



IDEAL BEACH COMMUNITY ASSOCIATION

**BYLAWS OF THE IDEAL BEACH COMMUNITY ASSOCIATION,
A NEW JERSEY NONPROFIT CORPORATION**

**ORIGINALLY ADOPTED OCTOBER 28, 2010
REVISION 10 31 2017**

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A NEW JERSEY NONPROFIT CORPORATION**

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Article I - Name

The name of this Association shall be the Ideal Beach Community Association, (Ideal Beach Community Association, A New Jersey Nonprofit Corporation) hereafter referred to as 'IBCA'. The Ideal Beach Community as used in the name of this Association shall be understood to be that portion of Middletown Township that is bounded to the North by Raritan Bay, to the West by the border of Keansburg, to the south by Highway 36, and to the East by the border of Port Monmouth.

Article II - Seal

The Association shall have a corporate seal with the name incised thereon.

Article III - Purposes

The Association is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article IV - Membership

Section 1. Any individual who is at least eighteen years of age and a resident for six months or more (owner or renter) in the Ideal Beach Community, as described in ARTICLE I, shall be eligible for membership in this Association. Membership in this Association shall be available without regard to race, color, creed or national origin (with the above residency restriction) to any individual who subscribes to the Purposes in Article III of this Association.

Section 2. Any person, including any individual, firm or organization, who wishes to further the purposes of this Association, but does not qualify as a resident in the Ideal Beach Community, shall be eligible for associate, (non-voting) membership in the Association upon acceptance of the purposes of the Association stated in ARTICLE III.

Section 3. Each Member shall have one vote in Officer and Trustee elections and in other matters put forth at monthly meetings.

Section 4. Members in good standing of this Association are those who abide by the current Bylaws and subscribe to the Purposes of this Association. Membership is accepted upon receipt of name, address, telephone number and email address (if any) via mail, email or in person at an IBCA meeting, and proof of residency.

Section 5. By affirmative vote of the majority of the Board of Trustees, a Member may be suspended or expelled for cause or terminate the membership of any Member who becomes ineligible for membership. Any such Member shall be accorded the opportunity of an appropriate hearing by the Board of Trustees prior to final action with respect to his or her membership.

Article V - Dues

There are no annual dues, unless changed by a majority vote of the Members at a scheduled meeting.

Article VI - Board of Trustees

Section 1. The Board of Trustees shall consist of not less than three, nor more than five Members that reside and own property in the Ideal Beach community. Trustees shall serve a term of one (1) year. Trustee terms shall be renewed or nominations taken for replacement at the annual meeting in November. If less than three Trustees remain, a third Trustee shall be appointed as quickly as possible, and the departing Trustee shall remain until a replacement is appointed.

Section 2. Two-thirds of the Trustees shall be a quorum for voting or conducting official business. Trustees may attend meetings in person, via phone or via computer. Any Trustee that misses 3 consecutive meetings (Trustee meetings or Regular meetings) jeopardizes their position and will be required to have a hearing with the Board of Trustees for final action with respect to his or her position. Appointing/dismissing Trustees requires 2/3 vote of the Board of Trustees with notification given in writing to the incumbent/retiree in writing.

Trustees shall resign in writing, giving three weeks' notice.

Section 3. The duties of the Board of Trustees shall be to

- Establish the mission and purpose of the Association
- Prepare strategic plan and goals
- Monitor programs and services
- Set budgets; monitor financial performance
- Raise funds; set fundraising strategy
- Ensure compliance with laws and regulations
- Enhance public standing
- Build a competent Board of Trustees; orient new Members
- Establish and maintain Bylaws.

Section 4. The Board of Trustees shall assign tasks to committees and shall decide any questions of jurisdiction over matters of common interest which may arise between committees.

Article VII - Officers

Only Members residing in the Ideal Beach Community for at least one year may serve as Officers of the Association. The Officers of the Ideal Beach Community Association shall be President, Vice President(s), Treasurer, Recording Secretary, Recording Secretary Alternate, and Correspondence Secretary, all of whose terms shall be renewed or nominations taken for replacement at the annual meeting in November. The Recording Secretary shall also be a Trustee. He or she shall serve for a term of one year or until their successors have been elected. Any Officer that misses 3 consecutive meetings (Trustee meetings or Regular meetings) jeopardizes their position and will be required to have a hearing with the Board of Trustees for final action with respect to his or her position. Officers shall resign by giving three weeks' notice in writing to the Board of Trustees and shall help to transition their successor. In the case of the death of an Officer, removal from office, resignation, or extended absence of any of the Officers (upon approval by the Board of Trustees), the Board of Trustees shall appoint one of the Members to fill the vacancy temporarily, until the return of the absentee or until a successor has been elected.

Article VIII - The President

The duties of the President shall be to:

- Preside over IBCA meetings; prepare and provide meeting agendas
- Inform Members regarding activities, progress against goals, and financial performance
- Participate in budget setting
- Lead fund raising activities
- Welcome new Members
- Act as Association figurehead at Association events and gatherings
- Attend scheduled Trustee meetings
- Act as PR point person and Township liaison with Trustee guidance and approval
- Chair committees as assigned by the Board of Trustees

All Officers shall make reports to the President when requested, and their reports shall be submitted to the Association as needed. The President shall be required to take all necessary measures for maintaining order and efficiency.

