

**THE BYLAWS
OF
OCEAN COUNTY BUSINESS ASSOCIATION** (June 15, 2017)

Article I

NAME:

1. The name of the organization shall be the Ocean County Business Association (OCBA). In these Bylaws the organization may be referred to as “OCBA”, “the organization”, “the Corporation” or “the Association.”

Article II

PURPOSES:

1. OCBA shall be Incorporated in the State of NJ. The Corporation exists for the purposes of:
 - a. Providing members and others with opportunities for business, dialogue, education, advancement and improvement of all aspects of the OCBA community, through meetings, seminars, communications, publications and other programs;
 - b. Promoting high-quality service through development of its members in the areas of professionalism, ethics and networking;
 - c. Engaging in any lawful activities within the purposes of which a corporation may be organized under New Jersey Law.

Article III

OBJECTIVES:

1. To unite a group of business people for the purposes of exchanging business, referred leads and information among the members in order to help fellow members grow their businesses.
2. To establish a system of reciprocity that will be mutually beneficial to all participants, thus encouraging members to patronize fellow members.
3. To set up a central source of information with the purpose of informing members of new business activity in the Ocean County area.
4. To establish fellowship with other business people for the purpose of making all members more aware of the business environment in which they work, and to foster the exchange of useful business ideas.
5. To encourage business and professional development within the community while establishing the OCBA as a symbol of integrity and responsibility to the general consumer.

6. To adhere to the Code of Ethics of the OCBA.

Article IV

MEMBERSHIP:

1. The membership in the OCBA may be composed of three types of business representatives: Regular, Associate, and Honorary.
2. Each member shall represent a different business, trade, occupation or profession, and shall be classified accordingly. In order to occupy and maintain the given classification, the member must derive at least 75% of his or her business in that classification.
3. Multiple representations within a given organization may occur only with the consent of the present member filling that classification and with the approval of the Board. The designated representation for each classification shall be Regular or Regular with an Associate.
4. To be eligible for membership, a business must be in existence, and in compliance with any licenses or regulations that govern its operation, for a minimum of one (1) year.
5. If a member or member business belongs to or joins another similar exclusive business organization and chooses to remain a member of said organization, he or she shall be expelled from OCBA.

Article V

DEFINITIONS:

1. **BUSINESS:** Sole proprietorships, partnerships, corporations, and/or associations that represents an area of revenue or interest. The business is represented in the OCBA by at least a Regular member, as defined.
2. **REGULAR:** Regular members shall be represented by one specific person who is of good character and outstanding business and/or professional reputation and who is able to commit his/her business. This representative must comply with all Bylaws in all respects, including attendance.
3. **ASSOCIATE:** An additional member representative of good character and outstanding business reputation and able to commit his/her business may be designated by the Regular representative and approved by the Board to attend meetings and participate in the affairs of the OCBA. When Associate representation is granted, each representative must comply with the Bylaws, including the ability to commit to business, and each shall have the same privileges, rights, and obligations, except that only one representative shall have the right to vote on behalf of the member firm.

4. HONORARY: A retired member who desires to remain active in the OCBA may be voted an Honorary Membership by the Board of Trustees. Honorary members pay no dues and will be billed for the cost of meetings attended. This membership may be revoked by the Board of Trustees at any time.

Article VI

CLASSIFICATION:

1. No prospect or member of the OCBA shall apply for or hold more than one classification as defined in IV 2.
2. Classifications deemed too broad by the Board may be subdivided by a two-thirds vote majority of the Board. The present member holding the prior classification will be given the classification division best representing 75% of his/her business.

