall have voting privileges on the Board.

Section 1.1 Board of Directors Votes

In votes taking place during Board of Directors meetings, all Board Members shall have the right to vote. The Executive Director shall not have the right to vote.

Section 1.2 General Membership Votes

General membership votes may take place at any Annual Meeting, Regular Meeting, or Special Meeting. Any member of a firm or an officer of a corporation may represent it at any meeting. A member firm or corporation may have more than one employee at a meeting, but each member firm or corporation shall be entitled to only one vote. No member shall be entitled to vote unless the member's dues are not more than 60 days in arrears and he is otherwise in good standing; but no member may vote for the election of Directors unless his dues are fully current. Abstentions or blank ballots shall be considered in determining whether a majority exists in favor of a proposition.

Section 2 Nominations

Each member of the Nominating Committee shall have one vote, and a majority of votes cast shall be necessary to nominate. The Nominating Committee shall present its list of nominations at a Board Meeting at least 30 days prior to the election to be held at the annual meeting in September. This list shall consist of eligible and qualified candidates for the Board of Directors, the minimum and maximum number of which shall not exceed that specified in Article 6, Section 1.

The Association shall present to the general membership the list of nominations, in writing, by means of electronic communication, at the email which appears in the membership records of this Association, no later than thirty (30) days prior to the election. This communication shall clearly describe the nominating and election process. Members in good standing may nominate any eligible and qualified member in good standing for an elected position that is being decided for the noticed election. No person may be nominated unless his dues have been paid, he meets the eligibility requirements stated in Article 6, Section 2, and he is otherwise in good standing with the Association. Any eligible and qualified member seeking election to a Director position, and not having been nominated by the Nominating Committee, shall be added to the slate of nominations only after a written motion from the general membership (or board), received by the Association no later than fifteen (15) days prior to the annual meeting when the election is to take place.

Nominations are not permitted to be made from the floor. The Secretary or the Executive Director shall cause to be electronically transmitted to each member a notice stating the candidates nominated for election no later than twelve (12) days prior to the meeting.

At the annual meeting, the Chairman of the Nominating Committee will first present his report, which will include nominations for elected Directors having been submitted by the Nominating Committee, and those having been submitted by the general membership.

Section 3 Voting Method

At all meetings, except for the election of Directors, all voting shall be by a voice vote or show of hands. At any Annual, Regular, Special, or Board Meeting, an issue may be voted upon by written ballot if a majority of those present so requires. Election of Officers and Directors shall be by secret written ballot unless a majority of those present shall favor balloting by voice vote or show of hands. Written ballots cannot be cast electronically.

Section 4 Proxy Votes

Proxy votes are not permitted at Annual, General, and Board of Directors meetings.

Section 5 Inspectors of Election

At all votes by ballot, the Chairman of such meeting shall, immediately before the commencement of the balloting, appoint a committee of three who shall act as “Inspectors of Election” and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results. A copy shall be saved with the minutes of that meeting. No Inspector of Election shall be a candidate for office or shall be personally interested in the question being voted upon.

ARTICLE 8

General Meetings

Section 1 Notice of Meetings

Notice shall be sent to the membership by electronic communication no less than twenty one (21) days prior to the scheduled date of a General Meeting.

Section 2 Order of Business

The order of business shall be as follows at all general meetings of the Association:

1. Commencement and introduction of the meeting and introduction of the President by the Executive Director.
2. Roll call or sign in registration.
3. Reading or publication of the minutes of the previous general meeting.
4. President’s report on any significant Association matters occurring since the previous general meeting. This report shall include committee matters, and old and new business.
5. Treasurer’s report for inspection by members in good standing.
6. Received communications for inspection by members in good standing.
7. Elections to fill vacant offices.
8. Election of new members.
9. Core meeting subject matter, guest speaker(s), etc.
10. Adjournment.

Section 3 Board of Directors Meetings

The order of business shall be as follows at all meetings of the Board of Directors:

1. Roll call or sign-in registration and pledge of allegiance.
2. Distribution (unless done prior) and review of the minutes of the previous Board of Directors meeting, and subsequent amendment(s), if necessary, and approval.
3. Election of new members and election of new Officers or Directors to fill vacancies.
4. Treasurer’s report.
5. President’s report.
6. Vice-President’s report.

7. Executive Director's report.
8. Committee reports.
9. Old and unfinished business.
10. New business.
11. Good and welfare.
12. Adjournment.

Section 4 Exceptions

Any question as to the priority of business at both general meetings and Board of Directors meetings shall be decided by the President, unless overruled by a majority of the Board. The Order of Business may be altered or suspended at any meeting by the President, unless overruled by a majority of the Board.

The President may elect to delegate some or all of his responsibilities to another officer of the Association at any general membership meeting or Board of Directors meeting.

The conduct of all meetings of the Association shall be governed by Robert's Rules of Order, except where in conflict with these Bylaws, in which events the Bylaws shall control.

ARTICLE 9

Committees

Section 1 Appointment

The President shall appoint all committees, as well as each committee Chairperson, but may choose to delegate such responsibility to the Vice-President. Members of the Board of Directors may serve on Committees, but, whenever possible, at least one member of each committee shall not be an Officer or Director of the Association. Committee members shall hold office until the next Annual Meeting of the Association or until their successors have been appointed, unless sooner terminated by action of the President or Board of Directors.

Section 2 Committee Chairperson

The Committee Chairperson shall oversee, direct and participate in the work of the committee, and shall report on this work to the President as needed, and to the Board of Directors at each Board Meeting. Reports to the President and the Board shall either be verbal or written, as dictated by the President.

