

**ASSOCIATION OF PROFESSIONALS  
TREATING PROBLEM GAMBLING, INC.**

**BY-LAWS**

**SECTION 1. Board of Trustees** - The activities of the Corporation shall be managed by the Board which shall consist of five (5) Trustees (the "Board"). The initial Board of Trustees shall be those persons whose names are set forth in the Certificate of Incorporation. Successor Trustees shall be elected by the members at the annual meeting of the members and the Trustees, three (3) of the Trustees shall serve for term of two years and two (2) shall serve a term of one year. Board members can be removed by resigning. They can be requested to resign by a majority of the Board. The Board can vote to have a member removed from the roster of Trustees. The member can be removed only for cause. Since the founding Board members shall serve staggered terms of office the Secretary of the Corporation shall assign each Trustee to a numbered group and shall make a chance selection between or among the numbered groups (by selecting among numbered lots or by some other chance selection procedure). The groups corresponding to the first number so chosen shall be subject to an election to a term of one year and the second group to a term of two years.

**SECTION 2. Members**. A member is a person who pays the dues established by the Board and who identifies her/himself with the mission statement, meets membership criteria and is committed to maintaining the organization for the purpose of fulfilling the mission statement. The Board may establish levels of membership but shall distinguish between voting and non-voting members. The dues may be

changed at will by the Board by a majority vote.

**SECTION 3. Nominating Committee.** The President/Chair shall, with the advice and consent of the Board, appoint a nominating committee of one or more Trustees which shall recommend to the Board the names of persons to be submitted for election as Trustees. The Trustees shall be elected by the membership at the annual meeting.

**SECTION 4. Annual Meeting of Members and Trustees.** The annual meeting of members for the election of Trustees and such other business as may come before the meeting shall be held on a date chosen by the Board of Trustees, but in any event not later than June 1 of each year, at the principal office of the Corporation or at such other place as the Board may designate upon not less than ten nor more than sixty days' written notice of the time, place and purposes of the meeting at the principal office or such other time and place as shall be specified in the notice of meeting. An annual meeting of the Board shall immediately follow the annual meeting of members at the same place to elect officers and to take such other action as shall come before the meeting. The Board may provide for additional regular meetings of the members and the Board.

**SECTION 5. Special Meeting of the Members and the Board.**

Special meetings of the members or the Board for any purpose or purposes may be called at any time by the President/Chair or by any three (3) of the Trustees. Such meetings of the members shall be held

upon not less than 10 nor more than 60 days notice given by mail. Such meetings of the Trustees shall be held upon not less than two days' notice given personally or by telephone or by electronic means, or upon not less than four days' notice given by depositing notice in the United States mails, postage prepaid. Such notice shall specify the time and place of the meeting.

**SECTION 6. Waivers of Notice of Board Meetings; Adjournments.**

Notice of a meeting need not be given to any member or Trustee who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the conclusions of the meeting, the lack of notice to such member or trustee of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten days in any one adjournment

**SECTION 7. Action Without Meeting.** The members of the Board or any committee of the Board may act without a meeting if, prior or subsequent to such action, each member or Trustee or committee member shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the meeting.

**SECTION 8. 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 each other.

**SECTION 9. Quorum.** A majority of the members or the Trustees shall constitute a quorum thereof for the transaction of business. The act of the majority of the members or the Trustees shall constitute a quorum thereof for the transaction of business. The act of the majority of the members or the Trustees at the meeting at which a quorum is present shall be the act thereof except that the act of a majority of the entire Board shall be required with respect to any amendment to these by-laws or the Certificate of Incorporation or the making of any grant or distribution of funds.

**SECTION 10. Committees of the Board.** The Board, by resolution approved by a majority of the entire Board, may appoint from among the Trustees one or more committees, (other than the nominating committee provided for in SECTION 3) of one or more members which may include persons who are not Trustees, provided that at least one member of the 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 Corporation and shall be subject to Board approval each of which, to the extent provided in the resolution, shall have and may exercise the authority of the Board, except that no such committee shall:

- (a) make, alter or repeal any by-law of the Corporation;

(b) elect or appoint any officer or Trustee, or remove any officer or trustee;

(c) make any grants or distribution of funds without Board approval;

(d) submit to members any action that requires the approval of members; or

(e) amend or repeal any resolution previously adopted by the Board.

The Board, by resolution adopted by a majority of the entire Board, may:

(a) fill any vacancy in any such committee;

(b) appoint one or more persons to serve as alternate members of any such committee, to act in absence or disability of members of any such committee with all the powers of such absent or disabled members of a committee;

(c) abolish any such committee as deemed necessary; or

(d) remove any members of such committee at any time, but only for cause.

