

# **Strathmere Fishing and Environmental Association**

## **By-Laws**

### **ARTICLE I - OFFICES**

**Section 1.** The Strathmere Fishing and Environmental Association SFEA aka Strathmere Fishing and Environmental Club (SFEC) is a New Jersey Non- Profit Corporation with a registered office at 9 South Commonwealth Avenue, P.O. Box 77, Strathmere, NJ 08248-0077. The Corporation was formed in 2009 exclusively for charitable purposes, as defined by Section 501(c)(3) of the Internal Revenue Code to act for the following purposes: (a) as a non-profit organization; (b) as a non-profit organization organized to educate adults and children on proper skills of fishing while also advocating for protecting the environment; (c) for any other purposes which a non-profit organization may act.

**Section 2.** The Corporation may have such other offices, either within or without the state, as the Board of Directors may designate or as the activities of the Corporation may require from time to time.

### **ARTICLE II - MISSION**

**Section 1.** The Strathmere Fishing and Environmental Association (SFEA) is focused on a common interest in fishing, boating, the New Jersey artificial reef program and education/action concerning environmental issues such as clean water, beach/bay resiliency, and marine life conservation. SFEA sponsors many social events including several fishing tournaments, the Nightmare in Strathmere annual boat parade, barbecues, as well as numerous seasonal socials. SFEA also sponsor several shore-related events for children and participate in local community service.

### **ARTICLE III- MEMBERS**

**Section 1.** The members shall be elected by a majority vote of the membership at a meeting of the members and shall have the following qualifications: every applicant must be sponsored by an active member, be over the age of twenty-one and have an active interest in fishing or environmental matters. Non-voting junior membership is available for those under the age of twenty-one.

**Section 2.** The Board of Directors may determine from time to time the amount of an initiation fee, if any, the annual dues payable by the members, and the total number of members of the Corporation.

**Section 3.** A member may join individually or as a family member. A family member includes a member, spouse/legal-partner, and all children under 21 years of age.

## **ARTICLE III- MEMBERS - continued**

**Section 4.** The Board of Directors, by a majority vote, may expel any member who shall be in default for payment of any dues. Any member who is delinquent in annual dues on April 1st may be dropped from the membership. After April 1<sup>st</sup>, the Board has the discretion to increase the unpaid/delinquent dues amount as a "late fee". The Board will contact any delinquent member by email at least three times after April 1st and give the member every opportunity to pay their annual dues. If a member's dues are not paid by September 1st, such delinquent member may be dropped.

**Section 5.** Upon a written request signed by a former member and filed with the Secretary, the Board of Directors may, by a majority vote, reinstate a former member to membership upon such terms as the Board of Directors may deem appropriate including, but not limited to, payment of all dues in arrears.

**Section 6.** The members may, by majority vote, suspend or expel a member who has engaged in conduct contrary to the best interest of the club. Members expelled pursuant to this section, may only be reinstated by a majority vote of the membership.

**Section 7.** Prior to January 1<sup>st</sup> of any calendar year, by majority vote of the Board of Directors, and when in times of strong financial standing, dues may be waived for members 75 years or older, and who have been active, sustaining members for at least the previous 5 years.

## **ARTICLE IV - MEETINGS OF MEMBERS**

**Section 1.** Meetings of the members shall be held at the Strathmere Fire Company, Strathmere, New Jersey, 08248, or at such other place or places as may from time to time be selected by the Board of Directors. The Board of Directors has the right to also hold meetings electronically via Zoom or any other electronic method.

**Section 2.** The annual meeting of the members shall be held in December of each year, on such day as may be fixed by the Board of Directors. The members shall elect a Board of Directors and transact such other business as may be properly brought before the meeting. Failure to hold the annual meeting at the designated time, or to elect a sufficient number of Directors at that meeting or any adjournment thereof, shall not affect otherwise valid corporate acts of the Corporation. If the annual meeting for the election of Directors is not held on the date designated, the Directors shall cause the meeting to be held as soon after as convenient.

**Section 3.** Special meetings of the membership may be called by the President or by the Board of Directors. At any meeting pursuant to this Section, the members present, having voting powers, shall constitute a quorum for the transaction of the business.

## ARTICLE IV - MEETINGS OF MEMBERS - continued

**Section 4.** Written notice, or email, of the time, place, and purpose or purposes of every meeting of members shall be given not less than five days before the date of the meeting by mail or email, to each member. When a meeting is adjourned to another time and place, it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned is announced at the meeting at which the adjournment is taken and, at the adjourned meeting, only such business is transacted as might have been transacted at the original meeting.

