

**BYLAWS OF THE ORTLEY BEACH VOTERS AND TAXPAYERS
ASSOCIATION, INC. (OBVTA)
A Not-for-Profit Corporation**

As approved by vote at a General Membership Meeting on April 17, 2021

Article 1: Purpose

The OBVTA is organized to represent all the property owners (whether full-time residents, part-time residents, or non-residents) and voting resident tenants of Ortley Beach for the purpose of improving the quality of life in the Township of Toms River section known as Ortley Beach.

Article 2: Offices and Addresses

The OBVTA may have such offices as its Board of Directors (BOD) may require. The principal mailing address for the OBVTA is P.O. Box 223 Lavallette, New Jersey 08735. For purposes of the Corporate Annual Report filed with the state of New Jersey, this shall constitute the "Main Business Address." The acting treasurer of the OBVTA shall serve as its Registered Agent for the purpose of the Corporate Annual Report. The address of the treasurer and all officers of the OBVTA shall be that address stated above.

Article 3: Membership

- A. **Eligibility:** Eligibility for OBVTA membership will be limited to:
- a. Owners of Ortley Beach property;
 - b. Tenants of Ortley Beach property who are registered as voters with the Township of Toms River;
 - c. Owners of businesses who rent/lease in Ortley Beach;
 - d. Payment of dues by a member will constitute that member(s)' representation that they are eligible for membership. Thus, the BOD is not responsible for verification of eligibility.
- B. **Active Membership:** An active member is an eligible member who has paid membership dues for either the current year, the immediately prior year, or the next year.
- C. **Dues:** The amount of dues to be paid for active membership will be established by the OBVTA BOD from time to time by resolution. Such amount will remain in effect for that entire year.
- D. **Record of Membership:** Membership registration and payment shall be maintained electronically by the OBVTA Treasurer or by another BOD member, as a part of the responsibility of collection and depositing of the dues.
- E. **Classes of Membership:** There shall be two classes of membership.

- a. **Family Membership:** A family membership will entitle only one eligible member of the family to vote at membership meetings. For this purpose, a family is defined to include people living in a common dwelling unit regardless of marital status or relationship status. Thus, for example, two unrelated, unmarried, individuals residing at the same dwelling unit could constitute a family at the individuals' option. In such a circumstance, only a single dues payment would be necessary for both individuals to be members.
 - b. **Business Membership:** A business membership entitles representatives from the business to attend membership and business meetings, receive communications, and participate in other membership activities. Only one vote per business membership will be allowed.
- F. **Removal of Member:** In the event that a majority of the BOD members determine that a member took an action or actions which caused or will cause harm or otherwise be damaging to the OBVTA, a majority vote of BOD members will direct an Ethics Committee to review the matter. The Ethics Committee, in its sole discretion, shall review the action or actions referred to them by the vote of the majority of the BOD members. The member or members under review for removal will be given the opportunity to respond to the Ethics Committee's evaluation prior to the Ethics Committee taking any action for removal. Removal of the member or members requires a 2/3 affirmative vote by the Ethics Committee. Once removed, that member will no longer be eligible for membership unless reinstated by the Ethics Committee. Reinstatement would likewise require a 2/3 affirmative vote by the Ethics Committee. The findings of the Ethics Committee will be final upon a 2/3 affirmative vote and will take effect immediately. The Ethics Committee will report the findings and action to the OBVTA BOD within 72 hours of the determination. The OBVTA general membership will be advised by the Ethics Committee of any actions taken at the next general membership meeting after the final determination and action was undertaken.
- G. **Voting Rights:** Only active members are permitted to vote. Only one vote per family member or business member will be allowed.
- H. **Non-Member:** Any person who is not eligible, not an active member, or is a removed member who attends meetings of the membership is considered a non-member. Non-members shall not have any voting rights at membership meetings.
- I. **Meetings of Membership:**
- a. **Annual Meeting:** An annual meeting of the membership shall be held on the third Saturday in the month of June. The BOD shall determine the time and place of the meeting and may change the date to accommodate any conflicts. The annual meeting shall include in its business the election of Directors.
 - b. **Monthly Meetings:** All meetings other than the Annual Meeting shall be known as monthly meetings. The schedule for the monthly meetings will be determined in November of the prior year by the Secretary with majority agreement by members of the BOD.
 - c. **Notice of Meetings:** Written notice of meetings shall be posted on the OBVTA website at the beginning of the year, and distributed to members who have provided the OBVTA with e-mail addresses.
 - d. **Quorum:** At least 40 active members, including BOD members, must be present at any meeting before official business can be conducted. If a quorum is not

present, the meeting will continue and information may be presented, however, no resolutions or other actions requiring a vote may be acted upon.

