

CONSTITUTION AND BY-LAWS
of the
NEW JERSEY ASSOCIATION OF COLLECTION AGENCIES, INC.

Revised May 19, 2011

ARTICLE I - NAME, LOCATION AND COMPOSITION

The name by which this Association shall be known is the *New Jersey Association of Collection Agencies, Inc.*, hereinafter referred to as NJACA or the Association.

The principal office of the Association shall be located at the place of business of the President of the Association.

The Association has been incorporated in the State of New Jersey as a non-profit organization, and is a Unit of *ACA International, the Association of Credit and Collection Professionals*, hereinafter referred to as ACA.

ARTICLE II - OBJECTIVES

- To elevate and maintain a high and ethical standard of collection services.
- To promote the honorable and fair dealings of collection agencies, their clients, and the general public.
- To foster and promote respect for, and confidence in collection professionals.
- To regulate practices, prescribe ethics and enforce proper conduct among its members.
- To encourage and promote the adoption of legislation favorable to the rights of collectors and credit grantors, yet fair to the consumer public.
- To gather and disseminate material relative to the collection profession which may be valuable to members of this Association.

ARTICLE III – MEMBERSHIP

Section 1. ELIGIBILITY. Any person, firm or corporation domiciled in the State of New Jersey that meets the requirements for “Agency” membership in ACA International

is eligible for membership in NJACA. “Agency” membership of ACA International includes these types of companies:

- Third-party consumer debt collection agencies.
- Collection law firms.
- Asset (debt) buying companies that also handle collections.
- Other entities substantially engaged in or related to the collection industry, such as billing companies

In addition, a collection law firm must have one or more attorneys licensed to practice law in the State of New Jersey. All other applicants must be bonded in compliance with New Jersey Statutes.

Membership in the NJACA and in ACA International shall be contingent one upon the other. Each current and future member of the NJACA must become a member of ACA International; pay dues in accordance with the fee schedule of ACA International and the NJACA; and meet all other membership obligations of ACA International and the NJACA.

Multiple Office Membership. An applicant with multiple office locations within the state of New Jersey may apply for separate membership for each office. Each membership is subject to the full privileges governing individual membership.

Section 2. APPLICATION PROCEDURE

A. Application. Application for membership shall be on a form provided by ACA, and on such additional form as may be provided by NJACA, which forms shall be submitted to the Chairperson of the Membership Committee.

Each application shall be accompanied by:

1. Evidence of a current license to practice law in the State of New Jersey, in the case where the applicant is a law firm; or evidence of bond coverage as required by New Jersey law, for other applicants.
1. An application-processing fee in an amount to be determined by the Board of Directors of NJACA, which shall not be refundable whether the application is approved or rejected.
2. Dues for a full year, refundable in full should the application for membership be rejected. If the applicant is approved, NJACA dues shall be pro-rated from date of acceptance, and the remainder will be refunded to the new member. ACA International dues shall be pro-rated in accordance with its policy.

3. The name of the person whom the applicant will designate as the Authorized Representative in matters pertaining to Association business.

An Authorized Representative is defined as an owner, partner, corporate officer, or any employee holding a managerial or supervisory position, so designated by the applicant. A member may elect to change the Authorized Representative at any time upon written notice to the Secretary of the Association.

B. Processing of Application. Upon the satisfactory completion of the membership application, the Chairperson of the Membership Committee shall designate one or more members of the Committee or of the Board of Directors to interview the applicant, to insure that the applicant is in full compliance with all requirements of NJACA and of ACA. If the interview indicates that all requirements are met, the Chairperson is so notified. A majority vote of the Membership Committee shall determine whether to recommend approval or denial of the application, and if their recommendation is for denial, the Chairperson shall promptly notify the applicant. If their recommendation is for approval, the Chairperson shall request the Secretary to notify all members of NJACA in writing of the recommendation for acceptance. Any member objecting to the recommendation must notify the Secretary in writing within fifteen (15) business days from the date of notification. If no written objection is received, the recommendation will be forwarded to the Board of Directors for a vote at their next meeting. If an objection is received, the matter will be referred back to the Membership Committee for further investigation and recommendation. Final decision is determined by a majority vote of the Board of Directors. The Secretary shall notify the applicant in writing of the result of the vote.

