

The Stafford Chamber of Commerce

BY-LAWS

ARTICLE I

General

Section 1: Name

This organization is incorporated under the laws of the state of New Jersey and shall be known as the "Stafford Chamber of Commerce, Inc."

Section 2: Purposes (Include enough detail and specifics to reflect the purposes of the organization.)

The Stafford Chamber of Commerce is organized to achieve the objectives of: (1.) Preserving the competitive enterprise system of business by creating a better understanding and appreciation of the importance of businesspeople and a concern for their problems; educating the business community and representing them in city, county, state, and national legislative and political affairs; preventing or addressing controversies that are detrimental to the expansion and growth of business in the community if they arise; creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business. (2.) Promoting business and community growth and development by promoting economic programs designed to strengthen and expand the income potential of all businesses within the trade area; promoting programs of a civic, social, and cultural nature that are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses that prevent the promotion of business expansion and community growth.

Section 3: Area

The Stafford Township area or Stafford Township economic region shall mean to include the cities (or communities) of Manahawkin, Beach Haven West, West Creek, and Ocean Acres in the county of Ocean, as well as Stafford Township's surrounding communities.

Section 4: Limitation of Methods

The Stafford Chamber of Commerce shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II

Membership

Section 1: Eligibility

Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible for membership.

Section 2: Election (How application is made, received, and approved)

Applications for membership shall be in writing on forms provided for that purpose, and signed by the applicant. Election of members shall be by the governing body at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

Section 3: Investments

Membership investments shall be at such rates, schedule or formula as may be from time to time prescribed by the governing body, payable in advance.

Section 4: Termination (Resignation, expulsion, and delinquency)

(1.) Any member may resign from the chamber upon written request to the governing body; (2.) Any member shall be expelled by the governing body by a two-thirds vote for nonpayment of dues after 90 days from the date due, unless otherwise extended for good cause; (3.) Any member may be expelled by a two-thirds vote of the governing body, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of the chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5: Voting

In any case proceeding in which voting by members is called for, each member person shall be entitled to 1 vote, and each member firm, association, or corporation shall be entitled to a 1 vote.

Section 6: Exercise of Privileges

Any firm, association, corporation, partnership, or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions and shall have the right to change its membership nomination upon written notice.

Section 7: Orientation

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors and current officers and directors, committee chairmen, committees, and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's procedures manual or orientation handbook.

Section 8: Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members except the right to vote and shall be exempt from payment of dues. The governing body shall confer or revoke honorary membership by a majority vote.

Article III

Meetings

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with state law, shall be held during November of each year. The time and place shall be fixed by the governing body and notice thereof mailed to each member at least 10 days before said meeting.

Section 2: Additional Meetings (general membership, board, and committee meetings)

General meetings of the chamber may be called by the President at any time, or upon petition in writing of any (number or % members in good standing): (a) Notice of special meetings shall be distributed (mail or email) to each member at least 5 days prior to such meetings; (b) Board meetings may be called by the governing body upon written application of 3 members of the board. Notice including the purpose of the meetings shall be given to each officer at least 1 day prior to said meeting; (c) Committee meetings may be called at any time by the President or by the committee's chairman.

Section 3: Quorums

At any duly called general meeting of the chamber, 10% members shall constitute a quorum; at a board meeting, a majority of directors present, shall constitute a quorum.

Section 4: Notices, Agendas, Minutes

Written notice of all chamber meetings must be given at least 7 days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

Article IV

Governing Body

The governing body will be a Board of Officers as described below.

Section 1: Composition of Officers

The board of officers shall be composed of 6 members, which include the President, Vice-President, and 4 Trustees.

Section 2: Duties of Officers

A. President

The president shall serve as the chief elected officer of the chamber of commerce and shall preside at all meetings of the membership, governing body, and executive committee. The President of the board shall, assign vice presidents to divisional or departmental responsibility. The President shall, with advice and counsel of Vice-President, determine all committees, select all committee chairmen, assist in the selection of committee personnel, subject to approval of the governing body.

B. Vice-President

The Vice-President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The Vice-President shall also serve as head of the program of work committee of the chamber. As such, the Vice-President committee will be responsible for determining that the program activities of the chamber are of such duration as is required, at all times being alert to ensure that the activities of the chamber are directed toward achieving business and community needs in the area served by the chamber. . The duties of the Vice-President shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the President. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

C. Trustees

The trustees shall be responsible for assisting other officers with their assigned duties. In the absence or disability of one of the other officers, the trustees, with the vote of the remaining governing body, temporarily help with the absent or disabled officers duties.

Section 4: Determination of Officers of the Board

The elected officers (new and retiring) at its regular December meeting shall reorganize for the coming year. The board of officers shall mutually agree on Officer Titles. All officers shall take office on the first day of the new fiscal year and serve for a term of 1 or 2 year, depending upon their elected term, or until their successors assume the duties of office. They shall be voting members of the governing body.

Section 5: Vacancies

Persons to fill vacancies on the Board of Officers, or among the officers, shall be nominated by any remaining active Officer and confirmed by a majority vote of the Governing Body. An officer elected in either manner to fill a vacancy on the Board shall complete the balance of the term to which elected.

Section 6: Voting

Each member of the governing body shall be entitled to case one (1) vote on any matter before the governing body. All matters shall require a majority vote of the quorum present, unless otherwise specified elsewhere in these by-laws. In the event of a tie vote, the motion shall fail.

ARTICLE V

Elections

Section 1: Selection and Election of Officers

A. Nominating Committee

A. Nominating Committee. Annually, the president, subject to approval by the governing body, shall a nominating committee of 3 members of the chamber. The President shall designate the Chairman of the committee. Prior to September 1st, the nominating committee shall present to the

president a slate of at least 1 candidate to replace the each of the officers whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of serving.