- e. **Voting Process:** All votes, except for those of Officers and Directors, will be taken by a show of hands. The President will determine the majority of the votes by reviewing the number of hands raised. If a determination of the majority is not apparent from a review of the raised hands, the President will count the number of raised hands, and the Secretary will verify that count.

Article 4: Board of Directors

- A. **Responsibility of BOD:** The BOD collectively shall be responsible for the management of the affairs of the OBVTA. Given that responsibility, the BOD will adopt **Resolutions** during meetings of the BOD pertaining to the management of the affairs of the OBVTA. A resolution can be, but does not have to be, labeled as such in the minutes of the BOD; thus, a vote on an action to be taken will be considered to be a resolution by the BOD even though not labeled as such. Resolutions by the BOD must fall into one of two categories as determined by the BOD at the time of the resolution:
 - a. **An administrative resolution** is an action by the BOD **not** requiring membership approval.
 - b. **A membership resolution** is an action proposed by the BOD that either proclaims a position to be promoted by the OBVTA, or impacts upon the OBVTA community in general. A membership resolution will be designated by the BOD and must be voted upon by the membership at a meeting determined to be appropriate by the BOD.
- B. **Constituency of BOD:** The BOD shall consist of up to a maximum of nine (9) active members. There shall be two types of Directors: Officer Directors and At-Large Directors. There shall be four (4) Officer Directors including President, Vice President, Secretary, and Treasurer at all times. There shall be up to five (5) At-Large Directors. Except during a vacancy, there shall always be an odd number of Directors. If there is a vacancy such that an even number of Directors exists, the President shall cast the tie-breaking vote.
- C. **Director Terms:**
 - a. All BOD members will hold office for three years, with no maximum limit on terms
 - b. Terms of Directors will be laddered such that:
 - i. Directors 1, 2 and 3 shall be up for election in Year 1.
 - ii. Directors 4, 5 and 6 shall be up for election in Year 2.
 - iii. Directors 7, 8 and 9 shall be up for election in Year 3.
 - iv. All Directors will then be up for re-election every three years.
 - c. Each Director's term shall run from July 1 following their election at the June annual membership meeting through June 30 three years after that term began.
- D. **Nomination and Election of Directors:**
 - a. Expiring terms of Directors will be announced, and a call for nominations to fill them will be made, at the April meeting, with a deadline for all nominations to be submitted to the President one week before the May meeting.

- b. At the May general membership meeting, the slate of nominations will be announced to the membership. Material regarding each nominee will be provided to the President by the nominee and then distributed to the membership prior to the June membership meeting.
- c. The nominees will be voted upon in June at the annual membership meeting if a quorum is met.
- d. If there is only one nomination for a position, the Secretary will immediately cast a vote electing the nominee. If there is more than one nominee for a position, a vote will be taken by ballot, either on paper or electronically or both. The winner will be determined by a simple majority vote of all members present at the June meeting if a quorum is met.

E. Vacancies:

- a. If a director's seat becomes vacant after the yearly elections of Board of Directors, or if a Director resigns or is removed from office, that Director position may be filled by appointment by the majority of the members of the BOD at the next meeting following the resignation or removal.
- b. A Director completing the unexpired term of a previous Director as a result of a vacancy shall serve out the remainder of the term of the Director being replaced.

F. Removal of Directors: The BOD may propose to remove any Director for cause. Removal for cause requires the affirmative vote of 2/3 of the Directors, other than the Director who is proposed to be removed. For this purpose, cause shall be deemed to be:

- a. The conviction of the BOD member of any Class 1 felony.
- b. Taking an action which materially impairs the assets (tangible or intangible) of the OBVTA, if such action is not previously authorized by the BOD.
- c. Using the assets of the OBVTA for personal purposes without authorization by the BOD.
- d. Failure to attend at least 50 percent of the meetings of the BOD or General Membership within any calendar year period. The BOD will take into account extraordinary circumstances for non-attendance prior to removing the BOD member. Examples of extraordinary circumstances would be illness or family illness/death. If a meeting is re-scheduled, that meeting will not count in either the numerator or denominator for computing the 50 percent attendance requirement.
- e. Failure to perform the duties required by these bylaws.