Article VII

MEMBERSHIP PROCEDURE:

1. Membership procedures will be established by the Membership Committee and will be reviewed annually by the Board with the exception that the following must be a part of the By-laws concerning membership and procedure:
 - a. The Board of Trustees shall make the final decision on the acceptance of new members.
 - b. Every member in good standing shall have the right to object for cause to a prospective member. Such objections shall be held confidential by the Membership Committee, unless content of such is necessary for Board action on the prospective membership. Such objections shall then also be held confidential by the Board. Final resolution of disputed objections lies with the Board. Notice of prospective membership of any individual shall be listed in the minutes and announced at two general membership meetings before their application may be acted upon.
 - c. There shall be a formal orientation of all new Regular and Associate members.
 - d. All new memberships will be considered probationary for a period of 3 months (6 meetings). During this period, new members must be in compliance with the attendance policy and pay all fees. If at any time during the probationary period a new member is out of compliance, his/her membership will be revoked.
 - e. Each prospective member representative and business shall agree to a credit and background check as prescribed by the membership agreement. Applicants are required to submit three (3) letters of reference.
 - f. The OCBA may conduct background checks of its members from time to time at the discretion of the Board of Trustees.

Article VIII

FEES AND DUES:

1. Admission fees and dues shall be fixed by the Board of Trustees, who will also determine the advance billing periods and dates. Dues are payable biannually, or monthly by special arrangement with the Treasurer, as approved by the Board.
2. Luncheon fees for prospective new members (one time only) will be paid by the OCBA. Luncheon fees for non-prospective member guests, or returning prospective member guests, will be paid by the member bringing the guest.
3. Former members who have left OCBA in good standing in the judgment of the Board of Trustees will not be required to pay the application fee (if any), if they are approved by the Board for readmission.
4. A new representative taking over an existing business which previously had representation in the OCBA must complete the OCBA membership process, excluding the application fee, maintain all fees and dues and be approved by the Board. Upon approval, the new representative must pay for all new member materials.

Article IX

BOARD OF TRUSTEES:

1. The control and management of the OCBA shall be vested in the Board of Trustees, consisting of not fewer than nine, not more than twelve members.
2. The Board shall consist of the following members: President, First Vice President, Second Vice President, Treasurer, Secretary, Immediate Past President, five general members, and one presidential appointee.
3. The five general members shall be elected as Trustees by the general membership. These five shall serve for two years with staggered terms to ensure continuity (of the organization).
4. Any vacancies occurring on the board other than the normal retirement shall be filled by two-thirds vote of the Board, including officers and trustees, and the appointment shall be for the remaining term. A simple majority of the Board shall constitute a quorum, and at any meeting, unless otherwise stated in this document, a simple majority of those in attendance shall have the power to act. The Board shall hold regular meetings as the interest of the Association shall require. Special meetings shall be called by the President at the request of three

or more Trustees or at the request of one-fifth of the membership by reasonable notice to each Trustee.

5. In any circumstances of a conflict or the appearance of a conflict, including but not limited to the discussion or decision of the Board relative to a financial gain for a member of the Board or his or her entity, the Board member must be recused from the discussion and decision. If a Board Member is recused, that Board Member will vacate his/her seat and refrain from discussion and voting on said item.

FUNCTIONS OF THE BOARD OF TRUSTEES:

6. The Board of Trustees shall serve as the final decision-making body within the Association. Its primary function is to establish the goals and objectives of OCBA and initiate the policies necessary to accomplish these goals.
7. The Board shall meet every other month.
8. The Board shall make all monetary decisions of expenditures or expected expenditures of more than \$250.00.
9. The Board shall make determination of the powers and responsibilities of all committees not defined elsewhere in this document.
10. The Board shall be the final decision-making body with regard to the acceptance, rejection or expulsion of any applicant or member.
11. The Board of Trustees shall present a financial report at regular Board meetings, and, at its option, shall mail copies of same to the membership. A member in good standing may obtain a copy of the line-item financial report by written request to the Board.
12. The Board shall give a detailed report at the regular meeting on its activities and decisions.
13. Board Meetings may consist of general sessions and executive sessions. Executive Sessions may be used to handle matters of confidentiality and discipline; minutes of these sessions shall remain confidential.
14. The Board shall maintain a Policy Manual of its decisions affecting the general membership and promulgate such to the general membership. Such manual shall contain the decision, the policy as a result of the decision and the date of Board meeting when the decision was enacted.

