

**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 includes the communities of Long Beach Island, and the townships of Stafford, Lacey, Ocean, Barnegat, Eagleswood, Little Egg Harbor and the Borough of Tuckerton.

SECTION 4: LIMITATION OF METHODS - The chamber 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. Our goal is to advance Southern Ocean County as a vibrant economic, cultural and recreational area through our support of the Southern Ocean Chamber Association, a NJ Nonprofit Corporation.

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 school boards or any other public office in any city, state, or national election. 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, having an interest in the objectives of the Southern Ocean County Chamber of Commerce may apply for membership.

SECTION 2: APPLICATION - Application for membership shall be made in writing or electronically on forms provided for that purpose.-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-to its by-laws and policies. Membership shall become effective upon payment of the regularly scheduled dues as provided in Section 6 of Article 3.

SECTION 3: 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.

SECTION 4: TERMINATION OF MEMBERSHIP - Any membership may be terminated or refused renewal

A. for conduct unbecoming a member or detrimental to the aims or repute of the Chamber

B. for non-payment of dues or other financial obligations

by a majority vote of the board of directors at a board meeting at which a quorum is present. Upon termination all paid fees are forfeited. A member who is terminated for cause or refused renewal shall be notified in writing via electronic or regular postal mail.

SECTION 5: 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 6: 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 no fewer than nine (9) or more than fifteen (15) members including the five officers and may include the CEO and CFO (both non-voting).

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. The immediate past president reverts back to a directorship for a one-year term. Should a director change employment or retire during their term, that seat shall be automatically resigned and the seat declared vacant.

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: CONFLICT OF INTEREST - Each director will annually review and sign the chamber's conflict of interest policy thereby acknowledging that they have read and understand the policy and agree to comply with it.

SECTION 7: VACANCIES - The board of directors shall fill any vacancies on the board using the nomination process in Article 5, but only until the next annual election, at which time the directors shall elect a replacement for the unexpired term. Absence from three (3) consecutive board meetings without an excuse deemed valid and so recorded by the board of directors shall be construed as a resignation.

SECTION 8: 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 ten (10) such meetings of the board shall take place each year. The president, or 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. The president shall notify 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 9: QUORUM - A majority of the total number of directors, but no less than six (6), shall constitute a quorum for the transaction of business at any board meeting.

SECTION 10: DUTIES - The board of directors is responsible for establishing direction and objectives of the Southern Ocean County Chamber of Commerce.

SECTION 11: VOTING - Voting members of the board of directors shall vote either in person or electronically using an online polling program, and in conformity with such rules and regulations as the board of directors may determine. Proxy voting is not permitted.

ARTICLE 5: NOMINATION AND ELECTION OF DIRECTORS

SECTION 1: NOMINATIONS - The president shall accept nominations from members of the board. The president may also accept nominations from the general membership.

SECTION 2: NOMINEES - Due consideration shall be given that the board of directors shall be comprised of an equitable representation of the various 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 board 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 president shall present to the board a slate of candidates, terms of office, number to be elected, and other pertinent information.

SECTION 6: VOTING - Voting members of the board of directors shall vote in person or vote electronically using an online polling program 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 2022 and thereafter.

ARTICLE 6: EXECUTIVE COMMITTEE

SECTION 1: COMPOSITION AND AUTHORITY - There shall be an executive committee consisting of the president, treasurer, 1st vice-president, 2nd vice president, immediate past president, chief executive officer (non-voting) and may include the chief financial officer (non-voting). 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 committee. Emergent matters shall be decided by a simple majority vote of the executive committee either in person or electronically using an online polling program.

SECTION 2: MEETINGS - The executive committee shall meet quarterly and at such times as deemed necessary. The president shall designate the location of the meetings. In the absence of a chief financial officer the president shall designate a recording secretary.

SECTION 3: QUORUM - At all Meetings of the executive committee, three (3) voting members shall constitute a quorum. At least two (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, 1st vice-president, 2nd vice-president and a treasurer, all of whom must be members of the board. The chief executive officer shall be the secretary of the board.

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. The treasurer may serve without term limit. All positions are 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 1st vice-president shall act in his/her place.

SECTION 4A: CHIEF EXECUTIVE OFFICER - The executive committee may employ a chief executive officer. The executive committee shall determine the title, compensation, and the terms and conditions of the CEO's employment. The chief executive officer shall be secretary of the corporation, and shall act as the secretary of the board of directors and executive committee without vote. If the seat of president is vacant, the CEO may act as president (without a vote) until such time as the seat is filled.

SECTION 4B: CHIEF FINANCIAL OFFICER - The executive committee may employ a chief financial officer. The executive committee shall determine the title, compensation, and the terms and conditions of the CFO's employment. The chief financial officer shall serve as a director without vote and act as the recording secretary. The chief financial officer shall also sit on the executive committee without vote.

SECTION 4C: The executive committee shall determine bonuses and raises for employed staff.

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

SECTION 1: APPOINTMENTS AND DUTIES - The president shall appoint all committee chairpersons, and upon consultation with the chairperson, shall appoint committee members. The board of directors shall define the powers and duties of all committees.

SECTION 2: 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.

SECTION 3: ELIGIBILITY - All members of committees must be members *in good standing of the chamber of commerce.

SECTION 4: FUNCTION - It shall be the function of committees to make recommendations to the board of directors and to carry on such activities as may be delegated by the board of directors.

SECTION 5: FORMAL ACTION - No committee, except the executive committee, 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 shall operate under such authority and procedure as the board of directors may, from time to time, determine.

ARTICLE 9: MEMBERSHIP MEETINGS

Events for membership to meet shall be held at least six (6) times a year.

ARTICLE 10: REFERENDA

Upon request in writing of 25% of the members in *good standing, the board of directors shall, or upon its own initiative, the board may submit a question by mail (or email using an online polling program) 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

After the close of each fiscal year, the chief financial officer 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. The approved budget serves as a guide for financial activity for the remainder of the year.

ARTICLE 12: FISCAL YEAR

The fiscal year of this corporation shall end on the last day of December.

ARTICLE 13: PARLIAMENTARY PROCEDURE

The current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not inconsistent with the bylaws of the chamber.

ARTICLE 14: AMENDMENTS

SECTION 1. These by-laws may be amended or revised with a majority vote by voting directors present at any regular or special meeting, provided notice of the proposed changes have been mailed or electronically forwarded to each director not less than 10 days prior to such meeting, or by a majority vote of electronic votes cast by voting 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.

** Good standing refers to a member who is current with chamber membership dues and other financial obligations to the chamber and who has demonstrated good will toward the chamber and its members.*

ARTICLE 15: DISSOLUTION

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 directors to consider the question of dissolution. If two-thirds of the directors present vote in favor of dissolution, the assets of the corporation shall be distributed to successor affiliate, The Southern Ocean Chamber Association, a NJ Charitable Organization that complies with Section 501(c)(3) of the Internal Revenue 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 the first day of January 1, 2023 the revised By-Laws of the
Southern Ocean County Chamber of Commerce
were approved by online vote of members in good standing**