

# ***FRIENDS OF ORTLEY BEACH (FOB) BYLAWS***

*September 2016*

*Amended January 2018,  
March 2020, January  
2021*

## **ARTICLE I NAME AND FOUNDING MEMBERS**

The name of the organization is Friends of Ortley Beach (FOB). Friends of Ortley Beach is a nonprofit entity and shall be operated exclusively for the educational, cultural, and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes as the making of distributions to organizations that qualify as tax-exempt organizations under Section 501(c)(3).

Founding Members: Friends of Ortley Beach was founded by Cathy Crisafulli with founding members Pete Conrad, Gail D'Amico, Paul Jeffrey, Phyllis Ludwig, Sharon Quilter-Colucci, and Robert Steigelman

## **ARTICLE II PURPOSE AND POWERS**

The mission of Friends of Ortley Beach (FOB) is to enhance, protect, and sustain the natural beauty and resources of the barrier island community for future generations. FOB will partner with other organizations to raise awareness of the history of Ortley Beach and to establish support for arts, education, and culture while at the same time advocating for the coastal environment. To maximize our current efforts, we may seek to collaborate with other non-profit organizations that are operated exclusively for educational and charitable purposes.

At times, per discretion of the Board of Trustees, we may provide unpaid internships or volunteer hours in said activities and programs to further our mission.

The organization is organized in accordance with the New Jersey Statutes, Title 15 A, as amended. The organization has not been formed for the making of any profit or personal financial gain. The assets of the organization shall not be distributable to or benefit the trustees. The assets and income shall only be used to promote the organization's purpose and mission as described. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to individuals or independent contractors for services provided for the benefit of the organization.

**Section 1. Limitations on Activities.** No part of the activities of Friends of Ortley Beach (FOB) shall be the carrying on of propaganda and this organization shall not endorse, participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE III MEMBERSHIP**

**Section 1. Members.** Any person in sympathy with the purposes of Friends of Ortley beach is eligible for membership and upon payment of annual dues in accordance with the classification of the Board of Trustees shall be admitted to membership. Annual dues will be determined by the Board of Trustees. All members present at a meeting shall be entitled to one vote per membership on each matter submitted for vote at the meeting. Only members whose dues are not in arrears (members who are less than one year overdue) are considered in good standing and therefore are permitted to vote.

**Section 2. Honorary Membership.** Honorary membership may be bestowed upon those persons who have rendered outstanding work or made valuable contributions for the furtherance of the objectives of this organization and chosen by the Board of Trustees. Honorary Members shall not have voting rights and therefore shall not count for the purposes of a quorum of a membership meeting.

**Section 3. Non-Voting Sponsorships.** The Board of Trustees may approve classes of non-voting sponsorships. At no time will any sponsorship information be shared with or sold to other organizations or groups without the sponsorships consent. At the discretion of the board, sponsorships may be given endorsement, recognition, and social and/or traditional media coverage at funding activities or other events. Sponsorships have no voting rights and are not members of the board. Any dues for sponsorships shall be determined by the Board of Trustees.

## **ARTICLE IV MEETINGS**

**Section 1. Regular Board Meetings.** The Board shall have a minimum of (6) regular board meetings each calendar year at times and places fixed by the board. Notice of meetings shall specify the place, day and time. Two week electronic notice is required. An email or text confirmation is required to verify attendance. Telephonic meetings are permitted.

**Section 2. Member Meetings.** The board will hold regularly scheduled member meetings.

**Section 3. Annual meeting.** An annual meeting of members shall be held once each calendar year for the purpose of electing officers and trustees and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held in October at the time and place designated by the Board of Trustees. Officer nominations shall be requested at least (1) month prior to elections and will close at the Annual Meeting. The annual meeting is open to all members to facilitate the election of board members and officers.

**Section 4. Minutes.** Minutes shall be kept of each meeting and emailed to board members in a timely fashion and filed in permanent records.

**Section 5. Notice.** Written or electronic notice of all meetings shall be provided no later than 10 days before a meeting under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting.

**Section 6. Quorum.** A majority of the Board of Trustees shall constitute a quorum at a board meeting. In the case of a split vote due to an even number of trustees, the vote of the President will count as the

deciding vote. In the absence of a quorum, a majority of the trustees may adjourn the meeting to another time, but notice must be given.

**Section 7. Special Meetings.** Special meetings may be requested by any trustee by providing written notice by mail or by means of communications technology. A special meeting of members is not required to be held at a geographic location in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

**Section 8. Procedures.** The vote of a majority of the trustees present at a properly called meeting at which a quorum is present shall be the act of the Board of Trustees unless the vote of a greater number is required by law or by these by-laws for a particular resolution. An officer of the organization who is present at a meeting of the Board of Trustees at which action on any matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

**Section 9. Informal Action.** Any action required to be taken, or which may be taken, at a meeting may be taken without a meeting and without prior notice if consent in writing on the subject matter of the vote is agreed to by a majority of the trustees.

## **ARTICLE V OFFICERS**

**Section 1. Officers.** Any member may serve as an officer of Friends of Ortley Beach. The officers of the organization shall consist of President, Vice President, Treasurer, and Secretary. No officer or trustee may occupy more than one officer position.

**President.** The Board President shall be the chief executive officer and will preside at all meetings of the Board of Trustees. The President shall be the chief volunteer officer of the organization and shall oversee the affairs of the organization. The President shall lead the Board of Trustees in performing its duties.

**Vice President.** The Vice President shall perform the duties of the President in the absence, removal, or disability of the President and shall assist that office in the discharge of its leadership duties. The Vice President shall have other duties as prescribed by the Board of Trustees.