BOARD ATTENDANCE:

15. Any member of the Board who has two unexcused absences from Board Meetings in any given year will be relieved of his or her position.

Article X

OFFICERS:

1. There shall be a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer. All officers appointed or elected shall serve for a one-year term commencing July 1 of any given year and ending June 30 of the following year.
2. An officer may only be elected for two consecutive terms in the same position, except for the position of Secretary and Treasurer, who may be elected for additional terms.
3. The Immediate Past President shall automatically become a member of the Board for a period of one year.
4. Elections shall be held the last meeting of May and shall be determined by a simple plurality.
5. The President shall appoint a Nominating Committee Chairperson each year. The Nominating Committee Chairperson shall select a committee of at least two (2) other non-Board OCBA members. This committee shall propose a slate of officers to the membership not later than the first of May or as soon thereafter as reasonably practical which shall not include members of the Nominating Committee. Additional nominees, if so desired, may be added from the floor by the general membership at the first general membership meeting in May.

DUTIES OF THE OFFICERS:

6. **PRESIDENT**
 - a. The President shall serve as the Chief Executive Officer of the Association. The President shall prepare for and preside over all Board meetings and is solely responsible for the agenda and conduct of said meetings.
 - b. The ultimate responsibility for the Board performing its duties lies with the President.
 - c. The President is responsible for the introduction to the Board of new policy matters proposed either by himself/herself, another Board member or any active member.
 - d. In addition to standing committees named in this document, the President has the authority to appoint all and any committees he/she deems necessary in order to carry out the functions of the Board.
 - e. The President serves as Chief Operating Officer of the Association. A primary responsibility is to prepare for and preside over the General Membership Meetings. He/she is ultimately responsible for meeting time, place and program.
 - f. The President may appoint a member-at-large to serve on the Board of Trustees.

7. FIRST VICE PRESIDENT

- a. The First Vice President's primary responsibility is to prepare himself/herself for the responsibilities of the Presidency in the event that the President is unable to perform one or more of his/her duties, and shall serve in the capacity of the President under such circumstances.
- b. The First Vice President shall serve as Chairman of the Orientation Sub-Committee.

8. SECOND VICE PRESIDENT

- a. The Second Vice President's primary responsibility is to prepare himself/herself for the responsibilities of the Presidency in the event that the President or First Vice President is unable to perform one or more of his/her duties, and shall serve in the capacity of the President under such circumstances.
- b. At the discretion of the President, the Second Vice President shall chair ad-hoc committees that he/she creates, and shall serve in other capacities to assist the presidential function as the need arises.

9. TREASURER

- a. The Treasurer shall present a line-item financial report at each Board meeting and at the general membership meeting thereafter, and shall be responsible for all receipts, expenditures and other financial transactions of the Association and shall maintain the record thereof.
- b. The Treasurer shall serve as the Chairperson of the Finance Committee.
- c. The Treasurer shall provide all IRS required reports in accordance with Section 501(c)-6.

10. SECRETARY

- a. The Secretary shall be responsible for recording the minutes in each Board and General Membership meeting. He/she will send a copy of the minutes and any other appropriate material to each member after each meeting.
- b. The Secretary will keep a permanent record of the minutes of each meeting.
- c. The Secretary shall keep a permanent record of the minutes of the various committees.
- d. The Secretary shall keep attendance records, and notify members in non-compliance as per Article XIII. This task may be delegated. The

Secretary shall schedule craft talks as directed. This task may be delegated.

- e. The Secretary shall maintain and distribute Policy Manuals and updates to the manual to the general membership.

