

## ReClam The Bay, Inc. Bylaws

The name of the organization shall be: ReClam The Bay, Inc. The corporation's registered office is located at: 68 Main Street, Waretown, NJ 08758

### Board of Directors

1. The Board of Directors shall serve without pay and consist of a minimum of 7 members (four officers and 3 members). The total number of active, voting members on the Board is set by the Board of Directors as 12 as of June 10, 2019.
2. Board Members must be over 18 years of age and be members of RCTB in good standing.
3. The initial term of service on the Board shall be three (3) years and Board members' terms shall be staggered in such manner that 1/3 of the total shall stand for reappointment each year.
4. Vacancies shall be voted on by the Board upon the recommendation of the President and the advice of the Nominating Committee.
5. Board members with three (3) absences during their term of service may be dismissed from the Board.

### Officers

1. The officers of the Board shall consist of the President, Vice President, Secretary, and Treasurer and are nominated by the Board for election by the general membership.
2. Elected officers will serve a term of three (3) years.
3. (a) The President shall preside at all meetings and perform other duties as associated with the office. (b) The Vice President shall assume the duties of the President in case of absence. (c) The secretary shall be responsible for the maintenance and distribution of meeting minutes, make minutes available to all, and keep all approved minutes in a minute book. (d) The Treasurer shall keep a record of the organization's budget and prepare financial reports as needed.

## Committees

The Board may appoint standing and ad hoc committees as needed. Committee Chairs shall propose a budget; and, once approved are authorized to plan and execute the budget and provide reports to the Board. Projects are to be managed in the same manner as committees

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### Standing Committees:

- (a) An Executive Committee is established to deal with executive decisions when a full Board of Directors meeting is not practical. It is comprised of the President, Vice President, Treasurer, Secretary, and, at least one other board member invited to participate.
- (b) The Finance Committee is to make suggestions related to financial decisions to the Board of Directors.
- (c) Education Committee designs and implements the Shellfish in the Classroom program; and, in collaboration with the Ocean County Marine Extension Agent, plans and implements the BBSRP course.
- (d) Membership Committee advises the Board on issues relative to the membership and plans and implements field trips and social gatherings to increase knowledge and support the continued success of ReClam the Bay, Inc.

## Meetings

1. General members' meetings shall be held monthly unless otherwise stated by the Board.
2. Special meetings shall be held at any time when called for by the President, or the majority of the Members of the Board.
3. Agenda for Board Meetings shall be provided at least 3 days in advance via mail of electronic means.
4. Individuals may attend a meeting via telephone or the internet.

## Voting

1. The attendance of 5, including 2 officers, constitutes a quorum.
2. In the absence of a quorum, no formal action may be taken except to allow for discussion and defer any other action or decision to a subsequent date.
3. Although most decisions made are reached through consensus, if a vote is called for, passage of a motion requires a simple majority (i.e., one more than half of the members in attendance).

## Conflict of Interest

Any member of the Board who has a financial, personal, or official interest in, or conflict (appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer

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to the Board to voluntarily excuse him/herself and will vacate this seat and refrain from discussion and voting on said item.

## Fiscal Policies

The fiscal year of the Board shall be January 1 to December 31.

## Amendments

These by-laws may be amended by a two-third vote of the Board members present at any meeting, provided a quorum is present and provide a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.

*The clarifications below were added to the Articles of Incorporation dated October 3, 2005 and are thereby part of these ReClam the Bay, Inc. By-laws.*

### Article 5:

Said Corporation is organized exclusively for education and scientific purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 © (3) of the Internal Revenue Code or the corresponding sections for any future federal tax code. The mission includes the raising of funds for the continuation of the Barnegat Bay Shellfish Restoration Program that is sponsored by Rutgers Cooperative Extension of Ocean County. The program educates the public about the estuary's water quality and the importance of shellfish. It involves the public in the care, feeding, and life cycles of shellfish to better teach the integral role shellfish have in our lives.

Article 7:

The organization will continue to exist until such time that the Board of Directors determines that the Board of Directors determines that it should be dissolved. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to Rutgers Cooperative Extension, for a public educational purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is located, exclusively to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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Membership is open to all who seek membership and agree to abide by State and Federal laws, statutes, and accept the Membership Agreement established by the Board of Directors. Graduates of the Barnegat Bay Shellfish Restoration Program, who meet all participation requirements, are automatically members of ReClam The Bay, Inc.

Rules for Members to remain in good standing:

1. Abide by these rules and by-laws of ReClam the Bay.
2. Be a responsible steward of the Barnegat Bay estuary.
3. Help people to understand the importance and fragility of the estuary.
4. Adhere to the regulations set forth annually in the NJ Marine Digest.
5. When appropriate, report violations to 609-748-2050 or 877WARNDP
6. Never access RCE/BBSRP leases without the explicit authorization of the Marine Extension Agent

Signed \_\_\_\_\_ of \_\_\_\_\_ 2019

Rick Bushnell, President ReClam the Bay, Inc.