

**BYLAWS  
OF  
RECLAM THE BAY, INC.**

**ARTICLE 1  
NAME OF ORGANIZATION**

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

**ARTICLE 2  
PURPOSE AND OBJECTIVES**

The purposes of the Corporation are to promote environmental awareness and education through shellfish-related, sustainable and resilient stewardship projects.

The specific objectives shall be:

- a. to provide hands-on education so members can understand the fundamental problems and potential solutions;
- b. to establish programs to stimulate the action of members and the public by exploring problems and solutions; and
- c. to share knowledge with other organizations and the public through various educational venues and community events.

Specific processes include:

- a. growing shellfish in the wild and in upwellers;
- b. experimenting with growing techniques, habitat creation, shoreline stabilization;
- c. reaching out into the community to elevate understanding and promote participation; and
- d. partnering with other groups and organizations to improve the coastal way of life.

Notwithstanding any provision of the Certificate of Incorporation of the Corporation (the "Certificate") to the contrary, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (a) an organization exempt under Section 501(c)(3) of the United States Internal Revenue Code or any regulation promulgated thereunder as the same may hereafter be amended (the "Code"), or (b) an organization to which contributions are deductible under Section 170(c)(2) of the Code. The Corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene or participate in any political campaign. No part of the net earnings of the Corporation shall go or inure to the benefit of any trustee, officer or private individual.

### **ARTICLE 3 FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year, unless otherwise designated by resolution of the Board.

### **ARTICLE 4 MEMBERSHIP**

#### **Section 1. Eligibility for Membership**

4.1 Membership shall be open to any individual, business, or organization that supports the Purpose and Objectives statement in Article II, Section 2 and accepts and abides by the Membership Agreement approved by the Board of Directors. The Request for membership and acceptance shall be confirmed via email. Once confirmed, the membership is valid for one year from the date of acceptance.

4.2 A Volunteer Membership is granted after verification of the minimum number of volunteer hours established by the Board. Said membership shall be in effect for 12 months from the date that the signed membership agreement is accepted by RCTB.

4.3 A Sustaining Membership is granted after receipt of a financial contribution consistent with guidelines established by the Board and shall be in effect for 12 months from the date the signed membership agreement is accepted by RCTB.

4.4 Graduates of the Barnegat Bay Shellfish Restoration Program who meet all participation requirements established by the Board are automatically enrolled as volunteer members of ReClam The Bay, Inc. as defined in Section 4.2.

4.5 Volunteer and sustaining memberships are annual memberships and members are encouraged to hold both memberships.

#### **Section 2. Rights of Members**

Membership rights, responsibilities and privileges are contained in the Membership Agreement approved by the Board of Directors.

#### **Section 4. Resignation and Termination**

Any member may resign by filing a written resignation with the Secretary. A member can have their membership terminated by a majority vote of the membership.

#### **Section 5. Non-voting Membership**

The board shall have the authority to establish and define non-voting categories of membership.

## **ARTICLE 5 MEETINGS OF MEMBERS**

### **Section 1. Regular Meetings**

Regular membership meetings shall be held monthly unless otherwise stated by the Board. Attendance may be in-person or by electronic means.

### **Section 2. Annual Meetings**

An annual meeting of the members shall take place in the month of December, the specific date, time and location of which will be designated by the President. At the annual meeting the members shall elect officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

### **Section 3. Special Meetings**

Special meetings may be called by the Chair of the Board or the majority of the members of the Board.

### **Section 4. Notice of Meetings**

Notice for meetings shall be provided at least 3 days in advance via mail or electronic means.

### **Section 5. Quorum**

A quorum for a meeting of the members shall consist of 15 active members, including 2 officers. Members may attend a meeting via electronic means, if available.

### **Section 6. Voting**

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. 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.

## **ARTICLE 6 BOARD OF DIRECTORS**

### **Section 6.1 General Powers**

The direction and management of the affairs of the Corporation shall be vested in a Board of Directors (the "Board") which shall pursue such policies and principles and shall exercise all of the powers of the Corporation as shall be in accordance with the provisions of the Certificate, these Bylaws and the laws of the State of New Jersey. The Board shall consist of a number of

members (each a “Director”) determined by the Board from time to time, not to exceed fifteen (15).