Article XI

STANDING COMMITTEES:

1. OPERATIONS COMMITTEE:

- a. The Operations Committee shall be comprised of the President, First Vice President and Second Vice President. The President shall Chair the committee and have the power to appoint additional members as desired or needed. One function shall be the determination of the General membership meeting. This function includes control of the time, place, meeting format, arrangement for speakers or member craft talks, and ideas for membership motivation. The President may delegate all or any portion of the committee functions.
- b. The Operations Committee shall also be responsible for carrying out of social and special activities as directed by the President and/or the Board. Such activities shall be subject to Board approval.

2. MEMBERSHIP COMMITTEE:

- a. The President will appoint a chairperson, and the chairperson shall select at least two additional active members.
- b. The Membership Committee shall interview and review all prospective candidates and present recommendations to the Board.
- c. The Membership Committee shall work to determine new active member classifications for the Association.
- d. Orientation Sub-Committee:
 - i. The First Vice President shall serve on and chair the Orientation Sub-Committee. The committee shall be made up of present or past members of the Board of Trustees and any other members as deemed necessary by the President. It shall be responsible for the orientation of new members.
 - ii. The Sub-Committee shall be responsible for briefing new members on the policies and functions of the OCBA, with special emphasis on attendance, referrals, sales and financial matters of the OCBA.
 - iii. The Sub-Committee shall administer the Code of Ethics to new members during an orientation program at a general membership meeting.

e. Compliance Sub-Committee:

- i. The Compliance Committee shall consist of one member each from the Financial Committee, Sub-Orientation Committee, and general membership, who shall be appointed by the President. The general member selected shall chair the Compliance Committee.
- ii. It shall be the responsibility of this Committee to reorient members of this Association with respect to the Association's policies and functions, especially in the area of attendance at meetings, referrals, professional conduct, financial responsibilities, reciprocal purchases and other goals and objectives of this organization.
- i. The Board of Trustees shall recommend to this Committee the names of members who are required to appear before the Committee. Appearance before this Committee is mandatory and notification to appear is automatic notice of probation. The Committee shall determine the length of probation, if probation is not otherwise directed in this document, subject to Board revision or acceptance.
- ii. If the member does not comply with the recommendations of this Committee, he/she shall be subject to expulsion from OCBA in accordance with the Article XVI of these Bylaws.

3. GRIEVANCE COMMITTEE:

- a. The Grievance Committee shall consist of three (3) non-Board members, all selected by the Board for three (3)-year staggered terms. One of the three will be designated as the Grievance Officer and one will be designated as an alternate. These designations will be made at the time of selection by the Board. The term can be extended by the Board.
- b. It shall be the responsibility of this Committee to strive to achieve the highest degree of integrity of all members in their business dealings with one another and in overall conduct of their business.
- c. All grievances must be presented to the Grievance Officer in written form and include a complete description of the grievance and the desired adjudication.
- d. It shall be the responsibility of this Committee to strive to resolve problems between members concerning such matters as poor-quality workmanship, poor service, bad debts, etc within one month. If the Committee cannot resolve a particular conflict in this time frame, it will refer the matter to the Board for final adjudication. If the Grievance Committee is convinced that a particular member is clearly and obviously at fault and is in violation of the Bylaws, it can recommend to the Board that the member be disciplined.

The Committee shall present to the Board any conflict which it feels represents a breakdown in the basic principles of the OCBA as stated in its Bylaws and policies and make recommendations for appropriate action to be taken by the Board, up to and including expulsion.

- e. Adjudication of all grievances may include, but are not limited to, public apologies, suspension of membership, censure and/or expulsion.