**Secretary.** The Secretary shall give notice of all meetings, shall keep an accurate contact list of the trustees, members, and volunteers, and shall have the authority to certify any records, or copies of records, as the official records of the organization approved by the Board of Trustees. The Secretary shall write, distribute, and maintain the minutes of all meetings in a timely manner for permanent records. The Secretary shall have other powers and duties as prescribed by the Board of Trustees.

**Treasurer.** The Treasurer shall be fiscally responsible for conducting the financial affairs of the organization as directed and authorized by the trustees and shall make monthly reports of finances including a report of all income and expense transactions and fund balances at each regular meeting. Fiscal reports shall be entered into permanent records of the organization. The Treasurer shall oversee budget preparation and keep the board informed of any financial audit and review results.

**Section 2. Election and Term of Office.** Officer Nominations are requested 1 month prior to elections. Each officer shall serve a two-year term of office with the terms being staggered, with the President and Secretary elected in even years and the Vice President and Treasurer elected in the alternate year (odd years). Elections take place at the October Annual Meeting. Each board officer's term of office shall begin at the first meeting the following January and shall end December 31 two years later. Two consecutive terms are permitted.

## **ARTICLE VI TRUSTEES**

**Section 1. Number of Trustees.** The organization shall be managed by a Board of Trustees consisting of four officers as described above and no less than four trustees in addition to the officers.

**Section 2. Election and Term of Office.** The trustees who are not officers shall also be appointed by the board of trustees. Each trustee shall serve a term of 4 years, or until a successor has been elected and qualified. Elections for positions will be staggered with one-half of the trustees being elected each year. Two consecutive terms are permitted.

**Section 3. Quorum.** A majority of trustees shall constitute a quorum.

**Section 4. Adverse Interest.** In the determination of a quorum of the trustees, or in voting, the disclosed adverse interest of an officer shall disqualify the officer or invalidate his or her vote.

**Section 5. Removal/Vacancies.** An officer or trustee shall be subject to removal with cause at a meeting called for that purpose. A vacancy that occurs on the Board of Trustees for any reason, whether by resignation, removal, or any other cause, may be filled by nomination and a vote of the trustees at the next board meeting. An officer or trustee elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

**Section 6. Committees.** To the extent permitted by law, the Board of Trustees may appoint from its members a subcommittee, temporary or permanent, and designate the duties, powers, and authorities of such subcommittee.

**Section 7. Fundraising Activities.** Members of the Board of Trustees are required to provide assistance with and fundraise on behalf of the organization. All expenditures and disbursements over \$500 will require a majority vote of the Board of Trustees.

**Section 8. Marketing Documents/Press Releases.** The Board shall retain permanent copies of all press releases and marketing materials for audit purposes, generally for three years.

**Section 9. Tax Records.** Tax records include but may not be limited to documents concerning expenses, proof of contributions made by donors, and accounting procedures. Tax records should be kept for at least 7 years from the date of the applicable return. No donor records shall be made available to any other person outside the organization except authorized government agencies.

**Section 10. Trust Funds.** The Board of Trustees shall receive and administer all bequests and trust funds and invest such funds in accordance with the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as adopted in New Jersey. Disbursement of funds shall be subject to approval by the

Board of Trustees. The trustees shall have oversight and care of all personal property and equipment acquired by the organization as well as article or material which is loaned to the organization.

**Section 11. Insurance for Officers.** Except as otherwise noted under provisions of law, the Board of Trustees will adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any officer or director against liabilities as such capacity or arising out of the agent's status, whether or not the corporation would have the power to indemnify the agent against such liability under these Bylaws.

**ARTICLE VII  
AMENDMENT TO  
BYLAWS**

The bylaws may be amended, altered, or repealed by the Board by a two-thirds majority vote at any regular board or special meeting.

**ARTICLE VIII  
INDEMNIFICATION**

Any trustee or officer who is involved in litigation by reason of his or her position as a trustee or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

**ARTICLE IX  
DISSOLUTION**

The organization may be dissolved only with authorization of its Board of Trustees given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Trustees.

**CERTIFICATION**

We, the undersigned, are all of the Board of Trustees of this nonprofit organization and we consent to, and hereby do, adopt the foregoing Bylaws as Bylaws of Friends of Ortley Beach.

Dated:

<i>Julie Skino</i> <small>dotloop verified 02/03/21 2:14 PM EST XXEM-PLMK-VGUL-W4DE</small>	<i>Missy Faul</i> <small>dotloop verified 02/03/21 2:55 PM EST IQQY-BWAF-CFTB-YGDO</small>	<i>Timothy O'Shea Jr</i> <small>dotloop verified 02/03/21 10:09 AM EST ERXG-JGKS-NHEO-FEMA</small>
<i>Danielle Mazzola</i> <small>dotloop verified 02/03/21 7:46 PM EST KLSE-G2R7-NR1P-59BW</small>	<i>Yodi McCaffrey</i> <small>dotloop verified 02/03/21 10:15 AM EST NWWT-ZRPT-VM1N-NIXG</small>	<i>Paul Jeffrey</i> <small>dotloop verified 02/03/21 11:36 PM EST DXMG-LNIE-XFCS-R36R</small>
<i>Joseph Scarfuto</i> <small>dotloop verified 02/03/21 9:35 PM EST LBAP-N6AS-TOMQ-45Y2</small>	<i>Robert Steigelman</i> <small>dotloop verified 02/03/21 5:05 PM EST OLAI-6PDT-7MDD-KLWO</small>	