

**BY-LAWS OF  
THE SOUTHERN OCEAN COUNTY CHAMBER OF COMMERCE**

**ARTICLE 1: GENERAL**

**SECTION 1**

**NAME**--This organization is incorporated under the laws of the State of New Jersey and shall be known as the Southern Ocean County Chamber of Commerce, Inc.

**SECTION 2**

**ADDRESS**--The office of this corporation shall be located at 265 West 9th Street in the Borough of Ship Bottom, or at such other address as shall be specified by the Board of Directors

**SECTION 3**

**AREA**--The Southern Ocean County area shall mean to include all communities of Long Beach Island, Stafford Township, Little Egg Harbor, Eagleswood, Tuckerton, Ocean Township, Lacey and Barnegat.

**SECTION 4**

**LIMITATION OF METHODS**--The Southern Ocean County Chamber of Commerce shall observe all local, state and federal laws that apply to a not-for-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

**SECTION 5**

**NOTICES**—Unless otherwise specified, all notices required to General Membership, Board of Directors and/or the Executive Committee may be transmitted via electronic means.

**ARTICLE 2: OBJECT**

**SECTION 1**--Southern Ocean County Chamber of Commerce's mission is to foster positive growth, development and tourism in the southern Ocean County region. The Chamber of Commerce will serve as a business advocate for our member businesses. We will represent and promote member contributions to the civic, social and general interest of the community. Our goal is to advance southern Ocean County as a vibrant economic, cultural and recreational area.

**SECTION 2**--This corporation shall be nonpartisan and nonsectarian and shall take no part in, nor lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for public office in city, state or nation, nor shall any meetings of a political nature be held within

the premises occupied by, or under the control of, the Southern Ocean County Chamber of Commerce.

**ARTICLE 3: MEMBERSHIP**

**SECTION 1**

**ELIGIBILITY**--Any governing body, firm, association, corporation, partnership or sole proprietor, sympathetic to the aims and objects of the Chamber of Commerce may apply for membership.

**SECTION 2**

**APPLICATION**--Application for membership shall be made in writing to the Board of Directors, and the application shall be regarded as an expression of interest on the part of the applicant in the Chamber of Commerce, and as evidence of his willingness to adhere, if elected, to its by-laws, rules and regulations. Membership shall become effective upon payment of the regularly scheduled dues as provided in Section 7 of Article 3.

**SECTION 3**

**MULTIPLE MEMBERSHIPS**--Any person, governing body, firm or corporation, association, partnership, or estate, eligible for membership may acquire more than one membership by undertaking to pay the annual dues of each such membership, subject to the approval of the Board of Directors.

**SECTION 4**

**VOTING**--In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote. Any person, governing body, firm, corporation, association or partnership, holding more than one membership shall be entitled to cast only one vote; except that individuals who have been assigned to represent said additional memberships shall vote as members.

**SECTION 5**

**TERMINATION OF MEMBERSHIP**--Memberships may be terminated by the Board of Directors for cause, or for nonpayment of dues or budget subscriptions within a reasonable time, as fixed by the Board of Directors. No Membership shall be terminated without opportunity of a hearing before the Board of Directors at a stated time and place, and after reasonable notice. A majority vote of all Directors present shall be necessary to terminate a membership.

A member, whose membership shall be terminated, shall have the right to appeal to the entire Chamber of Commerce membership, and upon his written request he shall be allowed to make such an appeal at the next annual meeting, or at a special meeting to be held within 90 days of such request, as may be determined by the Board of Directors. The death or resignation of a member, or withdrawal of assignment of membership from a member, shall terminate his membership.

#### **SECTION 6**

**FORFEITURE OF INTEREST--** A termination of membership shall be deemed forfeiture of all right, title and interest of the member in and to the property of the Corporation, and the member shall thereafter have no right thereto or any part thereof.

#### **SECTION 7**

**MEMBERSHIP FEES--**Membership fees shall be prescribed by the Board of Directors and shall be payable annually by the member.