4. FINANCIAL COMMITTEE:

- a. The Financial Committee shall consist of the Treasurer and additional members of the Board or general membership as the Treasurer requests.
- b. It shall be the responsibility of this Committee to assure that all dues and other payments are promptly collected from the club members. If any member's account becomes in arrears by two (2) months or more, the Committee shall notify said member of his or her delinquency. The Committee shall publish any member's name in the minutes of the general membership meeting whose dues are in arrears by three (3) months or greater.
- c. Additional debt to OCBA, including, but not limited to advertising, special events, etc. shall also be subject to payment within two (2) months and members shall be notified in writing of any delinquency.
- d. If the debt is not resolved within a reasonable period thereafter, or if an explanation of the existence of the debt is not satisfactory to the Committee, then the Committee shall report noncompliance to the Board of Trustees for disciplinary action. Any member may appeal his or her disciplinary action to the Board of Trustees within ten (10) days from the date of receipt of notice of the disciplinary action.

5. MARKETING COMMITTEE

- a. The Marketing Committee shall be responsible for keeping OCBA visible in our Marketplace via our website, magazine, press releases, events, publicity, etc.
- b. The Magazine Sub-Committee shall be responsible for all activities that are involved with publishing our magazine, including: gathering art work, gathering and editing articles, pricing & selling ads and prepping for printing and distribution to members. The Sub-Committee will also make sure that the latest version is sent to the Website Sub-Committee for posting.
- c. The Website Sub-Committee shall be responsible for monitoring our website to keep it up to date, for accuracy of information and for establishing advertising rules.

Article XII

MEETINGS:

- 1. Regular meetings of membership shall be held at a designated time and place on the first and third Thursdays of each month. Adjustment of dates and times due to Holidays and other special needs shall be determined by the President.

2. Agendas for General Membership meetings should allow for old and new business and a member comment session for input.
3. Since OCBA is a non-political organization, elected officials and/or political candidates shall not be invited guests during their election year.

Article XIII

ATTENDANCE:

1. Regular members are required to maintain 50% attendance at general membership meetings. Memberships that have Regular and Associate members are collectively required to attend 75% of the general membership meetings.
2. A member is out of compliance when their attendance drops below 50% within a four (4)-month period of time. A Business represented by a Regular and Associate member whose percentage of attendance is less than 75% during the preceding, consecutive four (4)-month period shall receive a notification of probationary membership, effective for four (4) months.
3. During this period, attendance must be brought into compliance. If the attendance requirements are not fulfilled during this period, the member shall be subject to forfeiture of membership based upon a review and vote of the Board.

LEAVES OF ABSENCE:

1. Leaves of absence may be approved by the Board for good and sufficient reason. Members applying for leave must be in good standing and maintain dues-paid status during the period of absence. The Board may approve up to a three (3)-month (6 meetings) leave of absence and can renew this leave if so requested.

Article XIV

RULES OF ORDER AND AMENDMENTS:

1. Robert's Rules of Order shall be the parliamentary guide for the Association. These By-laws may be amended by a vote of two-thirds of the members present at any meeting, provided that notice shall have been given in the minutes and at two general membership meetings prior to the vote.
2. If requested by the President, the practice of an email vote on Board matters is acceptable.

Article XV

TERMS OF EXISTENCE AND PROPERTY:

1. This OCBA shall remain in existence until such time as two-thirds of its active members petition in writing to dissolve it. No member shall have any separate right, title or interest in the assets of the OCBA until it is duly and properly liquidated.

Article XVI

EXPULSION:

1. In view of Article II and Article III of these Bylaws, any member who shall be guilty of conduct inconsistent with the purposes and objectives of the OCBA as specified in these Bylaws or guilty of conduct inconsistent with the ethics of his or her business or profession shall be deemed an infractionary member. In any such incident, the Board of Trustees shall be vested with full and complete power to expel the non-compliant member from OCBA.
2. The member shall be given at least ten (10) days notice in writing of such pending action and an opportunity to submit to the Board a written answer. The member also has the right of appearing before the Board to state his/her case.
3. Service of such notice shall be made by personal delivery, or by registered mail sent to his/her last known address. In all decisions under this article, a two-thirds vote of the eligible voting Board shall be binding and decisive required for expulsion.