Any applicant denied approval shall have the right of appeal in person to the Board of Directors at its next regular meeting, or at a Special Meeting called for this purpose, and if the applicant exercises the right of appeal, the Secretary shall notify the rejected applicant of the date, time and place of the Board meeting at which the appeal will be heard. After due consideration, the Board of Directors may sustain or reverse its original decision, or that of the Membership Committee, should the Committee have denied the application for membership. If membership is denied by the Board, all funds remitted by the applicant shall be refunded with the exception of the application-processing fee.

The Secretary shall notify ACA of the acceptance or rejection of all applicants, and in the event an applicant has been accepted, shall forward to ACA its portion of the dues and all pertinent documents.

Any applicant rejected for membership may resubmit a new application after one year from the date of rejection, but the full application procedure shall again be followed, including payment of a new application-processing fee.

Section 3. MULTIPLE UNIT MEMBERSHIP. A collection entity in good standing, holding valid membership in any other Unit of ACA, is eligible for membership upon

completing an application and meeting and fulfilling all requirements of NJACA, whereupon the Chairperson of the Membership Committee shall notify the applicant and ACA of the applicant's acceptance. No vote of the Board of Directors is required.

Section 4. HONORARY MEMBERSHIP. Any former member of the Board of Directors, who is no longer associated with a member of NJACA or with the collection industry, having rendered valuable service to NJACA, may be elected as an Honorary Member of this Association upon a majority vote of the Board of Directors. Such member shall pay no dues or assessments, nor shall have any vote on any Board or General Membership matter of the Association. However, an Honorary Member may serve on a committee but cannot chair that committee. Honorary membership does not convey membership in ACA.

Section 5. TERMINATION OF MEMBERSHIP

A. Change of Ownership. Membership in this Association shall not be transferable. Change of ownership of a member shall automatically terminate its membership. The terminated member may immediately apply for membership by following the standard application procedure.

In the case where a member is a **sole proprietorship**, a change of ownership shall be deemed to have occurred when the control, management, and/or assets of the proprietorship shall be vested in one or more persons other than the individual by whom they had previously been controlled. Transfer or sale of a business from one person to another shall, for the purposes of this section, be considered a change of ownership.

In the case where a member is a **partnership**, a change of ownership shall be deemed to have occurred when 51% or more of the control, management and/or assets of the partnership shall be vested in one or more persons other than the original partner(s) in whom they had been vested. The acquisition by one partner of the share of ownership previously held by one or more members of the original partnership shall not be construed, for the purposes of this section, as a change of ownership

In the case of a **corporation**, a change of ownership shall be deemed to have occurred when there is a transfer of 51% or more of the shares of said corporation.

Acquisition of a member by a person or entity through estate administration or inheritance, will not, *ipso facto*, qualify such person or entity for membership in this Association.

B. Nonpayment of Dues or Assessments. Any member who shall fail, neglect or refuse to pay the annual dues or any special assessment of NJACA or ACA within 45 days of due notification may be terminated by a majority vote of the Board of Directors.

C. Bond Cancellation or License Revocation. Membership in this Association shall cease automatically in the event that a required surety bond is cancelled or a required license to practice law is revoked.

D. Unethical Conduct. Any member may be expelled for conduct bringing disrepute upon NJACA or upon the collection industry in general, or for a violation of the Constitution and By-Laws, Rules and Regulations or Code of Ethics of NJACA or those of ACA, after due hearing before, and majority vote of the Board of Directors.

E. Termination by ACA. The termination of membership in ACA shall cause the immediate termination of that member in NJACA. The Secretary of this Association shall provide such member with written notice of termination and the effective date thereof, within ten (10) business days of receipt of this information from ACA.

Section 7. REINSTATEMENT

A. After Nonpayment of Dues or Assessments. A member terminated for nonpayment of dues or assessment(s) may be reinstated by a majority vote of the Board of Directors upon payment of all unpaid back dues and assessments, up to the date of termination, and any current monies due and payable.