B. Publicity of Nominations. Upon receipt of the report of the nominating committee, the president shall immediately notify the membership by email of the names of persons nominated as candidates for officers and the right of petition.

C. Nominations by Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least 10 qualified members or 10% of current membership of the chamber, whichever is greater. Such petition shall be filed with the nominating committee with 10 days after notice has been given of the names of those nominated. The determination of the nominating committee as to the legality of the petition(s) shall be final.

D. Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of (number of vacancies) candidates shall be declared elected by the governing body at their regular September board meeting. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order.

Instructions will be to vote for (number of vacancies) candidates only. The ballots will be distributed to active members at the regular November Membership Meeting. These ballots will need to be turned in prior to the adjournment of the November Membership Meeting. Ballots can only be completed by active members and they need to be present at the November meeting.

E. Judges. The president, subject to the approval of the governing body, shall appoint at least 3, but not more than 5, judges who are not members of the governing body or candidates for election. One will be designated president/chairman. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the governing body. The counting of the ballots will take place at the conclusion of the November Membership Meeting. The governing body shall at the next Membership following the elections, declare the (number) candidates with the greatest number of votes, elected.

Section 2: Seating of New Officers

All newly elected and appointed officers shall be seated at the regular December board meeting and shall be participating members thereafter. Retiring officers shall continue to serve until the end of the program year.

Section 3: Terms / Term Limits

Terms of officers have been purposely staggered to help with continuity of Chamber activities and operations. The original Founding Board of Officers will internally decide on their individual term lengths so that at the first election, 3 of the original officers are up for election. The 5 board of officers positions will consist of two year staggered terms. No board member who has served two consecutive two-year terms is eligible for election for a third term. The original Founding Board Members that choose to run for election who have only served one year (non-elected), will start their two term limit should they be elected at the first official election. (A maximum of 5 years, the original year and two, two year consecutive terms). The remaining original board members having served a two year term prior to being elected, will be subject to the two term limit upon being elected. (a maximum of 4 years) This is so that at no time during any election will all 5 board of officers be changing at one time. A period of 1 year must elapse before eligibility is restored. In the event an officer of the board has served their 2 consecutive terms and no successor has been elected, the officer can serve another term if appointed by the other active board members.

Furthermore, should an officer for any reason decide to step down during their term, the remaining board members will elect a replacement. That member will carry out the remainder of the leaving members term, however, should the board member stepping down have less than one year of their existing term left, the newly appointed board member with carry out that term plus an additional

one year. Upon completion of the additional year they will be subject for re-election and the same rules of consecutive terms apply.

Section 4: Vacancies

A member of the governing body who shall be absent from 3 consecutive regular meetings of the governing body shall automatically be dropped from membership on the board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Vacancies on the governing body, or among the officers, shall be filled by governing body by a majority vote.

Section 5: Policy (statements of position on issues)

The governing body is responsible for establishing procedure and formulating policy for the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

Section 6: Indemnification

The chamber may, by resolution of the governing body, provide for indemnification by the chamber of any and all current or former officers, directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which any of them are made parties, or a party, by reason of having been officers, directors, or employees of the chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article VI

Committees and Divisions

Section 1: Appointment and Authority

The president, by and with the approval of the governing body, shall appoint all committees and committee chairmen/president. The president may appoint such ad hoc committees and their president/chairmen as deemed necessary to carry out the program of the chamber. Committee appointments shall be at the will and pleasure of the president and shall serve concurrently with the term of the appointing president, unless a different term is approved by the governing body. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the governing body, and carry on such activities as may be delegated to them by the governing body.

Section 2: Limitation of Authority

No action by any member, committee, division, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the chamber until it has been approved or ratified by the governing body. Committees shall be discharged by the president when their work is been completed and their reports accepted, or when, in the opinion of the governing body, it is deemed wise to discontinue the committees.

Section 3: Testimony

Once committee action has been approved by the governing body, it shall be incumbent upon the committee president/chairmen or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

Section 4: Division

The governing body may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the chamber. The governing body shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The governing body shall annually review and approve all activities and

proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the chamber, unless approved by the governing body.

Article VII

Finances

Section 1: Funds

All money paid to the chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.

Section 2: Disbursements

Upon approval of the budget, the president is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the governing body.

Disbursements shall be by check.

Section 3: Fiscal Year

The fiscal year of the chamber shall close on December 31st.

Section 4: Budget

As soon as possible after the election of the new governing body, the officers/executive committee shall adopt the budget for the coming year and submit it to the governing body for approval.

Section 5: Annual Audit

The accounts of the chamber of commerce shall be audited annually as of the close of business on December 31st. It shall be the duty of an auditing committee, whom will be appointed by the President, to examine and audit the books and accounts of the Treasurer and any departments.

These findings shall be reported to other members of the governing body.

Section 6: Bonding

The president and such other officers and staff as the governing body may designate shall be bonded by a sufficient fidelity bond in the amount set by the board and paid for by the chamber.

Article VIII

Dissolution

Section 1: Procedure

The chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to the members of the chamber. On dissolution of the chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the governing body as defined in

IRS Section 501(c)(3).

Article IX

Section 1: Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the charter or bylaws of the chamber.

Article X

Amendments

Section 1: Revisions

These bylaws may be amended or altered by a two-thirds vote of the governing body or by a majority of the members at any regular or special meetings, provided that notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be

submitted to the board or the members in writing at least 10 days in advance of the meeting at which they are to be acted upon.

Adopted: 08/24/2014

Amended: 10/20/2017

Amended: 03/29/2018