

**THIRD AMENDED AND RESTATED BY-LAWS
OF
THE ASSOCIATION OF MATHEMATICS TEACHERS OF NEW JERSEY INC.
(A New Jersey Non-Profit Corporation)**

ARTICLE I – NAME AND PURPOSE

1. Name. The corporation will be called the Association of Mathematics Teachers of New Jersey Inc. (referred to herein as “AMTNJ” or the “Association”).
2. Purpose. The objective of the Association shall be to promote learning and teaching of mathematics at all education levels.

The achievement of this objective will be made through activities of the Association, which provide a medium for exchange of views regarding the teaching of mathematics, and intend to influence curriculum and methods in schools.

Further progress toward this objective will be made by encouraging an active interest in mathematics and professional involvement of teachers at all levels of mathematics education. The Association will encourage students of mathematics to continue their study of the subject and will encourage members of the Association to become involved and influential in all facets of mathematics and mathematics education in the State of New Jersey.

The Association is organized for educational and charitable purposes for the furtherance of mathematics education in compliance with section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE II – ELIGIBILITY FOR MEMBERSHIP

1. Membership. Any person who is interested in promoting the objectives of the Association is eligible for membership. Membership is maintained by the payment of annual dues as prescribed in these By-Laws.

Classes of Membership in the Association shall be:

(a) Active. Active membership in the Association shall be open to persons who are involved in the teaching of mathematics in public or private educational institutions of the elementary, secondary, and college level and/or persons interested in mathematics education.

(b) Student. Student membership will be open to all full-time students in any college or university.

(c) Honorary. Honorary lifetime membership shall be awarded to the following persons:

- (i) all past presidents of the Association, at the Annual Business Meeting (as defined in Article II, Section 2(a) of these bylaws) following completion of their term as past president;
- (ii) past and present winners of the Max Sobel Award for Outstanding Service and Leadership in Mathematics Education, at the Annual Business Meeting following receipt of the Award; and
- (iii) any member who is recognized by the Board (as defined in Article IV, Section 1 of these By-Laws) at the Annual Business Meeting for:
 - (A) his/her outstanding contribution of services to the Association. This recognition shall be awarded to no more than one (1) member each year, and shall be awarded only if the Board determines in its sole and absolute discretion that a member has made a unique and exemplary contribution of his/her services.
 - (B) his/her outstanding monetary contribution to the Association. The level of monetary contribution required for an individual to be awarded this recognition shall be determined by the Board in its sole and absolute discretion.

The membership year of the Association runs from January 1 to December 31.

2. Meetings of Members.

(a) Regular Meetings. A regular annual meeting of the members (the “Annual Business Meeting”) shall be at the time of one of the Association’s programs, upon not less than ten (10) nor more than sixty (60) days written notice of the time and place of the meeting. At the Annual Business Meeting, the members shall elect the officers and trustees of the Association and conduct such business as may come before the Board.

(b) Special Meetings. Special meetings of the members for any purpose or purposes may be called at any time by the president. Such meetings shall be held upon not less than seven (7) days notice whether given personally, by telephone, by e-mail or by depositing notice in the United States mails, postage prepaid. Such notice shall specify the time and place of the meeting.

(c) Quorum. At any meeting of the membership where the members are authorized to conduct business, the total number of members present at such meeting shall constitute a quorum for the transaction of business, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the membership.

(d) Procedural Guidelines. Robert’s Rules of Order shall be the procedural guidelines for all meetings of the Association.

ARTICLE III – OFFICERS

1. Officers. Officers of the Association shall be the following: president, president-elect, immediate past-president, two (2) vice-presidents, one or two secretaries (the offices of recording secretary and corresponding secretary may be held by one or two persons), two (2) co-treasurers, twelve (12) members at large and four (4) executive coordinators. All officers must be members of the Association. The membership will use reasonable efforts to elect officers reflecting regionalized representation.

2. Elections.

(a) The office of president-elect and the two vice-presidents (1st vice-president and 2nd vice president) shall be elected for a one-year term by a majority of the membership present at the Annual Business Meeting. The president-elect will succeed the president in that office. An incumbent in the above offices may not succeed himself/herself.

(b) The offices of recording secretary, corresponding secretary, two (2) co-treasurers and four (4) executive coordinators shall be elected by a majority of the membership present at the Annual Business Meeting for a term of three (3) years and may serve consecutive terms. Either one or two persons may be elected to fill the positions of recording secretary and corresponding secretary. Notwithstanding the foregoing, the first time the four (4) executive coordinators are elected, those officers may be elected by the Board of Trustees at a special meeting for one, two or three year terms in order to provide for staggered elections going forward.