### **Section 6.2 Number, Tenure, Requirements, and Qualifications**

6.2. a. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than seven (7) (four officers and three directors) nor more than fifteen (15) including the following officers: the Chair, President, Vice-President, Secretary, and Treasurer.

6.2 b. The initial term of service on the Board shall be three (3) years and Directors’ terms shall be staggered in such manner that 1/3 of the total shall stand for election each year.

6.2 c. The Directors shall be insured pursuant to a directors and officers liability insurance policy written by a carrier licensed to do business in the State of New Jersey, the cost of which shall be borne by the Corporation. The face amount of such policy shall be determined by resolution of the Board.

6.2 d. Board members with five (5) absences during their term of service may be dismissed from the Board.

### **Section 6.3 Regular Meetings**

Regular meetings of the Board shall be held monthly unless otherwise stated by the Board. Attendance may be in-person or by electronic means.

### **Section 6.4 Invited Experts**

The County Agent of the Rutgers Cooperative Extension of Ocean County with responsibility for aquaculture and commercial fisheries, and others will be invited to attend meetings to advise on education, research and other matters determined by the Board.

### **Section 6.5 Annual Meetings**

An annual meeting of the Board shall take place in the month of December, the specific date, time and location of which will be designated by the Chair. At the annual meeting the Board consider candidates for Director positions, develop a slate of officers to recommend to the general membership, receive reports on the activities of the association, and determine the direction of the association for the coming year.

### **Section 6.6 Special Meetings**

Special meetings may be called by the Chair or the majority of the members of the Board.

### **Section 6.7 Notice of Meetings**

Notice for meetings shall be provided at least 3 days in advance via mail or electronic means.

### **Section 6.8 Quorum**

A majority of the Board shall constitute a quorum of the Board for the transaction of business. If less than a quorum shall be in attendance at the time for which a meeting shall have been called, such meeting may be adjourned to another time by a majority of the Trustees present without notice other than by announcement at the meeting. The act of a majority of the Board present at any meeting at which a quorum is present shall be the act of the Board unless the concurrence of a greater proportion is required for such act by law, the Certificate or these Bylaws.

### **Section 6.9 Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors, based on a recommendation of the President with advice of the Nominating Committee. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

### **Section 6.10 Compensation**

6.10 a. The Directors and Officers shall receive no compensation of any kind for their services as Directors, Officers or members of committees constituted in accordance with these Bylaws. However, Directors and Officers may be reimbursed for reasonable expenses incurred in the commission of their duties provided such expenses are pre-approved by the President or the Treasurer or approved by the Board.

6.10 b. Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board, the affected person shall (a) disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

6.11 The Board may make such rules and regulations governing its meetings as it may, at its discretion, determine necessary. The parliamentary rules in Robert's Rules of Order, as may be revised, shall govern all deliberations when not in conflict with these Bylaws.

## **ARTICLE 7 OFFICERS**

7.1 The officers of the Board shall consist of the Chair of the Board, President, Vice President, Secretary and Treasurer and are nominated by the Board for election by the general membership.

7.2 Elected officers will serve a term of three (3) years.

7.3 The Chair of the Board shall preside at all meetings of the Board of Directors, and in cooperation with the President, ensure the Board's policies, directives and resolutions are carried

out, and exercise and perform such other powers and duties as may be from time to time prescribed by the Board.

7.4 The President shall have general and active management powers over the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect, subject to the right of the Directors to delegate any specific powers, except as may be by law conferred exclusively on the President or to any other officer of the Corporation. The President shall prepare an annual report of the activities of the Corporation which shall be submitted at the annual meeting of the Board. The President shall execute bonds, mortgages, and other contracts when authorized by the Board. The President shall be an ex-officio member of all committees and shall have the general power and duties of supervision in management usually vested in the office of President of a corporation. The President shall perform such duties as are delegated by the Chairman and shall perform the duties of the Chairman in the Chairman's absence.

7.5 The Vice President shall perform such duties as are delegated by the President and shall perform the duties of the President in the President's absence.

7.6 The Secretary shall attend all meetings of the Board and shall act as secretary thereof and shall record all votes and the minutes of the proceedings in a book to be kept for that purpose. Immediately upon the election of Directors, the Secretary shall give notice to them of their election and shall perform such other duties as may be prescribed by the Board or the President.