G. Indemnification: The OBVTA shall maintain an Officers and Directors insurance policy that, to the extent legally permissible, shall indemnify and hold harmless each person who may serve or who has served at any time as an Officer, Director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided

that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer, Director, or employee under this Article shall apply to such Officer, Director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

- H. **Compensation:** No Director shall be eligible for compensation, except for the reimbursement of expenses incurred in fulfilling the duties of Director. The BOD shall from time to time review the OBVTA policy for reimbursement.
- I. **Conflict of Interest:** Each Director shall disclose in writing to the BOD any conflict of interest that the Director believes may arise as a result of such Director's duties for the OBVTA.
- J. **Meetings of the BOD:**
 - a. **Regular Meetings:** The BOD shall meet regularly, with determination of date, time and place to be made by the Secretary in November of the prior year with majority agreement by members of the BOD. The schedule will be published by the beginning of the calendar year and then communicated to the BOD by e-mail. Attendance may be either in person, telephonically or electronically (e.g. Skype or Zoom) for those not present in person. Any changes to the predetermined schedule may be made by a majority vote by the BOD.
 - b. **Quorum:** A quorum will consist of a simple majority of the BOD. If a quorum is not present, the meeting will continue and information may be presented, however, no resolutions or other actions requiring a vote may be acted upon. If there is a quorum, and an even number of BOD members is present at a meeting, in the event of a tie, the President shall cast the tie-breaking vote.
 - c. If in the discretion of the President an action needs to be taken by the BOD in between BOD meetings, then the action may be presented to the BOD by the President for vote by e-mail or telephonically or a combination thereof. The results of the vote on that action shall be incorporated into the minutes of the next BOD meeting.

Article 5: Officer Directors

- A. **Positions:** Officer Directors shall include the positions of President, Vice President, Secretary and Treasurer.
- B. **Selection of Officer Directors:** The BOD will meet during the July Board of Directors meeting to select from among the Directors a slate of Officers: President, Vice President, Secretary and Treasurer.
 - a. The Officers will be selected on a staggered schedule:
 - i. The President and Treasurer will be selected by the BOD during the first BOD meeting following the June election in odd years to serve for a two-year term.
 - ii. The Vice President and Secretary will be selected by the BOD during the first BOD meeting following the June election in even years to serve for a two-year term

- b. Each Officer will serve for a term of two years. Service of a full two-year term will be contingent upon re-election as a Director for some Officers.
 - c. If a BOD member is serving as an Officer, and his/her term expires before the completion of the two-year Officer term, the individual must stand for re-election to the BOD. If the individual is re-elected to the BOD, he/she will continue to serve in the Officer position for the remainder of the two-year Officer term. If the individual is not re-elected to the BOD, the BOD at its next monthly BOD meeting will appoint a different BOD member to serve the remainder of the Officer term.
- C. **Duties:** While the duties described below are not all encompassing, they represent the basic duties and responsibilities for each of the offices:
- a. **President:** The President shall preside over all meetings of the BOD and Membership, and shall supervise and direct all of the business and affairs of the OBVTA. The President shall be responsible for gathering input for BOD and Membership meetings. The President will be responsible for communications to the Membership (including oversight of the OBVTA website), and third parties who are outside the OBVTA Membership with whom the OBVTA needs to communicate. Examples include Toms River Council, Ocean County Board of Freeholders and other government officials and leaders of other Associations who have a similar purpose or who provide advocacy for the membership. The President may, however, appoint a BOD Director to take the lead on communications with a particular third party if deemed necessary.
 - b. **Vice President:** The Vice President shall perform the duties of the President in the event of a vacancy in the presidency or if the President becomes unable to perform those duties. The Vice President will be the primary liaison to the OBVTA business members and will be responsible for communications with this group and for organizing and conducting special meetings with business members as needed.
 - c. **Secretary:** The Secretary shall maintain the Bylaws. The Secretary will see that all notices required to be given in accordance with these Bylaws are actually given. The Secretary shall ascertain that a quorum does or does not exist in accordance with these Bylaws for all BOD and General Membership meetings and shall record and distribute the minutes of the BOD and Membership meetings. The Secretary shall keep a list of all Directors and their mailing and e-mail addresses and phone numbers along with their terms of office. The Secretary will be responsible for the scheduling of meetings (see Article 3, Section I, and Article 4, Section J).
 - d. **Treasurer:** The Treasurer shall have charge of, and custody of, all funds of the OBVTA, and provide the BOD and Membership with financial information no less than quarterly. Financial information consists of a statement of cash receipts, disbursements, and cash balances. The Treasurer shall be responsible for maintaining the books and records of the OBVTA including checks and deposit slips, bank statements, a cash receipts and disbursements ledger, documentation supporting receipts and disbursements, and the OBVTA corporate seal. The Treasurer, the President, and one other BOD member will be authorized