(c) Of the twelve (12) members-at-large, six (6) will be elected each year, two (2) from each region for a two-year term by a majority of the membership present at the Annual Business Meeting. Members-at-large may serve consecutive terms.

3. President. The president will preside at all meetings of the Association and will serve as chairperson of the Board of Trustees. The president will be expected, with the aid of the Board of Trustees, to create the proper environment in order that the Association attains its objectives. The president may enter into and execute in the name of the Association contracts or other instruments not in the regular course of business that 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, and, in this capacity, is accountable to the membership; therefore, the president has final decision-making responsibility on all actions and programs of the Association. The president may delegate from time to time to any other officer, any or all of such duties and authority.

4. President-Elect. Should the president be unable to continue in office as a result of a resignation or illness, the president-elect will act as president for the remainder of the term of office. The president-elect may accept the presidency for a new term upon completing the unexpired term of the president. In the event the president-elect is unable to assume the office of president under the above conditions, then the vice-presidents in order of seniority of office will act as president.

5. Immediate Past President. The immediate past president will provide senior counsel to the president when appropriate, and will serve as a committee, program and/or conference chairperson as necessary. In the event that no vice-president is able to assume the office of president, the immediate past president serve as acting president with the primary responsibility of holding an emergency election, as immediately as is reasonable, to fill vacant office(s), including the presidency. If the immediate past president is unable to serve, the next most immediate past president in reverse chronological order who is able to serve would become the acting president.

6. Vice-President. The vice-presidents serve, along with the president-elect, as special council to the president and may be called upon to head a task force as needed and defined by the Board of Trustees. Subject to the approval of the president, each vice-president will be assigned the responsibility of chairing a conference or program committee for the Association.

7. Secretary(ies). The following secretary positions may be filled by electing one or two persons, as determined by a majority of the members present at an Annual Business Meeting at which an election of secretary(ies) occurs.

(a) Recording Secretary. The recording secretary will maintain a detailed record of the proceedings of the Association and meetings of the Board of Trustees. All official correspondence will be the responsibility of the recording secretary and made an official part of the Association's permanent file. The recording secretary will retain an official file which will include all Association business.

(b) Corresponding Secretary. The corresponding secretary, in an effort to promote the collaborative philosophy of the Association, will communicate at the request of the president and Board of Trustees with other educational associations, the New Jersey Department of Education, colleges and universities, business and industry, and with other appropriate groups and the community-at-large. The corresponding secretary shall also write letters of appreciation and general correspondence as needed.

8. Co-Treasurers. The co-treasurers will receive all dues and other income on behalf of the Association. The funds of the Association will be deposited in a commercial bank which is insured by the federal government. The title of each account, savings and checking, will be the same as the name of the Association. The co-treasurers will pay all bills authorized by the Board of Trustees. All records of transactions are to be kept by the co-treasurers. Bills are to be paid by the co-treasurers only when the Association's official voucher has been received from the particular chairperson whose account is to be charged. The financial records of the co-treasurers will be checked and audited annually by a duly authorized accountant approved by the Board of Trustees. An annual report will be submitted to all members present at the Association's Annual Business Meeting and at such other occasions as required by the Board of Trustees.

9. Members-at-Large. There will be twelve (12) members-at-large. Each region of the state: north (Bergen, Essex, Hudson, Morris, Passaic, Sussex, and Warren counties), central (Hunterdon, Mercer, Middlesex, Monmouth, Ocean, Somerset, and Union counties), and south (Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester, and Salem counties) will be represented by four members-at-large, who live or work in the region. The members-at-large will

coordinate the regional mathematics meetings, assist with the annual meeting, foster membership in their region, help the Newsletter and Journal by sharing ideas and news from their region, and encourage teachers from their area to join the AMTNJ Volunteer Registry.

10. Executive Coordinators. There will be four (4) executive coordinators, who will have the following responsibilities:

(a) Executive Coordinator – Scholarship Program. The executive coordinator – scholarship program will be responsible for coordinating the Association’s scholarship program. In addition, the executive coordinator – scholarship program will serve as an ex officio member of all committees of the Association with activities relating to the scholarship program, and such executive coordinator will have oversight responsibilities with respect to those committees’ activities.

(b) Executive Coordinator – Teacher Outreach. The executive coordinator – teacher outreach will be responsible for providing to the members alternative professional development opportunities and educational seminars, other than that offered as a traditional conference. In addition, the executive coordinator – teacher outreach will serve as an ex officio member of all committees of the Association with activities relating to such alternative programs, and such executive coordinator will have oversight responsibilities with respect to those committees’ activities.