**Section 5.** The members entitled to cast a majority of the votes at a meeting shall constitute a quorum at such meeting. The members present in person at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Less than a quorum may adjourn.

**Section 6.** Each active member shall be entitled to one vote on each matter submitted to a vote of members. Jr. members are non-voting members. Whenever any action is to be taken by vote of the members, it shall be authorized by a majority of the votes cast at a meeting of members entitled to vote thereon.

**Section 7.** An active member is a member of the Corporation who is current in his annual dues. Each active member is entitled to vote on business of the Corporation and on the election of Directors. A member who has failed to pay their dues by April 1 of any given year will be classified as an inactive member and shall retain all rights and privileges, except for the right to vote. Once becoming an inactive member, a member may be returned to active member classification by paying their annual dues.

## ARTICLE V - BOARD OF DIRECTORS

**Section 1.** The Board of Directors shall manage the activities of this Corporation. A Director shall be at least 21 years of age, a member in good standing and need not be a resident of this State. The Board may choose to have one representative sit on the board from the Junior Membership in an advisory capacity only. The active members shall elect the Directors. The Directors shall hold office for a 2-year term, until the first day of the calendar year or until successors are elected and qualified. At the annual meeting, the members shall elect Directors to hold office for the next term. Each Director shall hold office for the 2-year term for which the Director is elected and qualified and until a successor is elected and qualified. Directors shall be limited to two consecutive terms in the same office and no more than 8 consecutive years on the Board of Directors. **These term limits may be waived to fill vacant Board positions and by approval of a majority of active members in attendance at the December Annual Meeting, in accords with Article VII, Section 1.**

## **ARTICLE V - BOARD OF DIRECTORS - continued**

A Director may resign by written notice to the Corporation. The resignation shall be effective upon receipt thereof or as a subsequent time as shall be specified in the notice of resignation.

Section 2. Regular meetings of the Board shall be held monthly, without notice, at the Strathmere Fire Company, Strathmere, New Jersey or at such other time, place or method as shall be determined by the Board or the President.

**Section 3.** A majority of the entire Board shall constitute a quorum for the transaction of business, and the act of the majority present at a meeting at which a quorum is present shall be the act of the Board. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board thereof may be taken without a meeting if, prior to or subsequent to such action, all members of the Board as the case may be, consent thereto in writing and such written consents are filed with the minutes of the proceedings of the Board or of the committee.

**Section 4.** The President on two days notice to each Director may call special meetings of the Board, either personally, or by email. Special meetings may be called, in like notice, on the written request or email of any three Directors.

**Section 5.** The Board of Directors shall be responsible for the management of the activities of the Corporation. In addition to the powers and authorities by these By-laws expressly conferred upon them, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not, by Statute or by these By-laws, directed or required to be exercised or done by the members.

**Section 6.** If deemed advisable, the Board of Directors, by resolution adopted by the majority of the entire Board, may appoint from among its members an executive committee and one or more other committees, each of which will be comprised of active members only (unless the Board approves a non-member participant who is a subject matter expert and would add value to the said committee). Each such committee shall have and may exercise the authority of the Board, except that no such committee shall make, alter or repeal any By-law of the Corporation; elect or appoint a Director, or remove any officer or Director; submit to the members any action that requires member's approval, or amend or repeal a resolution theretofore adopted by the Board which by its terms is amendable or repealable only by the Board. Actions taken at a meeting of any such committee shall be reported to the Board at its next meeting following such committee meeting; except that, when the meeting of the Board is held within two days after the committee meeting, such report shall, if not made at the first meeting, be made to the Board at its second meeting following such meeting.

## ARTICLE VI - OFFICERS/DIRECTORS

**Section 1.** The officers of the Corporation shall consist of a President, Vice President, Administrative Assistant, Treasurer, Secretary, Membership Officer, social media/Webmaster, Quartermaster, Activities Officer, and Environmental Officer (or Officers (2 each) as deemed necessary by the Board due to volume of environmental activities and endeavors). The officers shall be elected annually by the majority *vote* of the members eligible to cast *votes* and shall hold office for two years or until their successor is elected and qualified, subject to earlier termination or resignation. The Board of Directors may also choose such agents as it shall deem necessary, who shall hold their offices and shall *have* such authority and shall perform such duties as, from time to time, shall be prescribed by the Board of Directors. While members *serve* on the Board of Directors, they shall not be required to pay annual dues.

