



**BY-LAWS OF
Great Bay Democratic Club Inc.
(Great Bay Democrats)
(A New Jersey Not-for-Profit Corporation)**

**ARTICLE I
STATEMENT OF PURPOSE | NOT FOR PROFIT STATUS**

These Bylaws (referred to as the “Bylaws”) govern the affairs of the Great Bay Democratic Club hereinafter referred to as “Organization” or (“Great Bay Democrats”), a not-for-profit corporation organized and operated under the New Jersey Business Corporation Act and the New Jersey Nonprofit Corporation Act (collectively “the Act”). The organization has been organized to operate exclusively for charitable and educational purposes, including, but not limited to, the following (the “Purposes”):

1. To promote social relations, and creative purposes of members seeking to support the Democrat Party;
2. To work for the election of Democrat Candidates;
3. To promote Democratic values and community awareness of issues affecting the communities in the Great Bay Area and New Jersey at large;
4. To Promote the development and implementation of programs and projects designed to serve communities in the Great Bay Area;
5. To initiate and carry out programs of the Democratic Party and its candidates.

SECTION 1| PRINCIPAL OFFICE

The principal office of the Organization in the State of New Jersey for mailing purposes shall be located at P.O. Box 1643, Little Egg Harbor, NJ 0807. The Organization may have such other offices, within the State of New Jersey, as the Organization’s Board of Trustees (hereinafter referred to as the “Board”) determines the affairs of the Organization may require. The Board may change the location of any office of the Organization at any time.

SECTION 2 | REGISTERED OFFICE AND REGISTERED AGENT

The Organization shall have and continuously maintain a registered office and a registered agent in the State of New Jersey. The registered office may but need not be identical with the principal office of the Organization in the State of New Jersey. The Board of trustees may change the registered office and the registered agent as provided in the Act. In the event no registered agent is named by the Board, the President shall serve as Registered Agent.

SECTION 3 | CONFLICTS OF INTEREST

For purposes of this provision, the term "interest" shall include personal interest, interest as trustee, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

No trustee or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A trustee or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any trustee or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such officer or trustee is fully disclosed to the board of trustees.
2. Such transaction is duly approved by the board of trustees not so interested or connected as being in the best interests of the organization.
3. Payments to the interested officer or trustee are reasonable and do not exceed fair market value.
4. No interested officer or trustee may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

SECTION 6 | PRIVATE INUREMENT

No part of the net earnings of the Organization shall inure to the benefit of any trustee of the Organization, Officer of the Organization, or any private individual (except that reasonable compensation may be paid for services rendered to, or for, the Organization affecting one or more of its purposes).

No trustee or Officer of the Organization, or any private individual, shall be entitled to share in the distribution of the corporate assets on dissolution of the Organization

SECTION 7 | DISPUTE RESOLUTION

Disputes or controversies among members, trustees, officers, committee members, or volunteers of the organization are as much as possible to be resolved in accordance with mediation and/or arbitration.

SECTION 8 | PARLIAMENTARY AUTHORITY

The president may set parliamentary procedures during their term(s) of office, except that these procedures must: be consistent with these By-Laws, external laws, and any special rules of order the Organization may adopt, provide opportunity for an open discussion period in which all full members in good standing have the opportunity to address membership during general meetings, and that all members present whom are entitled to vote in accordance with these bylaws, are able to do so in person, or by proxy.

Proxy votes must accompany signed or otherwise verifiable documentation authorizing the vote by proxy, must specify the subject matter in question, and identify a specific date and meeting for which such authorization is valid. Trustees and Executive Officers shall not vote by proxy and must be present in order to vote on any matter.

In the event the president does not set parliamentary procedures, rules printed in the current edition of *Roberts Rules of Order* shall govern the Organization in all issues of parliamentary procedure to which they are applicable, and in which they are not inconsistent with any external laws, the Articles of Incorporation, these By-Laws, or any special rules of order the Organization may adopt.

ARTICLE II

MEETINGS

SECTION 1 | ANNUAL MEETING.

An annual reorganization meeting shall be held in January, each calendar year for the purpose of electing officers, electing trustees and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the President and/or the Board. The time and place of the meeting shall of be reasonably convenient to a majority of members. Where appropriate communication facilities are reasonably available, all members shall have the right to participate in all or any part of a meeting by means of conference, telephone or any means of electronic communication by which all persons participating in the meeting are able to hear each other.

SECTION 2 | MONTHLY MEETINGS.