Section 3 Nominating Committee

During the month of April of an election year, the President shall appoint a Nominating Committee consisting of at least five members.

ARTICLE 10

Amendments to Bylaws

Section 1 Amendments

These Bylaws may be amended, repealed, or added to by a 2/3 vote at any duly organized meeting of the Board of Directors, provided that the proposed change(s) are submitted in writing to the Secretary at least one meeting prior to the time of the meeting where the change(s) will be voted on; and

by a 2/3 vote at any regular or special meeting of the Membership of the Association, provided the proposed change(s) are conveyed to the Membership at least thirty (30) days prior to the time of the meeting where the change(s) will be voted on.

ARTICLE 11

Fiscal Year

Section 1 Definition

The fiscal year of this Association shall commence on January 1 of each year and shall end on December 31 of the same year.

ARTICLE 12

Miscellaneous

Section 1 Association Property

All plaques, signs, literature, equipment, etc. that are to be used or displayed by the Association's members, and any intellectual property belonging to the Association, shall remain the property of the Association and may be recalled at any time.

ARTICLE 13

Oath of Office

Section 1 Definition

I, [repeat name], sincerely support the objectives and purposes set forth in this Association's Bylaws. I solemnly promise and swear on my honor to protect, defend and uphold all of its rules and regulations. I further promise and swear to discharge faithfully, to the best of my ability, the duties of the [state your office].

ARTICLE 14

Procedures

Section 1.1 Conflicts of Interest

In order to avoid conflicts of interest among Association volunteers and professionals, the following procedures shall be adhered to at all times:

1. Those responsible for nominating or appointing leaders to positions on the Board, committees, and other governing bodies, as well as those responsible for interviewing and hiring employees, shall be alert for possible conflicts and should explore questionable situations thoroughly before making the nomination, appointment, or hiring decisions.
2. When conflicts or potential conflicts arise, they should be evaluated thoroughly, using the assistance of association legal counsel if necessary, and resolved appropriately.
3. Where individuals serving voluntarily on behalf of the Association are also engaged in a capacity as vendors to the Association or its members, special attention should be given to ensure that the individuals provide full disclosure and avoid participation in related issues at the Association.
4. Each year, volunteer members of boards, committees, and other governing bodies of the Association, as well as Association employees, shall disclose to the Association, via the form provided in Section 1.2, any situations or areas of actual or potential conflicts of interest. Any conflict or potential conflict which may arise shall be immediately disclosed to the Board of Directors or the President as the case may warrant. These forms shall be reviewed by the Board of Directors of the association, with the exception of those forms submitted by the Board of Directors, which shall be reviewed by the President.

Conflicts of Interest Disclosure Form

As a volunteer or professional of the Association, I recognize that I owe duties of care and loyalty to the Association. One aspect of fulfilling those duties is to avoid conflicts of interest in which my allegiance might be split between an Association position or responsibility and some other professional, business, or volunteer position or responsibility. To help avoid conflicts, on this form I am disclosing other situations or areas in which it might even appear that I have conflicting duties to other entities. I invite any further review by the Association of any aspects of these situations or areas that might be considered appropriate. Also, I will take other steps, such as avoiding deliberation and resolution of certain issues,

voting, or even withdrawing from my position in the Association, if it is determined that those steps are necessary to protect against legal liability to the Association or to me arising from conflicts of interest.

1. Professional, business, or volunteer positions or responsibilities that might give rise to conflicts:

2. Situations in which I am serving as a vendor, or am employed by a vendor, to the Association or its members.

3. I know of no professional, business, or volunteer position or responsibility, including vendor situations that might give rise to conflicts (check here): _____.

4. I hereby disclose the following conflicts or potential conflicts

Signature

Date

Association Position

Section 2 Confidentiality

All Members of the Board of Directors, all employees, and all volunteers of the Association shall be required to sign a confidentiality agreement.

Confidentiality Agreement

This Confidentiality Agreement (the "Agreement") is entered into by and between the New Jersey Energy Marketers Group (the "Association") and the undersigned individual (the "Recipient"), as a condition of service as a Board Member, employee, contractor, or volunteer of the Association.

1. Confidential Information

The Recipient acknowledges that during their service with the Association, they may have access to proprietary, sensitive, or otherwise confidential information, including but not limited to financial data, membership records, strategic plans, and other non-public information ('Confidential Information').

2. Non-Disclosure

The Recipient agrees not to disclose, discuss, or otherwise make available any Confidential Information to unauthorized persons or entities, both during and after their service with the Association, without prior written consent from the Board of Directors.

3. Use of Information

The Recipient shall use Confidential Information solely for the purpose of fulfilling their duties to the Association and not for personal gain or the benefit of any third party.

4. Return of Materials

Upon termination of their service, the Recipient agrees to return or destroy all documents, records, or other materials containing Confidential Information.

5. Breach and Remedies

Any breach of this Agreement may result in disciplinary action, including removal from office, termination of membership, or legal action as deemed appropriate by the Association.

6. Acknowledgment

By signing this Agreement, the Recipient acknowledges that they have read, understood, and agreed to abide by its terms and conditions.

Recipient Name & Signature

Date: _____

ARTICLE 15

Dissolution For 501 (c) (6)

Upon the dissolution of the Association, and after paying or making provision for the payment of all debts, liabilities, and obligations of the Association, any remaining assets shall be distributed among the members in good standing at the time of dissolution. Distribution shall be made in proportion to the dues paid by each member during the current fiscal year, or in such manner as the Board of Directors may determine to be fair and equitable, consistent with applicable state law.