**Section 2.** Any officer elected or appointed by the membership may be removed by the majority vote of the current Board of Directors with or without cause.

**Section 3.** The President shall be a member of the Board of Directors and shall be the chief executive of the Corporation; shall preside at all meetings of the members and Directors; shall have general and active management of the activities of the Corporation; and shall see that all orders and resolutions of the Board are carried into effect. The President shall be EX-OFFICIO a member of all committees and shall have the general duties of supervision and management usually vested in the office of President of a Corporation. The President shall appoint the chairperson of all committees and be a signatory on the bank accounts. The President shall be elected for a term of two years.

**Section 4.** The Vice President shall be a member of the Board of Directors and shall act in all cases for and, as the President in the latter's absence or incapacity and shall perform other duties as required from time to time. The Vice President shall ensure that all Corporation events listed on the annual calendar have a coordinator and communicate any needs a coordinator may have to the Board of Directors. Communication between the Vice President and coordinator or potential coordinator should take place no later than one month prior to any Corporation event. The Vice President shall be elected for a term of two years and shall be a signatory of the bank accounts.

## ARTICLE VI - OFFICERS/DIRECTORS - continued

**Section 5.** The Administrative Assistant shall be a member of the Board of Directors. To qualify for this position the member must have been a Past President of the Corporation. If there are no members who meet this qualification it may be filled by any member of the Corporation. The Administrative Assistant will assist and advise the newly elected Board of Directors in the organization of the Corporation following the annual elections by ensuring the orderly transition of the elected positions and records and books of the Corporation. In addition, he or she shall maintain communication with all local and regional elected officials, clubs, and Corporations with like goals and missions of the Corporation. They will function as a liaison between the club and local media and provide the media with press releases approved by the President and the Board of Directors. In all cases these releases will represent the position of the Corporation. The Administrative Assistant shall be elected for a term of two years.

**Section 6.** The Secretary shall be a member of the Board of Directors and shall keep full minutes of all meetings of the members and the Directors, shall attend all sessions of the Board, shall act as clerk thereof, and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees when required. The Secretary will send minutes of all meetings to the Board of Directors for approval. After approval, the Secretary shall present the members meeting minutes to the members at the next regularly scheduled meeting. The Secretary shall perform other such duties as may be prescribed by the Board of Directors or President; under whose supervision the Secretary shall be. The Secretary shall be elected for a term of two years.

**Section 7.** The Treasurer shall be a member of the Board of Directors and be responsible for 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 designated by the Board of Directors. The Treasurer shall pay all obligations of the Corporation as approved by the Board of Directors and the members at the annual meeting. Said obligations shall be presented to the members in written form and shall project obligations for reoccurring operational expenses, programs in accordance with the annual calendar of events and any donations to charitable organizations known at that time and shall be recorded as the approved "annual budget" of expenditures. Desired or needed expenditures in excess of \$1,000.00 and not previously approved as part of the annual budget(s) shall require approval of a majority of those in attendance at a regularly scheduled membership meeting. The Treasurer shall be a signatory on the bank accounts; shall render to the President and the Board of Directors at the regular meeting of the Board, or whenever they may require it, an account of all transactions as Treasurer and the financial condition of the Corporation, and shall submit a financial report at each meeting of the members and shall coordinate the orderly submission of all financial records to the Corporation's accountant for tax filings. The Treasurer, or their designee, shall collect the Corporation mail from the PO box and process it as needed. The Treasurer shall be elected for a term of two years.

## ARTICLE VI - OFFICERS/DIRECTORS - continued

**Section 8.** The Social Media Director shall be a member of the Board of Directors. The Social Media Director shall conduct the correspondence of the Corporation, notifying members of all meetings of the Board of Directors and membership, prepare a newsletter that highlights the upcoming and past activities of the Corporation, and provide all members with a copy of the newsletter. The Social Media Director will communicate with members via, email, and whatever social media forums they deem acceptable. In addition, they will update and maintain the Corporation's website making changes as needed to ensure that members have access to current, up-to-date, accurate information about the Corporation. The Social Media Director shall be elected for a term of two years.

**Section 9.** The Membership Director shall be a member of the Board of Directors and maintain an accurate list or lists of all active and inactive members, addresses, phone numbers and email addresses. The Membership Director shall notify the members of the amount of annual dues and due date, collect member dues, keep track of them, contact members who are past due and submit the funds to the Treasurer. The Membership Director shall supply upon request of the President, the Board, or any member at a meeting of members an accurate copy of such list or lists. The Membership Director shall receive, process and present to the membership all applications for membership to the Corporation from persons wishing to become members of the Corporation and help to promote new membership. The Membership Director shall be elected for a term of two years ~~one~~ year.