B. After Bond Cancellation or License Revocation. A member terminated for failure to maintain a proper bond/license may apply for reinstatement, upon proof to the Board of Directors that it has obtained a valid bond/license. If the cancellation of the original bond/license was for reasons other than malfeasance of the member, the Board of Directors may reinstate the member by majority vote. However, if cancellation of the bond/license was occasioned by malfeasance, the former member must wait three years before reapplying for membership.

C. After Termination for Unethical Conduct. Any member expelled by the Board of Directors is eligible to reapply for membership three years after the date of expulsion.

ARTICLE IV – FISCAL YEAR, DUES AND ASSESSMENTS

Section 1. FISCAL YEAR. The fiscal year shall begin on January 1st of each year and terminate on December 31th of the same year.

Section 2. ANNUAL DUES. Annual dues for NJACA are determined by the Board of Directors, and are invoiced together with ACA dues.

Section 3. SPECIAL ASSESSMENTS. The Board of Directors, by a two-thirds majority vote, may make special assessments for legislative or other purposes. All members are required to pay the special assessment.

Section 4. NON-REFUNDABILITY OF DUES AND ASSESSMENTS. Dues and assessments shall not be refundable to any member terminated for any reason.

ARTICLE V – GOVERNING BODY

Section 1. BOARD OF DIRECTORS. The affairs of this Association shall be governed by a Board of Directors, each of who shall have one vote in all matters presented to the Board. The Board of Directors shall consist of:

The President, the Vice President, the Secretary and the Treasurer, collectively known as the Chair Officers, who are elected biennially and simultaneously.

The ACA International Director, who is elected biennially along with the Chair Officers.

Six Trustees, two of who are elected annually to serve for three years.

The two most recent Past Presidents.

Section 2. MEETINGS OF THE BOARD OF DIRECTORS

A. Regular Meetings. The Board of Directors shall hold meetings on the third Thursday of September, November, January, March and May, unless special circumstances necessitate a change. The Secretary shall notify all members of the Board of the date, time and place of each meeting. These meetings will precede the regularly scheduled General Membership meetings. Unless otherwise specified, all Meetings of the Board of Directors are open to the General Membership. However, the General Membership will have no vote on any matter before the Board.

B. Special Meetings. Special Meetings of the Board may be called at the President's discretion, or at the request of four (4) members of the Board of Directors, should the President fail to act. Written notice of special Board meetings shall be sent via mail, email or facsimile by the Secretary to each member of the Board at least five (5) business days in advance of each meeting. This provision may be waived by the consent of the majority of the Board by approving a Waiver of Notice prior to the meeting.

C. Conduct of Affairs of the Board of Directors without a Meeting. In special circumstances, where it is impractical to hold a Special Meeting, the Board shall be permitted to conduct by mail, email or facsimile any and all Board business that shall arise between regularly scheduled meetings, and to vote by mail, email or facsimile on any motions or issues presented for vote. A quorum is required to participate in any vote. A maximum period of five (5) business days shall be afforded to return the vote to the Secretary. Except where provided for elsewhere, a majority carries.

If the President deems that an immediate vote must be taken, then in that exceptional event the President may authorize a vote by telephone. The Secretary shall record the result of said vote.

Section 3. QUORUM. A quorum is necessary for the Board of Directors to conduct a business meeting. A majority of the members of the Board shall constitute a quorum.

Section 4. VOTING. Except as provided for elsewhere in these By-Laws, the majority of votes cast is required to carry a motion.

Section 5. POWERS AND DUTIES – GENERAL. The Board of Directors shall be responsible to:

- Establish the program and policies of the Association, and have general supervision and control over the business of the Association.
- Oversee all officers and committees of the Association.
- Fix the compensation of any professional service provider that may be retained.
- Hear appeals from applicants who have been rejected for membership.
- Hear and determine the validity of charges brought by the Ethics Committee against a member.
- Expel any member for due cause, upon two-thirds (2/3) vote.
- Remove any officer or committee member for cause, upon two-thirds (2/3) vote.
- Meet once each year prior to the ACA International Convention business session for the purpose of nominating and/or endorsing by majority vote any national officer for the ensuing year.
- Recommend changes to the NJACA or ACA Constitution and By-Laws.
- Present any issue to the membership of NJACA by mail, email or facsimile with the understanding that a vote cast by mail, email or facsimile shall be valid and binding as if taken at a Regular Meeting of the General Membership.
- Confirm all vacancies of Board members and ensure that proper procedure is followed in filling such vacancies.