(c) Executive Coordinator - Student Outreach. The executive coordinator - student outreach will be responsible for providing educational programming, contests, and other opportunities to New Jersey mathematics students. In addition, the executive coordinator – student outreach will serve as an ex officio member of all committees of the Association with activities relating to such student-oriented programs, and such executive coordinator will have oversight responsibilities with respect to those committees’ activities.

(d) Executive Coordinator – Communications. The executive coordinator – communications will be responsible for the Association’s public relations and publicity, including its publications and website. In addition, the executive coordinator – communication will serve as an ex officio member of all committees of the Association with activities relating to public relations and publicity, and such executive coordinator will have oversight responsibilities with respect to those committees’ activities.

11. Vacancies.

(a) In the event of a vacancy for any reason in the office of president, president-elect, or 1st vice-president, the rules of succession set forth in Article III, Section 2(a) shall apply, and after application of such rules, any remaining vacancy in those offices may be filled by electing a member to fill such vacancy at a special meeting of the Board of Trustees, to serve until the expiration of the term of such office.

(b) In the event of a vacancy for any reason in the position of immediate past president or any office not governed by Section 11(a) above, a new officer may be elected at a

special meeting of the Board of Trustees to serve until the expiration of the term of the office being filled. The Board of Trustees will use reasonable efforts to fill a vacancy in the office of immediate past president with another past president of the Association.

ARTICLE IV – BOARD OF TRUSTEES

1. Board of Trustees. The management of the Association will be vested in a Board of Trustees (referred to herein as the “Board of Trustees” or the “Board”), composed of the aforementioned officers of the Association, the immediate past president, and the twelve members-at-large. The president of the Association shall be the chairperson of the Board of Trustees.

2. Powers of the Board. The Board, fully aware of the goals of the Association and representing the membership, will determine the policies and supervise the affairs of the Association in accordance with these By-Laws.

3. Removal of Trustees. Any one or more of the trustees may be removed for cause by action of a majority vote of the Board. A Board member who has been absent from three consecutive meetings will be automatically dropped from the Board of Trustees. Following the second absence, the member is to be notified by the secretary, acting on behalf of the Board of Trustees, of this policy. Should said member be absent a third time, a letter shall be sent to the member notifying him/her of his/her removal from the Board.

4. Meetings of the Board.

(a) Regular Meetings. A regular meeting of the Board shall be held four (4) times in each Business Year, generally in October, January, March and May, upon not less than ten (10) nor more than sixty (60) days written notice of the time, place and purpose of the meeting at such time and place as shall be specified in the notice of meeting. Additional regular meetings may be provided by resolution adopted at any meeting of the Board with notice provided to members not present at the time of the adoption of the resolution.

(b) Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the president. Such meetings shall be held upon not less than two (2) days notice given personally or by telephone or e-mail, or upon not less than seven (7) days notice given by depositing notice in the United States mails, postage prepaid. Such notice shall specify the time and place of the meeting.

(c) Waivers Of Notice Of Board Meetings; Adjournments. Notice of a meeting need not be given to any trustee who signs a waiver of notice before or after the meeting, or who attends the meeting without protesting the lack of notice. Neither the notice nor waiver of notice of such meeting of the Board need specify the purpose of such meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the adjourning meeting and if the period of adjournment does not exceed ten (10) days in any one adjournment.

(d) Action Without Meeting. The Board or any committee of the Board may act without a meeting if each trustee or committee member shall consent in writing to such action

prior to or subsequent to the action. Such written consent or consents shall be filed with the minutes of Board meetings.

(e) Meeting By Telephone. The Board or a committee of the Board may participate in a meeting of the Board or such committee by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear one another.

(f) Resignation. A trustee may resign at any time by giving written notice to the Board, the President or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

(g) Quorum. One-third of the voting members of the Board shall constitute a quorum for the transaction of business and the vote of a majority of the Board members present at a meeting at which a quorum is present shall be required for action by the Board.

ARTICLE V – COMMITTEES

1. Standing Committees. The following are standing committees of the Association.

(a) Executive Council. The Executive Council shall consist of the president, president-elect, immediate past president, two vice-presidents, recording secretary, corresponding secretary, and co-treasurers. The Council will be empowered to act for the Association in those situations which are not appropriate for the convening of the Board of Trustees and for which action is needed prior to the next scheduled meeting of the Board of Trustees. Decisions of the Executive Council should be reached through a transparent consensus-building process. The president, in consultation with the officers, may also appoint ex-officio members, ad-hoc members and/or honorary members of the Board, who shall be invited to attend meetings but shall not have any voting rights. The Council is expected to chart the directions of the Association for the year of its tenure (with the approval of the Board of Trustees). The president will be chairperson of the Council.