signatures on OBVTA bank accounts. The Treasurer and the BOD member maintaining the record of membership will maintain the two keys to the OBVTA P.O. Box. The President can act as a substitute key holder.

- i. **Budgets:** The Treasurer will submit a budget for the next calendar year by December of the current calendar year to the BOD for its approval. Once the BOD approves the budget, it will be submitted to the General Membership at the first meeting of the next calendar year for a vote of approval.
- ii. **Bank Signatures:**
 1. Disbursements up to \$500 requires Treasurer or one other authorized signature
 2. Disbursements exceeding \$500 up to \$3,000 requires two authorized signatures
 3. Disbursements exceeding \$3,000 requires two authorized signatures following majority approval by the General Membership. General Membership approval of the budget authorizing the expenditure exceeding \$3,000 will constitute General Membership approval. Thus, the BOD will not be required to submit the expenditure a second time for approval.

Article 6: Committees

- A. **Establishment of Committees:** The BOD may, at its discretion, establish committees to assist the BOD to manage the affairs of the OBVTA.
- B. **Ethics Committee:** The BOD will establish a standing Ethics Committee.
 - a. The Ethics Committee will consist of three BOD members appointed by the OBVTA President and four general members of the OBVTA nominated by the OBVTA President and approved by a majority of the BOD.
 - b. Members of the Ethics Committee will serve for a period of four years.
 - c. Vacancies on the committee of any of the three BOD members will be appointed by the OBVTA President and vacancies on the committee of any of the four general members shall be nominated by the OBVTA President and approved by a majority of the BOD.
 - d. BOD members or general members filling a vacancy will serve out the term of the position they are filling.
- C. **Additional Committees:** Other committees so established shall be chaired by a member of the BOD unless no members of the BOD are willing to do so. If that is the case, then the BOD may, at its discretion, invite an active member to do so.
 - a. The chair of the committee will report into, and make recommendations to, the BOD, including the number of members recommended to serve on the committee.
 - b. No member of a committee, including its chair, shall have the right to exercise the authority of the BOD, but only to make recommendations for BOD approval and/or submission to the General Membership.

- c. All communications from a committee must be first approved by the BOD who will be responsible for distributing those communications to the General Membership.

Article 7: Other Provisions

- A. **Validity:** These Bylaws, once adopted by the General Membership, hereby negate and set aside any and all previous Bylaws including amendments. If a conflict exists between these Bylaws and previous Bylaws, these Bylaws shall prevail.
 - a. The BOD shall be responsible for interpretations of these Bylaws.
 - b. If there are different interpretations by members of the BOD, the interpretation of a majority of the BOD (evidenced by a vote and recorded in the minutes of the BOD) shall become the interpretation used by the BOD.
- B. **Amendments:** These Bylaws may be amended or replaced by an affirmative vote of a majority of the Membership present at a meeting of the Membership (provided a quorum is present).
 - a. Previous amendments included:
 - i. On April 21, 2012, as approved by vote at a general membership meeting.
 - ii. On July 20, 2013, as approved by vote at a general membership meeting.
 - iii. On October 18, 2014, as approved by vote at a general membership meeting.
- C. **Political Campaigns:** As an organization exempt from income taxation, the OBVTA shall abide by Revenue Ruling 2007-41, page 1421, regarding exempt organizations and political campaigns.
- D. **Outside Vendors:** Only vendors who have received advance permission from the BOD are allowed to sell products or services or solicit members for the sale of products or services at any meeting.
- E. **Non-Discrimination:** The Directors of the OBVTA will not discriminate or permit discrimination against any member or deny membership to any qualifying person on the basis of race, color, religion, age, marital status, national origin, ancestry, sex, sexual orientation, or mental or physical condition. The removal of a member pursuant to Article 3, Section F shall not be considered discrimination for any of the reasons stated in this Article 7, Section E.