Section 6. POWERS AND DUTIES – SPECIFIC

PRESIDENT. The President shall:

- Preside at all meetings of the Board of Directors and of the General Membership, and shall exercise general supervision of the work and activities of the Association.
- Have such powers and duties that are usually exercised by such office

- Sign all official documents.
- Countersign all checks together with the Treasurer.
- Be an *ex-officio* member of all committees without the power of voting.
- Have authority to call Special or Emergency Meetings of the Association, the Board of Directors, or any committee.
- Appoint the members of Standing and Special Committees and fill vacancies thereof, except where other provision is made in these By-Laws.
- Appoint acting officers on an emergent, temporary basis.

VICE PRESIDENT. In the absence of the President or in the event of the President's inability to act, the Vice President shall perform the duties of the President and shall act as Presiding Officer, and when so acting shall have all the powers of the President and be subject to the same restrictions.

SECRETARY. The Secretary shall:

- Notify the General Membership of the date, time and place of all meetings of the General Membership.
- Notify the General Membership of the date, time and place of all meetings of the Board of Directors, except in cases of Special Meetings of the Board where it would be impractical to provide such notice.
- Record and maintain the minutes of all meetings of the General Membership, and distribute the minutes to the General Membership.
- Record and maintain the minutes of all meetings of the Board of Directors, and distribute the minutes to the members of the Board of Directors.
- Have charge of the records and correspondence of the Association and of the Board.
- Record all invoices presented for payment.
- Affix the Association's corporate seal to all documents as required.
- Keep membership records showing the name, address, telephone number, fax number and email address of each member and of each member's Authorized Representative, together with the date when the agency became a member.
- Keep records showing cause and date of termination of any member.
- Keep records of all other matters for which a record shall be deemed advisable by the President or a majority of the Board of Directors. All records deemed non-confidential shall be open for inspection by any member.

TREASURER. The Treasurer shall:

- Have charge of all funds of the Association and the disbursements thereof.
- Pay all invoices approved by the Board of Directors.
- Make an accounting of receipts and expenditures at each meeting.
- Countersign all checks, together with the President.

ACA INTERNATIONAL DIRECTOR. The ACA International Director shall represent the Association at the ACA International Annual Convention and any special meetings of ACA, and shall receive such remuneration for expenses as provided by the Board of Directors.

ARTICLE VI – NOMINATIONS, ELECTIONS AND TERMS OF OFFICE OF THE BOARD OF DIRECTORS

Section 1. ELIGIBILITY. Not more than two individuals from any single member, one of whom must be the Authorized Representative, may serve on the Board of Directors simultaneously. If a member has more than one office, and each office has its own separate membership, then each membership may have up to two individuals serving on the Board of Directors simultaneously, providing each membership's Authorized Representative is one of the members of the Board. In the case where a member has two individuals serving on the Board of Directors simultaneously, both Board members can vote on any matter before the Board. However, any vote taken at any General Membership meeting can only be cast by the Authorized Representative of the member.

Section 2. NOMINATIONS. The Nominating Committee shall solicit qualified candidates and present to the General Membership at the January meeting, a list of nominees to fill all upcoming vacancies on the Board of Directors.

In addition, any member's Authorized Representative may nominate any eligible person to fill any upcoming vacancy on the Board of Directors by advising the Chairperson of the Nominating Committee of the nomination in writing prior to or at the January meeting. The name(s) shall be added to the list of nominees for office presented by the Nominating Committee, and the Secretary shall forthwith, but not less than twenty (20) business days prior to the General Membership meeting at which the election will be held, advise the membership in writing via mail, email or facsimile of the complete list of nominees for each office.

Nominations are closed at the January meeting, unless there is no nomination for a position, or a sole nominee for a position withdraws prior to the election, or a new vacancy occurs unexpectedly prior to the election. In such case, nominations can be made up until the time of the election at the March meeting.