(b) Membership Committee. The president, with the approval of the Board of Trustees, will appoint a chairperson and a committee to carry out the responsibilities of the membership committee. The committee will be charged with the responsibility for developing and implementing such activities as approved by the Board of Trustees to alert interested persons throughout the state of the work of the Association and to recruit members.

(c) Journal Committee. The president, with the approval of the Board of Trustees, will appoint an editor or co-editors as chairperson(s) and a committee to constitute a group responsible for publishing the Journal at least two times a year.

(d) Newsletter Committee. The president, with the approval of the Board of Trustees, will appoint an editor or co-editors as chairperson(s) and a committee to constitute a group responsible for publishing the Newsletter at least three times a year.

(e) Nominating Committee. The immediate or most recent past-president will serve as chairperson and select two voting members from the Board and two non-Board members as the nominating committee. The committee will meet within two months following selection of the committee. The purpose of the meeting is to review the positions on the Board of Trustees for which nominations are to be made. The committee, working closely with the president-elect, will meet periodically to discuss potential nominees for the elected officers. The committee, through its chairperson, is to formally submit its slate of nominees at the Association's annual business meeting. The committee will also be advised of vacancies of elected offices on the Board of Trustees for which the committee is to nominate a replacement. Reasonable efforts will be made to assure regional representation on the Nominating Committee.

(f) Budget Committee. The budget committee shall consist of the president-elect as chairperson, the co-treasurer and the two vice-presidents. The president-elect shall serve as chairperson. At the Association's annual business meeting, the committee shall submit a budget for the approval of the membership.

2. Other Committees. The president, with the approval of the Board, may establish additional committees as needed to serve the interest of the Association. Such committees shall have one or more members and may include persons who are not trustees, provided that at least one member of each committee shall be a trustee and that any act of any committee which has members who are not trustees shall be advisory, shall not bind the Board or the Association and shall be subject to Board approval. Such additional committees may include (but shall not be limited to) the following:

(a) Awards Committee. The president, with the approval of the Board of Trustees, may appoint a chairperson and a committee to carry out the AMTNJ Awards program as approved by the Executive Council.

(b) Contest Committee. The president, with the approval of the Board of Trustees, may appoint a chairperson and a committee to coordinate the work of any contest approved by the Board of Trustees.

(c) Sales Committee. The president, with the approval of the Board of Trustees, may appoint a chairperson and a committee to be responsible for the sales of AMTNJ and National Council of Teachers of Mathematics (NCTM) materials at the conferences.

(d) Publicity and Public Relations Committee. The president, with the approval of the Board of Trustees, may appoint a chairperson and committee to carry out the task of publicity.

(e) Volunteer Registry Committee. The president, with the approval of the Board of Trustees, may appoint a chairperson and a committee to maintain a registry of all members who have offered their services to AMTNJ and make the names available to those committees who need workers.

(f) Affiliations Committee. The president, with the approval of the Board of Trustees, may appoint as many members as needed to represent the Association's best interests with other professional organizations.

3. Committee Actions.

(a) Each committee, to the extent provided in the resolution, shall have and may exercise the authority of the Board, except that no such committee shall:

- (i) make, alter or repeal any bylaw of the Association;
- (ii) elect or appoint any officer or trustee, or remove any officer or trustee; or
- (iii) amend or appeal any resolution previously adopted by the Board.

(b) The president, with the approval of the Board, may:

- (i) fill any vacancy in such committee;
- (ii) appoint one or more persons to serve as alternate members of any such committee, to act in the absence or disability of members of any such committee with all the powers of such absent or disabled members of a committee;
- (iii) abolish any such committee at its pleasure; or
- (iv) remove any members of such committee at any time, with or without cause.

(c) A majority of the voting members 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 at which a quorum is present shall be the act of such committee. In the event of a vacancy in the chairmanship, the president, with the approval of the Board, shall fill the vacancy.

(d) Actions taken at a meeting of any committee shall be kept in a record of its proceedings which shall be reported 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 shall, if not made at the first meeting, be made to the Board at its second meeting following such committee meeting.

4. Regional Representation. The Board of Trustees will use reasonable efforts to nominate officers and appoint committee members reflecting regionalized representation. The Association's officers and committees will use reasonable efforts to address the needs of the members of the various regions within the State of New Jersey in an equitable manner.