7.7 The Treasurer shall have the custody of the corporate funds, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall have the general authority to withdraw funds from such depositories; provided, however, that any such withdrawal in an amount greater than \$1,000 shall not be authorized without the consent of another Executive Officer. Disbursement of the Corporation's funds shall be made only as directed by the Board.

7.8 At each annual meeting of the Board, the Treasurer shall make a report to it of the accounts for the last fiscal year. The Treasurer shall keep proper books of account and other books showing at all times the value and amount of the property and funds of the Corporation and all receipts and disbursements. Such books shall at all times be open to inspection by the members of the Board. At each meeting of the Board, the Treasurer shall present statements of account showing receipts and disbursements of the Corporation since its last report.

## **ARTICLE 8 COMMITTEES**

### **Section 8.1 Committee Formation**

The Board may, by resolution, provide for and create such committees and may delegate to such committees such powers as it may deem appropriate for the purpose of the Corporation, except

that no such committee shall in any event have the authority to elect or appoint any Director or remove any Officer or Director make, alter or repeal any Bylaw, or amend or repeal any resolution theretofore adopted by the Board. Members of committees other than the Executive Committee need not be Directors. Each committee created by the Board shall have a chairman appointed by the Board and subject to removal by the Board, which person need not be a Director. The members of a committee may be appointed by the Board or by the committee's chairman. Any member of a committee may be removed by the Board, and any member of a committee appointed by the committee's chairman may be removed by the Board or by the committee's chairman. The chairman of each committee shall report to the Board such information about the committee's activities as may be requested by the President from time to time. 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. The Chair and President appoint all committee chairs.

### **Section 8.2 Executive Committee**

The Board shall have the power to appoint by resolution an Executive Committee (the "Executive Committee") composed of the Chair of the Board, President, Vice President, Treasurer, Secretary, and at least one other board member, who, to the extent provided in such resolution, shall exercise the authority of the Board in the management of business of the Corporation between the meetings of the Board.

### **Section 8.3 Finance Committee**

The Treasurer is the chair of the Finance Committee, which includes at least three (3) other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

### **Section 8.4 Education Committee**

The Education Committee designs and implements the Shellfish in the Classroom program; and, collaborates with the Ocean County Marine Extension Agent to provide content for the Barnegat Bay Shellfish Restoration Program course. The committee's jurisdiction shall also include responsibility for any other issues delegated by the Board.

### **Section 8.5 Membership Committee**

The Membership Committee conducts the annual membership drive, 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. The committee's jurisdiction shall also include responsibility for any other issues delegated by the Board.

**ARTICLE 9  
AUDIT**

The accounts and other financial statements submitted by the Treasurer of the Corporation as provided above shall be audited annually by an auditor not connected with the Corporation as may be designated by the Board.

**ARTICLE 10  
AMENDMENT OF BYLAWS**

No amendment to these Bylaws shall be made unless proposed by a Director at a meeting of the Board and adopted by a vote of a majority of the total number of Directors then serving at a subsequent meeting of the Board called for such purpose, provided that a copy of the proposed amendment(s) are distributed to each Board member at least one week prior to said meeting.

**ARTICLE 11  
DISSOLUTION**

11.1 The Corporation may be dissolved only upon the vote, at any annual or special meeting in accordance with applicable law, of at least two thirds (2/3) of the Trustees then serving. Written notice of the proposed dissolution shall be given to all Trustees at least sixty (60) calendar days prior to the date of the meeting at which dissolution will be considered.

11.2 In the event of dissolution of the Corporation, neither any Member of the Corporation, nor any Trustee, Officer or any other individual, shall be entitled to receive any portion of the assets of the Corporation. Upon dissolution, the Board, after paying or making provision for the payment of all liabilities of the Corporation, shall dispose of all of the assets of the Corporation in a manner that is exclusively for the purposes of the Corporation. Such disposition may be made to any entity organized exclusively for educational or charitable purposes that is qualified as an exempt organization under Section 501(c)(3) of the Code, or shall be distributed to Rutgers Cooperative Extension, for a public educational purpose, as determined by the Board.

We, the undersigned, are Directors of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws as the Bylaws of this Corporation.

**AMENDED AND APPROVED by the Board of Directors on the 16th day of November 2021.**



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Rick Bushnell, President – ReClam The Bay



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ATTEST: Cheryl McCurry, Secretary