Monthly meetings shall be held at times and places designated by the President and/or the Board that are reasonably convenient to a majority of members and all members shall have the right to participate. Where appropriate communication facilities are reasonably available, all members shall have the right to participate in all or any part of meetings by means of conference telephone or any means of electronic communication by which all persons participating in the meeting are able to hear each other. At all regular meeting there shall be a period of open floor discussion set by the President prior to voting where all full members in good standing who so desire shall have the right to address the organization membership and Board of Trustees.

SECTION 3 | SPECIAL MEETINGS.

Special meetings may be requested by the President, Vice President, or any member of the Board of Trustees. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

SECTION 4 | NOTICE.

Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be electronically mailed to members at least 48 hours prior to the meeting or otherwise in accordance with New Jersey State Law.

SECTION 5 | QUORUM.

A majority of the trustees shall constitute at quorum at a meeting. In the absence of a quorum, a majority of the trustees may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The trustees present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some trustees results in representation of less than a quorum.

SECTION 6 | INFORMAL ACTION.

Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by a majority of trustees with respect to the subject matter of the vote.

ARTICLE III

Trustees

SECTION 1 | NUMBER OF TRUSTEES.

The organization shall be managed by a Board of trustees consisting of 5 trustee(s). The number of Trustees may be changed by vote of a majority of members during any meeting held in accordance with these bylaws except that the number of Trustees must be odd and shall not be less than 5.

SECTION 2 | ELECTION AND TERM OF OFFICE.

Any Member in “good standing”, shall be eligible for nomination to the Board of Trustees except that the treasurer shall not be a member of the Board of Trustees.

When there are more than 3 vacancies among the Trustees (or such vacancies exceed two thirds the total number of Trustees, in order to reestablish staggered terms, trustees shall be divided as equally as possible into three (3) groups. One group shall serve an initial term of one (1) year. Another group shall serve an initial term of two (2) years. The remaining group shall serve an initial term of three (3) years. At each Annual Meeting of the Board of trustees, the Board of Trustees shall elect trustees to fill expiring terms, each trustee to hold office for a term of three (3) years until the trustee’s successor has been elected and qualified, except that in the event of a vacancy, which may be filled at any meeting of the Board of trustees, or in the case of a newly-elected trustee, the trustee may be elected to a shorter term as may be appropriate to maintain the balance of staggered terms. trustees shall hold office until their successors are elected and qualified. In the event there are no Trustees, the president shall appoint a trustee from among the organizations membership.

SECTION 2(A) | EX-OFFICIO TRUSTEES.

Appointed Executive Officers of the organization shall also be Ex-Officio trustees of the corporation by virtue of their appointment with rights and duties of trustees, except that they shall not have voting rights and shall not serve or be present on any committees concerning compensation or where otherwise there may exist a conflict of interest. Ex-Officio trustees shall not be counted as trustees for purposes of voting or determining whether a quorum exists.

SECTION 3 | ADVERSE INTEREST.

In the determination of a quorum of the trustees, or in voting, the disclosed adverse interest of a trustee shall not disqualify the trustee or invalidate his or her vote.

SECTION 4 | PROCEDURES.

The vote of a majority of the trustees present at a properly called meeting at which a quorum is present shall be the act of the Board of trustees, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A trustee of the organization who is present at a meeting of the Board of trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records. The Board shall also set reasonable dues at every January reorganization meeting and such dues shall not exceed fifteen percent of the prior years dues amount except by majority vote of the general membership.

SECTION 5 | INFORMAL ACTION.

Any action required to be taken at a meeting of trustees, or any action which may be taken at a meeting of trustees or of a committee of trustees, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the trustees or all of the members of the committee of trustees, as the case may be.

SECTION 6 | REMOVAL / VACANCIES.

A trustee shall be subject to removal, with or without cause, at a meeting called for that purpose. Any trustee who misses three consecutive meetings without notice shall be deemed to have resigned. Any vacancy that occurs on the Board of trustees, whether by death, resignation, removal or any other cause, may be filled by the remaining trustees. A trustee elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified. In the event a majority of trustee positions are vacant, the president may appoint trustees in accordance with Section 2 of this Article.

Any Trustee who resigns or is otherwise removed from office shall deliver to the President, or to the Board of Trustees; all books, records, monies and other effects belonging to the organization that are in their possession.

SECTION 7 | COMMITTEES.