ARTICLE VI – PROGRAMS

1. Annual Programs. The Board of Trustees may authorize the formation of programs consistent with the purposes of the Association. The Association intends to sponsor at least three regular programs during the year. The Annual Business Meeting will be held at one of these programs.

2. Regional Representation. The Board of Trustees will use reasonable efforts to sponsor programs that serve the members of the various regions within the State of New Jersey in an equitable manner.

ARTICLE VII – PUBLICATIONS

1. The Journal. The official journal of the Association will be the New Jersey Mathematics Teacher. The editor or co-editors will establish the publication dates of the journal and any other publications at the Annual Business Meeting. The journal will not be used to serve the interest of any commercial or profit-making organization unless properly labeled as an advertisement and satisfying the criteria for advertising established by the council. Exceptions to the foregoing will need the approval of the Board of Trustees.

2. Newsletter. The official newsletter of the Association will be The AMTNJ Newsletter. The editor or co-editors will establish the publication dates of the Newsletter at the Annual Business Meeting. The Newsletter will not be used to serve the interest of any commercial or profit-making organization unless properly labeled as an advertisement and satisfying the criteria for advertising established by the council. Exceptions to the foregoing will need the approval of the Board of Trustees.

ARTICLE VIII – DISSOLUTION OF THE ASSOCIATION

1. Dissolution. The Association of Mathematics Teachers of New Jersey will be dissolved only by a vote of at least 2/3 of the voting members of the Board of Trustees and a vote of at least 2/3 of the voting members at a regular or special meeting of the membership.

Upon the dissolution of the Association the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or mathematical purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

ARTICLE IX – AMENDMENTS

1. Procedure. These By-Laws may be amended by a two-thirds vote of those present at any regular or special meeting of the membership. Each member is to be sent notice of the proposed amendment at least two (2) weeks prior to the meeting in question.

ARTICLE X – DUES

1. Active Member. Interested persons will be classified as active members by paying dues as established by the Board of Trustees. Each active member shall have voting privileges, be eligible to serve on the Board of Trustees, and receive all publications and announcements.

2. Student Member. A full-time student at a college or university shall be eligible for a student membership. Dues for a student member shall be 50% of the members' dues. A student

member will be entitled to all publications and announcements but will not have voting privileges.

3. Retired Member. The Board of Trustees may establish a discount for the dues of members who have retired from the teaching of mathematics, as it deems appropriate, and/or for other categories of members. Each retired member shall have voting privileges, be eligible to serve on the Board of Trustees, and receive all publications and announcements.

4. Honorary Member. An honorary member shall not be required to pay dues to the Association for honorary lifetime membership. Each honorary member shall have voting privileges, be eligible to serve on the Board of Trustees, and receive all publications and announcements.

ARTICLE XI – TIME PERIODS

1. Business Year. The Association's business year will be from January 1 through December 31 of each calendar year. The term of the officers and any other members of the Board of Trustees will coincide with the Association's business year.

2. Membership Year. The Association's membership year will be from January 1 through December 31 of each calendar year.

3. Fiscal Year. The Association's fiscal year will be from January 1 through December 31 of each calendar year.

ARTICLE XII – DISBURSEMENT OF FUNDS

1. Expenses. The co-treasurers are empowered to pay all expenses, upon receipt of the proper voucher, as budgeted or approved by the Board of Trustees. Bills submitted by the president that are in furtherance of the Association's purposes, but were not previously authorized by the Board of Trustees, are to be paid by the co-treasurers provided the bill does not exceed \$500.00 per event or a total of \$2,000.00 for the year.

2. Receipts. Monies received by the Association will be placed in such accounts that are insured by FDIC as established by the Board of Trustees.

ARTICLE XIII – PROGRAM EXPENDITURES

1. Program Budget. Program committees are charged with the responsibility of planning their meeting within the budget amount.

ARTICLE XIV – RECORDS AND PROPERTY

1. Historian. The president, with the approval of the Board of Trustees, may appoint a Historian who is responsible for the collecting, organizing, and filing of important items of

business for the year. The file is to be added to the present file and passed on to the next Historian.

ARTICLE XV – NOTICE BY E-MAIL

Notwithstanding any other provision contained in these By-Laws, and in addition to any method of providing notice otherwise described herein, any notice required or desired to be given pursuant to these By-Laws may be given by sending an e-mail to the current e-mail address for the recipient contained in the Association's records.

Approved at the Annual Business Meeting, October 23, 2014