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 at 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 chairpersonship, the Board shall fill the vacancy.

Actions taken at a meeting of any such 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, such report shall, if not made at the first meeting, be made to the Board at its second meeting following such committee meeting.

**SECTION 11. Compensation.** Neither member, Trustees nor officer shall receive any fee, salary or remuneration of any kind for their services as Trustees and/or Officers, but may be reimbursed for reasonable expenses incurred with approval of the Board upon presentation of vouchers.

**SECTION 12. Officers.** At its annual meeting, the Board shall elect a President/Chair, a vice-President/vice-Chair, a Treasurer, a Secretary, and a Sergeant At Arms. All officers shall be Trustees. No two or more offices shall be held by any Trustee. The Board, by resolution adopted by a majority of the entire Board, may remove any officers, for cause. Three consecutive absences by a Trustee shall constitute cause for removal unless the Board has excused the Trustee from attendance. The duties and authority of the officers shall be determined from time to time by the Board. Subject to any such determination, the officer shall have the following duties and authority:

(a) The President/Chair shall be the chief executive officer of the Corporation, shall have general charge and supervision over, and responsibility for the affairs of the Corporation, and shall preside at all meetings of the members and at all meetings of the Board. Unless otherwise directed by the Board, all other officers shall be subject to

the authority and the supervision of the President/Chair. The President/Chair may enter into and execute in the name of the Corporation contract or other instruments not in the regular course of business which are authorized, either generally or specifically, by the Board. The President/Chair shall have the general powers and duties of management usually vested in the office of President of a Corporation. The President/Chair may delegate from time to time to any other officer, any or all of such duties and authority.

(b) The vice-President/vice-Chair shall have such duties and possess such authority as may be delegated to the vice-President/vice-Chair by the President.

(c) The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep or cause to be kept regular books of account for the Corporation. 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/Chair or the Board.

(d) The Secretary shall cause notices of all meetings to be served as prescribed in these by-laws and shall keep or cause to be kept the minutes of all meetings of the Board. The Secretary shall have charge of the seal of the Corporation and shall perform such other duties and possess such powers as are incident to the office or as shall be assigned by the President/Chair or the Board.

(e) The Sergeant At Arms shall be responsible for organizing meetings, following protocols, and keeping members and meetings in order and shall have such other duties as may be assigned by the

President or the Board.

**SECTION 13. Force and Effect of By-Laws.** These by-laws 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 by-laws 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 14. Amendment to By-Laws.** These by-laws may be altered, amended or repealed by the members or the Board, provided that by-laws made by the Board may be altered or repealed and new by-laws made by the members. The members may prescribe in a by-law that any by-laws made by them shall not be altered or repealed by the Board. Written notice of any such by-law change to be voted upon by the members or the Board shall be given not less than 10 days prior to the meeting at which such change shall be proposed

**SECTION 15. OFFICES.** The principal office of the Corporation shall be located at the office of the Treasurer. The Corporation may also have other offices at such other places as the Board of Trustees may from time to time determine that the purposes of the Corporation may require.

**SECTION 16. Executive Committee.** The Board will authorize an Executive Committee to conduct business in between meetings whose membership will



consist of the officers of the Board of Trustees.

**SECTION 17. Special Officers and Liaisons.**

The Board may designate such special officers and liaisons as may be necessary to transact the business of the Corporation, which shall include, but not be limited to a liaison to the NJ Lawyers Assistance Program. Special officers and liaisons shall be members of the Corporation. The designated liaison to the NJ Lawyers Assistance Program shall function as the primary contact person between the Corporation and the NJ Lawyers Assistance Program with respect to administrative and strategic support for the Corporation.

**SECTION 18. Additional Governing Principles**

(a) **Nondiscrimination Policy.** The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap, disability, sexual orientation, or any other basis prohibited by law.

(b) **Conflict of Interest.** Within the meaning of this section, a Trustee of the Corporation shall be deemed to have a conflict of interest or a potential therefore if, by reason of his or her participation in the enactment or defeat of any matter coming before the Board, there is reason to believe that said Trustee, a member of his or her family, or the company or agency with whom that Trustee is associated could derive gain or loss from said action.

It will be the obligation of the Trustee to disclose clearly the nature and degree of interest in the matter and the President, Committee Chairperson or other presiding officer shall review in accordance with the Corporation's policy on Conflicts of Interest and determine if there is potential for conflict. Until it has been determined that no conflict exists, the Trustee shall be excused from participation, debate and voting on the issue or matter pending.

**SECTION 19. Fiscal Year.**

The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

These amendments to the Bylaws were adopted at a meeting of the members of Association of Professionals Treating Problem Gambling, Inc. held on March 9, 2019.

*Donna Frandsen*

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Secretary