To the extent permitted by law, the Board of trustees may appoint a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE IV OFFICERS

SECTION 1 | NUMBER OF OFFICERS

The officers of the organization shall consist of no less than a President or Chief Executive Officer, and a Treasurer or Chief Financial Officer, and a Vice President or Senior Vice President, and a Secretary or Chief Governance Officer. Officers shall be appointed by the Board of trustees. Any two or more offices may be held by the same person but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by the by-laws to be executed, acknowledged, or verified by two or more officers. Any officer appointed herein shall hold office until a successor is elected and has qualified, subject to earlier termination by removal or resignation.

SECTION 2 | OFFICER TITLES

For purposes of reporting to the State of New Jersey and elsewhere as required by law, the title of “Chief Executive Officer” shall be classified President, “Chief Financial Officer” shall be classified Treasurer, “Senior Vice President” shall be classified as Vice President, “Chief Governance Officer” shall be classified Secretary and other titles and positions created upon majority vote of the Trustees shall be internally classified as Vice-President of their respective roles.

SECTION 3 | OFFICER ROLES AND QUALIFICATIONS

Chief Executive Officer/President

The Chief Executive Officer (CEO) shall lead the mission and vision of the organization as set by the Board of trustees. His or her role shall be to;

- Preside at all member meetings,
- Appoint Committees,
- Perform all functions incidental to the office,
- Have general supervision of all affairs of the organization,
- Inform the Trustees and general membership regularly of internal organization matters.
- Ensure that all requisite State and Federal Filings, if any, are completed adequately, and on time.

The Chief Executive Officer shall have the experience and education necessary to fulfill these objectives and have experience with the Democrat Party, the Great Bay community and current issues.

Senior Vice President

The Senior Vice President (SVP) works in tandem with the Chief Executive Officer and is further responsible to;

- Perform the duties of the Chief Executive Officer in the event of they are unable to fulfill their obligations or as delegated,
- Attend all club meetings,
- Oversee all operations and report directly to the CEO, ensuring that all business operations are smooth and efficient,
- Establish productive working relationships between and among the membership and Leadership Team, and ensure that Great Bay Democrats operates sustainably and productively,

The Senior Vice President shall have the experience and education necessary to fulfill these objectives and have experience with the Democrat Party, the Great Bay community and current issues.

Chief Financial Officer/Treasurer

The Chief Financial Officer (CFO) is responsible for actively managing the day to day accounting and financial operations of the organization and financial reporting. He or she has responsibility to;

- Maintain a list of all the members and their dues status,
- Have custody of all funds and maintain adequate records of the organization's financial dealings,
- Deposit all funds into an account or accounts as designated by a resolution of the board.
- Disperse funds as designated by the membership majority vote, or in the case that dispersal exceeds \$100, as designated by the board of trustees,
- Attend all meetings and make available books and records,
- Present books and/or a prepared report summarizing same to the Board of Trustees for audit at the close of every year.

The Chief Financial Officer shall have the experience and education necessary to fulfill these objectives. He or she shall have experience in matters of basic accounting and record keeping and working understanding of the law concerning banking and not-for-profit corporations generally.

Chief Governance Officer/Secretary

The Chief Governance Officer (CGO) is an active conduit for communication between the Board of trustees, officers, membership, and the public. The CGO shall be knowledgeable of the organization's records and related materials, and should be able to provide advice and resources on relevant topics at issue, such as particular governance matters being addressed at a meeting or a new amendment to state corporate law. His or her duties include;

- Maintenance of records, minutes and documentation,
- Recalling and facilitating votes of the board,
- Ensuring that the board's policies are communicated,
- Taking minutes and notes of meetings and compiling same for other meeting attendees,
- Ensuring trustees and Officers maintain high levels of accountability,

- Scheduling and providing notice to board members of upcoming meetings,
- Ensuring that agendas have been prepared by the Chairman of the Board of trustees and/or the CEO and that they have been distributed in advance of meetings.
- Oversee background information for meetings,
- Communicate with Officers and staff as directed by the Chairman of the Board of trustees,

The Chief Governance Officer shall have the experience and education necessary to fulfill these objectives.

Other Vice Presidents

The organization may create other officer positions and set their prerequisites through either simple majority vote of members present at any given meeting, or majority vote of Trustees. Any duties not delegated by these by-laws fall upon the President to complete, or cause to be completed. Vice Presidents under this section are not Ex-Officio members of the Board of Trustees and shall not have the authority to execute or acknowledge instruments.

SECTION 4 | REMOVAL OR VACANCY.