### **ARTICLE 4: BOARD OF DIRECTORS**

#### **SECTION 1**

**COMPOSITION AND AUTHORITY--**The government of the Chamber of Commerce, and the direction of its work and the control of its property, shall be vested in a Board of Directors consisting of 18 members including the five present officers as specified in the Certificate of Incorporation, or any amendment thereof. Past presidents may serve on the Executive Committee and may attend Board of Director meetings without the power to vote on either board. The Immediate Past President shall be a member of the Executive Committee and Board of Directors and shall retain the power to vote.

#### **SECTION 2**

**FUNDS--**The Board of Directors shall prescribe the forms and procedures for receiving and disbursing all funds due or entrusted to the Chamber of Commerce.

#### **SECTION 3**

**POWERS--**The Board of Directors, among its other powers, shall have power to purchase, hold, sell or lease real estate and to mortgage same, incur debts, borrow money, giving notes of the Corporation, and enter into contracts of any kind furthering the purposes of the organization.

#### **SECTION 4**

**TERMS OF OFFICE--**The members of the Board of Directors shall serve the term(s) as elected or re-elected, commencing upon their election or re-election and until their successors are elected. Each term shall be a maximum of three years. One-third of the Directors shall be elected annually. Past Presidents may be eligible for election to the Board of Directors after a two (2) year break in service.

#### **SECTION 5**

**RULES AND POLICIES--**The Board of Directors shall make such rules and regulations, and adopt such policies as it may deem proper, provided they do not conflict with the Certificate of Incorporation and these by-laws.

#### **SECTION 6**

**VACANCIES--**The Board of Directors shall fill any vacancies on the Board, but only until the next annual election, at which time the directors shall elect a replacement for the unexpired term. Absence from two (2) consecutive Board meetings without an excuse deemed valid and so recorded by the Board of Directors shall be construed as a resignation.

#### **SECTION 7**

**MEETINGS--** Regular meetings of the Board of Directors shall be held at such times and places and at such intervals as the Board of Directors shall designate, provided that not less than four such meetings of the Board shall take place each year. The president, or any vice-president, may call a special meeting, and shall call a meeting of the Board upon written request of any three members of the Board of Directors. Notice shall be given to each Director, stating time and place of all meetings at least three days prior to the meeting, and the purpose of any special meeting.

#### **SECTION 8**

**QUORUM--**At all meetings of the Board of Directors, a simple majority, but no less than six (6) of the Directors in office, shall constitute a quorum.

#### **SECTION 9**

**DUTIES -** The Board of Directors is responsible for establishing direction and objectives of the Southern Ocean County Chamber of Commerce.

## **SECTION 10**

**VOTING-** Members of the Board of Directors shall vote either in person or electronically, and in conformity with such rules and regulations as the Board of Directors may determine.

## **ARTICLE 5: NOMINATION AND ELECTION OF DIRECTORS**

### **SECTION 1**

#### **NOMINATING COMMITTEE--A**

Nominating Committee shall consist of not less than three (3) members; not less than two of whom shall be members of the Board of Directors. Vacancies on the nominating committee shall be filled by the president at least 60 days prior to day of election.

### **SECTION 2**

**NOMINEES--**The Nominating Committee shall select from the membership of the Chamber of Commerce in good standing for election to the Board of Directors, not more than as many candidates as there are vacancies to be filled. If the Nominating Committee nominates fewer candidates as there are vacancies to be filled, the slate submitted to the members shall provide for nominations from the floor. Due consideration shall be given that the Board of Directors shall be comprised of an equitable representation of the various business, industrial and professional classifications within the Chamber of Commerce membership.

### **SECTION 3**

**PERSONAL INTERVIEW--** Each prospective candidate shall be contacted in person, or by telephone, by at least one member of the Nominating Committee to explain the obligations and responsibilities of the office of directorship, and obtain the candidate's consent to have his name placed on the ballot.

### **SECTION 4**

**DATE OF ELECTION--** The election of Directors shall take place on a day during the month of December determined by the Board of Directors.