Section 3. ELECTIONS. Elections shall be held at the March Meeting of the General Membership. Voting shall be conducted by secret ballot, provided, however, that such secret ballot may be waived where any given nominee is unopposed. Every member in good standing represented at the March meeting shall be entitled to one vote for each office, which vote shall be cast by said member's Authorized Representative. The winner of each office shall be determined by a plurality of votes cast.

If a member's Authorized Representative is unable to attend the business meeting at which an election is scheduled, the member may, by written proxy to be filed with the

Secretary, designate an Alternate Representative of the firm for the sole purpose of voting in the election.

Section 4. TERMS OF OFFICE

Chair Officers. The President, the Vice President, the Secretary and the Treasurer shall be elected biennially, for a two-year term.

Trustees. Two Trustees shall be elected every year to serve a three-year term.

ACA International Director. The ACA International Director shall be elected biennially and simultaneously with the Chair Officers, for a two-year term.

Newly elected members of the Board of Directors shall begin serving their respective term of office upon being installed at the May Meeting of the General Membership.

Section 5. VACANCIES. Should the office of President become vacant for any reason, the Vice President shall immediately become President, and shall serve the remainder of the unexpired term.

Should the office of the Vice President become vacant, the Secretary shall immediately become Vice President and shall serve until a successor is elected to fill the remainder of the unexpired term.

Should the office of Secretary become vacant, the Treasurer shall immediately become Secretary and shall serve until a successor is elected to fill the remainder of the unexpired term.

Should the office of Treasurer become vacant, or should the office of President, Vice President or Secretary become vacant, and it is not possible for the next officer in line to fill the vacancy, or should the office of a Trustee or that of the ACA International Director become vacant, then the remaining Board of Directors shall promptly nominate and present one or more names for that office to the General Membership. The nominee elected at a Regular or Special meeting of the General Membership, or by written ballot should the vote be taken without a meeting of the General Membership, shall serve the remainder of the unexpired term.

Pending such special election, the Presiding Officer shall have the power to appoint a temporary replacement, with approval of the Board of Directors, to fill any vacant position on the Board of Directors.

ARTICLE VII – COMMITTEES

Immediately after being installed into office, the President shall appoint the following Standing Committees to serve for two years: Membership, Ethics, Legislative, Public

Relation, Budget and Auditing, Nominating, Education, and Counseling. The purpose and duties of these committees are:

Section 1. MEMBERSHIP COMMITTEE. The Membership Committee shall be responsible to seek prospective members, and shall expeditiously process all applications for membership, including those forwarded by ACA.

Section 2. ETHICS COMMITTEE. The Ethics Committee shall review and investigate all written complaints against Association members. Upon the committee's recommendation, a copy of the written complaint shall be served by certified mail, return receipt requested, upon the member against whom the complaint was filed. The member shall have twenty (20) business days from receipt of the certified mail in which to answer the complaint in writing to the Ethics Committee. All members of the Ethics Committee shall be given an opportunity to study both the complaint and the written answer and shall express their opinion and recommendation to the Chairperson of the committee. If a majority of the Ethics Committee agrees that any action should be taken, the Chairperson shall communicate the decision to the parties involved, and order that such action be taken.

Upon proper notification to the member involved, the Ethics Committee shall have the right to inspect the offices, as well as the manual and/or computerized records and documents of that member, and to request information. Alternatively, the Chairperson of the Ethics Committee shall have express authority to appoint a Subcommittee comprised of any member(s) or former member(s) of the Board of Directors solely to investigate the complaint and to report its findings to the Ethics Committee.

Failure to supply the requested documents and information to the Ethics Committee or Subcommittee shall be grounds for expulsion of the member by the Board of Directors. However, the member may state their written objection(s) as to why they cannot or do not want to provide the requested documents and information. The Ethics Committee shall duly consider such objection(s). If the objection(s) warrant(s), or if the Ethics Committee or the Subcommittee cannot fully determine the facts, the Ethics Committee shall be empowered to select an independent qualified professional third party to conduct an on-site inspection and/or conduct a re-investigation in order to determine the facts. In this event, the member shall within five (5) business days after being notified by certified mail, return receipt requested, pay to the Association the total amount of the anticipated costs, if any, of the independent qualified professional to perform the inspection. However, if the inspection or re-investigation results in a finding for the member, then any costs advanced by the member shall be promptly refunded. Refusal of the member to pay the anticipated costs may be grounds for immediate expulsion upon recommendation of the Ethics Committee and vote by the Board of Directors.