Article IX - The Vice President(s)

The duties of the Vice President(s) shall be to:

- Preside over IBCA meetings and provide meeting agendas when the President is unable to attend
- Act as back up for President
- Participate in fund raising activities
- Chair committees as assigned by the Board of Trustees
- Act as PR point person and Township liaison with Trustee guidance and approval

Article X - Treasurer

The duties of the Treasurer shall be to:

- Collect, record and deposit funds received from grants, fund raising activities, and other sources
- Pay all Association bills
- Maintain the Association check book and all other necessary accounts
- Participate in budget setting
- Work with CPA to maintain accurate financial records, and to provide input for financial statements, and tax filings
- Attend scheduled Trustee meetings
- Chair committees as assigned by the Board of Trustees

The Treasurer shall make a report to the Association at each regular meeting, wherein the Treasurer shall show the amount of money on hand and the receipts and disbursements since the preceding meeting.

Article XI - Recording Secretary

The duties of the Recording Secretary shall be to:

- Record and maintain the Minutes for monthly Regular Meetings
- Participate in fund raising activities
- Chair committees as assigned by the Board of Trustees

Article XII - Recording Secretary Alternate

The Recording Secretary Alternate shall fill in and assist the Recording Secretary as needed. The duties of the Recording Secretary Alternate shall be to assist with the following:

- Record and maintain monthly Regular Meeting minutes
- Participate in fund raising activities
- Chair committees as assigned by the Board of Trustees

Article XIII- Correspondence Secretary

The duties of the Correspondence Secretary shall be to:

- Maintain the Corporation Book (mission statement, bylaws, resolutions, corporate seal, etc.)
- Maintain Membership list
- Maintain and manage IBCA email account communication with Members and others contacting the IBCA.
- Prepare, generate, and keep all written communications, letters, documents, and general correspondence associated with IBCA business and relations.
- Participate in fund raising activities
- Chair committees as assigned by the Board of Trustees

Article XIV - Meetings

Section 1. Board of Trustees meetings shall be held at a convenient time and place to be designated by the Board of Trustees. There shall be a quorum of Trustees at any Board of Trustees meeting.

Section 2. Regular meetings of the Members shall be held monthly at the discretion of the Board of Trustees, at a time and place designated by the Board of Trustees.

Section 3. An Election Kick-off meeting shall be held in September, the specific date, time, and location of which shall be designated by the Board of Trustees, to begin the process of collecting nominees for the November election of Trustees and Officers.

Section 4. A "Closing of Open Nominations" meeting shall take place in October during the Regular meeting, at a time and place designated by the Board of Trustees.

Section 5. An Election meeting shall take place in the month of November, the specific date, time, and location of which shall be designated by the Board of Trustees. At the Election meeting, Members shall renew terms for Trustees and Officers and elect new Trustees and Officers for those exiting their positions,

Section 6. An Annual meeting of the Members shall take place in the month of December, the specific date, time, and location of which shall be designated by the Board of Trustees. The Annual meeting shall be for the purpose of presenting reports, including a financial report, and to present to the Members the direction of the IBCA for the coming year.

Section 7. Special meetings may be called by a simple majority of the Board of Trustees.

Section 8. Except for Board of Trustees meetings, notice of each meeting shall be given to Members and posted to the IBCA website not less than seven days prior to the meeting.

Section 9. For Regular Meetings, the Members present at any properly announced meeting shall constitute a quorum.

Section 10. For Board of Trustee meetings, 2/3 of the Trustees shall be present to constitute a quorum.

Section 11. All 'issues' to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Each regular Member of the Association shall be entitled to one vote to be cast in person. There shall be no votes by proxy or mail.

Article XV – Nomination Process and Appointment of Officers and Trustees

Trustees and Officers serve a term which expires at year-end. There may be the need to replace or add an Officer or Trustee at any time during the year. All terms for Trustees and Officers are renewed at the November Election meeting no matter in which month initially elected. Nominations to add new or replace exiting Trustees and/or Officers are made by IBCA Members or directly by those seeking office. Nominations shall be submitted either in person at the meeting during which nominations shall be held, or by email no later than five (5) days before the meeting. To be considered, Nominees shall provide the following information in writing or via email:

- Name
- Street address
- Phone number
- Email address, if any
- Requested position
- Brief description of qualifications
- Signed statement indicating agreement to be nominated and to abide by the Bylaws for the position being sought.

Nominees shall attend the nomination meeting to present themselves to Members.

The Board of Trustees shall meet shall be held at a time and place to be designated by the Board of Trustees after the nomination meeting and before the in the week following the nomination meeting to select candidates and alternates who shall be notified of their candidacy

Candidate Officers and Trustees shall be presented to the membership for ratification at the regular meeting following the nomination meeting. If a candidate is not ratified, alternates shall be presented for ratification. If no ratification is made, the Trustee or Officer being replaced shall continue in office until a replacement is nominated and ratified in a subsequent meeting.