### **SECTION 5**

**BALLOT--**The Nominating Committee shall cause a slate to be prepared containing the names of

candidates, terms of office, number to be elected, date and hour of the closing of the election and other pertinent information.

## **SECTION 6**

**VOTING--**Members of the Board of Directors shall vote either in person or electronically, and in conformity with such rules and regulations as the Board of Directors may determine.

## **SECTION 7**

**APPLICABILITY--**The provisions of this Article shall become effective for the nomination and election of Directors in 1978 and thereafter.

## **ARTICLE 6: EXECUTIVE COMMITTEE**

### **SECTION 1**

#### **COMPOSITION AND AUTHORITY--**

There shall be an Executive Committee consisting of the president, treasurer, 1<sup>st</sup> vice-president, 2<sup>nd</sup> vice president, secretary (non-voting) and past president(s). The Executive Committee shall have in the interim between meetings of the Board of Directors, all powers of the Board for emergent matters. All non-emergent matters shall be reported to the Board of Directors as a recommendation of the Executive Board. Emergent Matters shall be decided by a simple majority vote of the executive committee. Past Presidents, except for the Immediate Past President, shall not have the power of a vote.

### **SECTION 2**

**MEETINGS--**Meetings of the Executive Committee may be called by the president at such times as deemed necessary with a minimum of two times per year. The president shall designate the location of the meetings. At all meetings, the President shall designate a recording secretary to record minutes of the executive meeting.

### **SECTION 3**

**QUORUM--**At all Meetings of the Executive Committee, three (3) members shall constitute a Quorum. At least 2 must be present officers.

## **ARTICLE 7: OFFICERS**

### **SECTION 1**

**ELECTION--**Officers shall be elected in the same manner as the Board of Directors, consisting of a president, 1<sup>st</sup> vice-president, 2<sup>nd</sup> vice-president and a

treasurer, all of whom, with exception of the treasurer, must be members of the Board. Past presidents may serve on the Executive Committee.

## **SECTION 2**

**TERMS OF OFFICE**--The term of office for all officers shall begin on the date of their election and continue for one year or until their successors shall be elected, subject to the power of the Board of Directors to terminate the term of office at any time by vote of a majority of the Directors in office. The president may serve for two terms if so elected, but may not serve beyond that period.

## **SECTION 3**

**POWERS AND DUTIES**--The powers and duties of the Executive Committee shall be such as their titles by general usage would indicate, and as are required by law, and such as may be assigned to them by the Board of Directors. In the absence of the president, the 1<sup>st</sup> Vice-President shall act in his/her place.

## **SECTION 4**

**EXECUTIVE DIRECTOR**--The Executive Committee shall employ an Executive Director, who shall be the chief administrative officer, of the Chamber of Commerce. The Executive Committee shall determine the compensation, the terms and conditions of his employment. The Executive Director shall be secretary of the Corporation, and shall act as the secretary of the Board of Directors and Executive Committee without vote.

## **SECTION 5**

**BONDS**--Such officers and employees handling money on behalf of the Chamber of Commerce, as the Board of Directors may designate, shall furnish surety bonds in such amounts as the Board deems necessary; the cost to be paid by the Chamber of Commerce.

## **SECTION 6**

**VACANCIES**-- The Board of Directors shall fill any vacancy for the remaining term.

# **ARTICLE 8: COMMITTEES AND DIVISIONS**

## **SECTION 1**

**APPOINTMENTS AND DUTIES**-- The president shall appoint all committee chairmen, and upon consultation with the chairman, shall appoint committee members. The Board of Directors shall

define the powers and duties of all committees and divisions.

## **SECTION 2**

### **2A. DESTINATION MARKETING**

**ORGANIZATION** There has been established within the Chamber, a Destination Marketing Organization, to be known and designated as The Long Beach Island Region Destination Marketing Organization (LBIRDMO). The activities of the LBIRDMO shall be governed and directed by the Board of Directors of the Southern Ocean County Chamber of Commerce.