If the member does not comply with the decision and/or recommendation of the Ethics Committee within ten (10) business days from date of notification, then the Ethics Committee shall forthwith file a report, with their recommendation(s), with the Board of Directors.

However, if the party found in violation does not agree to accept the decision and/or recommendation of the Ethics Committee, the party has the right of appeal to the full Board of Directors. The appeal must be filed within ten (10) business days from the notification by the Ethics Committee, and shall be heard in a private hearing at the next scheduled or Special Meeting of the Board of Directors. The Secretary shall then notify all parties involved, by certified mail, return receipt requested, at least ten (10) business days prior, of the date, time and place of the hearing. The parties may appear in person and/or may be represented by counsel.

Subsequent to the private hearing, the Board shall go into executive session to make its decision, and having reached it, shall make it known to the parties involved.

If the decision of the Board involves remedial action to be taken by the member within a fixed time limit, and the member refuses or fails to comply, the member may be expelled by majority vote of the Board.

In all cases, the decision of the Board of Directors shall be final.

Full and complete records of all meetings of the Ethics Committee (including the Subcommittee, if applicable), its proceedings and decisions shall become a part of the permanent records of the Association, but shall be confidential and available only on a "need to know" basis.

Section 3. LEGISLATIVE COMMITTEE. It shall be the duty of the Legislative Committee to keep informed of all proposed legislation which may affect the business of the members of the Association and/or their clients, and to advise the membership of all such proposed legislation; to assert its influence to foster legislation which may be beneficial to, and oppose legislation which may be detrimental to the best interests of the members of the Association; and to cause to be drafted such legislation as may be desirable, provided, however, that no act of proposed legislation shall be caused to be introduced in the legislature of the State of New Jersey or any other legislative body unless and until it shall have been submitted to and approved by the Board of Directors.

If the Board shall vote to engage the services of a lobbyist and/or counsel, the Legislative Committee shall have the responsibility, with approval of the Board of Directors, of hiring such lobbyist and/or counsel.

The Legislative Committee, upon Board approval, shall represent the Association in all legislative and administrative matters before any administrative or legislative body, keeping informed by such lobbyists and/or counsel, and advising such lobbyists and/or counsel as to the instructions of the Board of Directors.

The Legislative Committee shall operate within the budget established by the Board of Directors and shall report to the Board of Directors not less than annually on the

disposition of the funds allocated to it.

Section 4. PUBLIC RELATIONS COMMITTEE. The Public Relations Committee shall be responsible for promoting positive relations and understanding between the collection profession and other professions and businesses, as well as with the general public. Its duties may include producing an Association newsletter.

Section 5. BUDGET AND AUDITING COMMITTEE. The Budget and Auditing Committee shall be charged with the responsibility of preparing an annual budget for the Association. It shall also audit the books and accounts of the Association and the funds in its treasury at least once a year, and shall make a report of its findings to the Board of Directors and the General Membership at the end of each fiscal year.

Section 6. NOMINATING COMMITTEE. The Nominating Committee shall consist of three members, who shall present to the General Membership at the January meeting, a list of nominees to fill any upcoming vacancies on the Board of Directors.

Section 7. EDUCATION COMMITTEE. The Education Committee shall keep the membership advised of new developments impacting the collection industry. They shall keep abreast of the educational material offered by ACA International, among other sources, and will be responsible for coordinating all educational programs.

Section 8. COUNSELING COMMITTEE. The Counseling Committee shall be responsible for advising and helping prospective members, for the purpose of enabling the prospect to conform to the requirements of membership. The services of this committee are also available to any member for guidance, upon request. All information made available to the committee will be held in strictest confidence.