The Board of trustees shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of trustees at a special or regular meeting. Until such time as the Board of trustees may fill a vacancy, the president may appoint an interim officer to fulfill their duties pursuant to these by-laws. Such appointed officers do not become Ex-Officio Trustees unless their appointment is formally ratified by the Board of trustees. In the event that Trustee vacancies make it impossible to ratify interim officers, those officers shall become permanent until the following January reorganization meeting.

Any officer or Trustee who fails to attend three consecutive regular meetings without reasonably good cause or notice shall be presumed to have resigned.

Any officer who resigns or is otherwise removed from office shall deliver to the President, their successor in office, or to the Board of Trustees; all books, records, monies and other effects belonging to the organization that are in their possession.

SECTION 5 | AUTHORITY

All officers of the organization, as between themselves and the corporation, shall have such authority and perform such duties in the management of the organization as may be provided in the by-laws, or as may be determined by resolution of the board not inconsistent with the by-laws.

Officers or other persons with authorization to spend organization funds in the course of carrying out their duties shall not make an expense in excess of \$100.00 without formal approval of the Board of Directors. Approval shall consist of having a vote on the expense in accordance with the by-laws and approval having been recorded in the minutes of the relevant meeting.

ARTICLE V MEMBERS

SECTION 1 | RIGHTS DUTIES AND ELIGIBILITY.

Any registered voter of Little Egg Harbor Township, Tuckerton Borough, Eagleswood Township, or Bass River Township, New Jersey who declares themselves to be a member of the Democrat Party, and upon acceptance from the membership at any regular meeting, will become a member pursuant to the provisions of these by-laws. Members shall remit annual dues as set forth by the Board of Trustees during their first reorganization meeting of the year. Members current on their these dues are considered to be in good standing.

Members in good standing shall be encouraged and have the right to participate in all organization functions, and have the right to vote on organization business put forth for vote by the President or their assigns. Members in good standing shall have the right to address the membership during regular meetings. They shall also be eligible to hold office in the organization, eligible for nomination as a Trustee, eligible for Great Bay Democrats endorsement as an official Democrat Municipal candidate, and eligible to participate in all Great Bay Democrat functions.

All members shall receive a copy of these by-laws either in print or electronically, and shall receive a photo identification membership card indicating their membership status, title(s) if any, and their year of initial membership. Membership cards shall be valid for no less than one year, but expiry terms may be set by the President or Board of Trustees.

SECTION 2 | ASSOCIATE MEMBERS.

Any person seeking to become a member of the Great Bay Democrats, but who is ineligible to vote by reason of age, citizenship status, or is of undeclared political affiliation, may upon; declaration of support of Democrat Party values, acceptance from the membership, and upon paying annual dues, shall become “Associate Members” of the organization. Associate members may participate in members-only club events, but shall not have voting rights on any club business and are ineligible for holding Officer or Trustee positions. Associate members do not have the right to address the membership during meetings, but may be granted special permission to do so by the President, Senior Vice President, or upon majority vote of the membership. Associate members may become full members upon voter registration and declaration as members of the Democrat Party. Dues for Associate Members shall be the same as for Regular Members.

SECTION 3 | REMOVAL.

Members and Associate members may request removal from organization membership via any writing to that effect to any Officer or Trustee, or by public declaration during open discussion at any regular or special meeting. Members and Associate Members may also be removed upon conviction of crimes of moral turpitude, or during investigation of same if upon majority vote of the membership, it is agreed that negative publicity may impact the organization. Members and Associate Members may also be removed for engaging in hostile or disruptive behavior during meetings, or for engaging in racist, misogynistic or otherwise hateful behavior at meetings, in public, or on public forums.

Upon removal, the Chief Governance officer and Chief Financial Officer shall strike the names of removed members from the rolls. Removed members are ineligible to participate in organization meetings or members only club events. Removed members may only be reinstated upon majority vote of members present at any regular or special meeting.

ARTICLE VI CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by

the President and the Chief Financial Officer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or Senior Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of trustees.

ARTICLE VII AMENDMENT TO BYLAWS

These bylaws may be amended, altered, or repealed by the Board of trustees by a two-thirds majority of a quorum vote at any regular or special meeting open to the general membership. The text of the proposed change shall be distributed to all board members at least fourteen (14) calendar days before the meeting for review. General members shall have the right to object to amendments during meetings and by two thirds majority supersede any changes.

ARTICLE VIII INDEMNIFICATION

Any trustee or officer who is involved in litigation by reason of his or her position as a trustee or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE VIII DISSOLUTION

The organization may be dissolved only with authorization of its Board of trustees given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to a Democrat and or a charitable and educational organization of a similar or like nature to this organization, as determined by the Board of trustees.