### **2B.DIVISIONS**

--Any ten (10) or more members of the Chamber of Commerce, who desire to be associated as a special group for the purpose of promoting more effectively the trade, industry, business or profession in which they are particularly interested, and not adversely affecting the general public interest, and consistent with the purposes of the Chamber of Commerce, may form a division of the Chamber, subject to the approval of the Board of Directors.

## **SECTION 3**

**ELIGIBILITY**--All members of committees and divisions must be members of the Chamber of Commerce.

## **SECTION 4**

**FUNCTION**--It shall be the function of committees and divisions to make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board of Directors. They may also report to the Board of Directors such views, as they may deem proper for its consideration.

## **SECTION 5**

**FORMAL ACTION**-- No committee, except the Executive Committee, and no division, shall commit the Chamber of Commerce on a question of policy, or on matters of general interest, without first receiving the authorization of the Board of Directors.

## **SECTION 6**

**PROCEDURE**-- Committees and divisions shall operate under such authority and procedure as the Board of Directors may, from time to time, determine.

**ARTICLE 9: MEMBERSHIP MEETING**

**SECTION 1**

**MONTHLY MEETINGS**—General membership meetings shall be held monthly, but no less than ten (10) meetings per year..

**SECTION 2**

**SPECIAL MEETINGS**--The president, or a majority of the members of the Board of Directors in office, may call a special meeting of the members at any time. The Board of Directors shall call a meeting of the members upon petition signed by not less than 20 members. In case of any call of a special meeting, the notice shall contain the purpose of the meeting, and shall be issued at least five (5) days preceding the meeting date.

**SECTION 3**

**QUORUM**--At all membership meetings, members in good standing, present in person shall constitute a quorum.

**ARTICLE 10: REFERENDA**

**SECTION 1**--Upon request in writing of 20 members in good standing, the Board of Directors shall, or upon its own initiative, the Board may submit a question by mail to the membership for referendum vote. Briefs stating both sides of the question may accompany the ballot for such vote. A position supported by a majority of the voting membership shall constitute the position of the Chamber of Commerce.

**ARTICLE 11: BUDGET**

**SECTION 1**-- Before the close of each fiscal year, the Executive Director in consultation with such committee as the president shall appoint, shall compile a budget of estimated receipts and expenses for the ensuing fiscal year, and submit it to the Board of Directors. The Board shall have the power to approve or modify and adopt the budget. As passed by the Board, with or without modification, this budget shall be the appropriation measure of the Chamber of Commerce. Neither the total, nor any item therein, shall be exceeded without the consent of the Board of Directors. The Executive Committee may authorize a budget item be exceeded in emergent matters only.

**ARTICLE 12: FISCAL YEAR**

**SECTION 1**--The fiscal year of this Corporation shall end on the last day of December.

**ARTICLE 13: PARLIAMENTARY PROCEDURE**

**SECTION 1**--All parliamentary questions shall be determined in accordance with the rules in Robert's Manual of Parliamentary Rules.

**ARTICLE 14: AMENDMENTS**

**SECTION 1.** These by-laws may be amended or altered (1) by a majority vote of voting members present, in person, by proxy, or by electronic vote as provided by the Board of Directors, at any regular or special meeting, provided notice of the proposed changes shall have been mailed or electronically forwarded, to each member not less than 10 days prior to such meeting, or (2) by a majority vote of a referendum through the mail, when so ordered by the Board of Directors.

**SECTION 2.** Upon adoption of these by-laws, the existing officers, directors and committees shall be continued in office until their respective successors are elected or appointed.

**AMENDMENT 1: DISSOLUTION  
(Ratified October 12, 1993)**

When the membership and/or revenue of this corporation become so reduced that it is no longer self-supporting, the president shall call a special meeting of the members to consider the question of dissolution. If two-thirds of the members present vote in favor of dissolution, the assets of the corporation shall be distributed to a successor corporation/organization that complies with Section 501(c)(6) of the Internal Revenue Code, or any corresponding section of any future Federal tax code. No part of the assets of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons.

As of \_\_\_ day of \_\_\_\_\_, 2012 the revised By-Laws of the Southern Ocean County Chamber of Commerce were approved by vote of the general membership.