ARTICLE VIII – INDEMNIFICATION

Every member of the Board of Directors, and every member of a committee, and every employee of the Association shall be indemnified by the Association against all expenses and/or liabilities, including counsel fees, reasonably incurred by or imposed upon said person in connection with any proceeding to which said person may be made a party, or in which said person may become involved, by reason of having been a member of the Board of Directors, member of a committee or an employee of the Association at the time such expenses and/or liabilities were incurred, except in such instances wherein malfeasance is proven in the performance of said person's duties. In the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such member of the Board of Directors or employee may be entitled.

ARTICLE IX - MEETINGS OF THE GENERAL MEMBERSHIP

Section 1. SCHEDULED MEETINGS. Meetings of the General Membership shall be held on the third Thursday of September, November, January, March and May, unless special circumstances necessitate a change. Notice of the date, time and place of each meeting shall be sent by mail, email or facsimile to all members at least ten (10) business days prior to the meeting. General Membership meetings will immediately follow the regularly scheduled meetings of the Board of Directors.

Section 2. SPECIAL MEETINGS. Special meetings of the General Membership may be called under any of the following conditions:

- A. By request of a majority of the Board of Directors.
- B. By vote of a majority of the members present at a meeting of the General Membership.
- C. By petition of twenty (20) percent of the General Membership addressed to the President via mail, email or facsimile.
- D. At the President's discretion.

The Secretary shall immediately notify all members of the date, time and place of the Special Meeting of the General Membership.

Section 3. QUORUM. Twenty per cent (20%) of the members in good standing shall constitute a quorum.

Section 4. VOTING RIGHTS. The voting rights stated herein shall apply to all matters coming before the members of this Association.

Every member in good standing shall be entitled to one vote. The Authorized Representative or a duly appointed Alternate Representative of the member shall exercise such vote.

In the case of Multiple Office Membership, each membership is subject to the privileges governing individual membership, and is therefore eligible to its own vote. Since each Authorized Representative is allowed only one vote, each separate membership must have its own Authorized Representative participate in the vote.

Except as provided elsewhere in these By-Laws, a majority vote shall be necessary to carry a motion.

Section 5. VOTING WITHOUT A MEETING. Voting by mail, email or facsimile may be permitted on any matter that is deemed by the Board of Directors to be of sufficient urgency to require immediate attention. Ballots on such vote shall be sent by the Secretary to each member by mail, email or facsimile on separate sheets of paper for each issue to be voted upon. A maximum of five (5) business days shall be afforded to

return the vote to the Secretary. A majority vote shall be necessary to carry a motion.

ARTICLE X - AMENDMENTS

Section 1. GENERALLY. The constitution and By-Laws of this Association may be amended at any Regular or Special meeting of the General Membership, provided that the proposed Amendment had been brought prior before a meeting of the General Membership or of the Board of Directors, and that notification of the proposed Amendment had been sent to the General Membership at least twenty (20) business days prior to the meeting at which voting on the proposed Amendment is scheduled. A quorum of the General Membership is required to participate in the vote. A minimum two-thirds (2/3) affirmative votes shall be necessary to adopt an Amendment. Should the meeting at which voting on the proposed Amendment not be held for any reason, the President may direct the Secretary to conduct a vote by mail, email or facsimile.

Section 2. QUORUM AND NOTICE. A quorum of the General Membership shall be twenty per cent (20%) of the members in good standing as set forth herein at Article IX, Section 3. Notice may be provided as set forth herein at Article IX, Section 1.

ARTICLE XI - RULES OF ORDER

In all questions of order and parliamentary procedure not covered by this Constitution and By-Laws, Robert's Rules of Order Newly Revised shall govern.

ARTICLE XII - COMPLIANCE

Every member must conduct its business in accordance with the Constitution and By-Laws, Code of Ethics and all rules and regulations of NJACA and those of ACA. For the purposes of this Section, compliance is required of the member, its Authorized Representative and its principals. It is the responsibility of each member to become familiar with all of the aforementioned documents.

ARTICLE XIII - LOGO

The Secretary of this Association shall maintain, and provide upon request by any member in good standing, the logo of the New Jersey Association of Collection Agencies, Inc.

Use of the logo is restricted to members in good standing of this Association. The logo shall remain the property of the Association and its use shall be prohibited when membership is terminated, or when the Board of Directors revokes its use.

Voted upon affirmatively at the General Membership meeting held May 19, 2011.