Article XV - Indemnification

Unless otherwise prohibited by law, the Ideal Beach Community Association (IBCA) shall indemnify any Trustee or Officer or any former Trustee or Officer against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Trustee or Officer. However, there shall be no indemnification in relation to matters to which he or she shall be adjudged to be guilty of a criminal offense or liable to the IBCA for damages arising out of his or her own gross negligence in the performance of a duty to the IBCA.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by such Trustee or Officer. The Board of Trustees shall also authorize the purchase of insurance on behalf of any Trustee or Officer against any liability incurred by him which arises out of such person's status as a Trustee or Officer, whether or not the IBCA would have the power to indemnify the person against that liability under law.

Article XVI - Disbursements

Section 1. An annual calendar year budget shall be prepared and approved by the Board of Trustees. Disbursements are to be made in accordance with that budget. Funds of the Association shall be paid out by check by the Treasurer.

Section 2. Officers are authorized to commit Association funds for amounts not to exceed \$500.00. The Board of Trustees is authorized to commit funds for amounts not to exceed existing Association finances.

Article XVII- Dissolution

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XVII - Parliamentary Procedures

The rules of Parliamentary Procedure contained in Robert's "Rules of Order Newly Revised", shall be the authority governing all meetings of the Association, subject to laws of the State of New Jersey and these Bylaws.

Article XVIII - Amendments

These Bylaws may be amended by a two-thirds vote of eligible Members at any regular general membership meeting, provided that notice of the proposed amendment shall have been made available by mail or email to Members of the Association at least fifteen days in advance of the meeting, and posted to the IBCA website.

ADOPTED October 28, 2010

Signature: _____ Title: _____

Signature: _____ Title: _____

Revised- Regular Meeting, February 8, 2011

(Addition of second Vice President Position)

Signature: _____ Title: _____

Signature: _____ Title: _____

Revised- Trustee Meeting, January 3, 2012

(Creation of Recording Secretary, Recording Secretary Alternate, and Correspondence Secretary from Secretary Position)

Signature: _____ Title: _____

Signature: _____ Title: _____

Revised- Trustee Meeting, September 6, 2012

(Extension of Nomination process to allow for any unexpected or urgent situations that may occur in regards to any Nominees)

Signature: _____ Title: _____

Signature: _____ Title: _____

Revised- Email Communication, September 6, 2014

(Addition of 'A New Jersey Nonprofit Corporation' to Article I, Section- Name)

Signature: _____ Title: _____

Signature: _____ Title: _____

Revised- Email Communication, September 28, 2015

(Revision of Article III – Purposes, to meet the organizational test of IRS Section 501(c)(3); Letter of Request #1312, Rev. 7-2015, from the IRS dated September 15, 2015)

Signature: _____ Title: _____

Signature: _____ Title: _____

Revised- Email Communication, September 28, 2015

(Elimination of Section 3 of Article XVI- Disbursements in order to create Article XVII- Dissolution in order to clarify and meet the organizational test of IRS Section 501(c)(3); Letter of Request #1312, Rev. 7-2015, from the IRS dated September 15, 2015)

Signature: _____ Title: _____

Signature: _____ Title: _____

Revised- Email Communication, September 28, 2015

(Creation of Article XVII- Dissolution to clarify and meet the organizational test of IRS Section 501(c)(3); Letter of Request #1312, Rev. 7-2015, from the IRS dated September 15, 2015)

Signature: _____ Title: _____

Signature: _____ Title: _____

Revised- Email Communication 10 31 2017

(Revise duties of Correspondence Secretary Article VI, eliminate The Recording Secretary shall also be a Trustee and Act as PR point person and Township liaison with Trustee guidance and approval)

Signature: _____ Title: _____

Signature: _____ Title: _____

Revised- Email Communication 10 31 2017

(Revise duties of Vice President Article IX– Add “Act as PR point person and Township liaison with Trustee guidance and approval”, Revise duties of President Article VIII– Add “Act as PR point person and Township liaison with Trustee guidance and approval”))

Signature: _____ Title: _____

Signature: _____ Title: _____

Revised- Email Communication 10 31 2017

(Add duty to Article VIII thru XI, “Chair committees as assigned by the Board of Trustees”)

Signature: _____ Title: _____

Signature: _____ Title: _____

Revised- Email Communication 10 31 2017

(Correct location of Ideal Beach Community Article I to the East by the border of Keansburg, to the south by Highway 36, and to the West)

Signature: _____ Title: _____

Signature: _____ Title: _____

Revised- Email Communication 10 31 2017

(Correct Article XIV numbering sequence)

Signature: _____ Title: _____

Signature: _____ Title: _____

Revised- Email Communication 10 31 2017

(Revision Change “The Board of Trustees shall meet in the week following the nomination meeting to select candidates and alternates who shall be notified of their candidacy.” To “shall be held at a time and place to be designated by the Board of Trustees after the nomination meeting and before the election meeting”)

Signature: _____ Title: _____

Signature: _____ Title: _____