**Section 10.** The Special Activity Director shall be a member of the Board of Directors and shall organize and direct special Corporation functions and activities, and coordination of the activities of all committees with the President and the Board of Directors. The Special Activity Officer shall serve at the direction of the President in organizing special projects, community functions, and service projects. The Special Activity Officer shall be elected for a term of two years.

**Section 11.** The Quartermaster shall be a member of the Board of Directors and arrange and pursue the best price for all large group purchases, keep an account of all group and member purchases and submit, a report of purchasing activities to the Board of Directors. The Quartermaster shall be responsible for keeping an accurate inventory of all Corporation property, and the location of such property. The Quartermaster will ensure that necessary refreshments are provided for all member meetings and be open for any unexpected duties that may arise. The Quartermaster shall be elected for a term of two years.

**Section 12.** The Environmental Concerns Director(s) shall be a member of the Board of Directors and shall oversee any and all initiatives and activities related to improving the environment and/or the New Jersey Artificial Reef Program. The Director shall report their needs to and will be governed by the Board of Directors. The Environment Concerns Director shall be elected for a term of two years.

## **ARTICLE VII - VACANCIES**

**Section 1.** Any Director position not filled at the annual election and any vacancy occurring on the Board of Directors may be filled only at a meeting of the members and by a majority vote of the membership.

**Section 2.** Any Director may resign by written notice to the Corporation. The resignation shall be effective upon receipt or at such time as shall be specified in the notice of resignation.

## **ARTICLE VIII - BOOKS AND ACCOUNTS**

**Section 1.** The Corporation shall keep books and records of accounts and minutes of the proceedings of the membership, Board of Directors, and executive committees, if any. The Corporation shall make available for inspection at the Strathmere Fire House record or records containing the names and addresses of all members and the dates when they respectively became members of record thereof, within ten days after demand by a member entitled to inspect them.

## **ARTICLE IX - MISCELLANEOUS PROVISIONS**

**Section 1.** All checks or demands for money and notes of the Corporation must be signed by one of the following members of the Board of Directors: President, Vice President, or Treasurer. Two (2) of the three (3) authorized signatory officers shall sign checks that exceed \$2,500.

**Section 2.** The fiscal year of the Corporation shall begin on January 1 and end on December 31. In a timely period thereafter, the financial records shall be submitted to an accountant in order for the annual tax returns to be prepared and submitted to the appropriate agencies. Annually, the Board of Directors shall order that a complete independent “financial review” be undertaken. This can be done by inhouse or by external 3<sup>rd</sup> party.

**Section 3.** An annual calendar of events and activities shall be prepared by the Board of Directors and be presented for approval by the members of the annual meeting. Said calendar shall list the event, the date, time, location, and the person(s) responsible for each event. The calendar may be amended or altered at any time during the year by the Board of Directors with proper notice being provided to the members through the mail or email. All events must be covered by the insurance policies of the Corporation.

## **ARTICLE X- INDEMNIFICATION**

**Section 1.** Any Director or Officer of the Corporation, including former Directors and Officers, who is involved in litigation by reason of his or her position as a Director 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.

## **ARTICLE XI - INSURANCE**

**Section 1.** The Corporation shall obtain and maintain insurance coverage (and required membership waivers required by the insurance carrier) in an amount to be determined by the Board of Directors upon advice of a professional insurance agent to cover commercial liability and directors’ and officers’ liability and such other coverage as the Board may determine to be needed in the future. Maintaining the appropriate coverage shall be the responsibility of the current President and the Treasurer of the Board.

## **ARTICLE XII - CHANGES OR AMENDMENTS TO THESE BY-LAWS**

**Section 1.** These By-laws may be changed or amended in the following manner. Upon the recommendation of a committee created specifically for the purpose of changing or amending these By-laws and, upon approval of the majority of the members of the Board of Trustees, be presented at two consecutive meetings of members and be approved by a majority of the members eligible to vote at those

meetings. Notice shall be given to all members that a change or amendment will be considered at the two meetings.

### **ARTICLE XIII - Trustees**

**Section 1.** The Board shall appoint a maximum 5 Trustees. Trustees shall be invited to attend the regularly scheduled Director's meetings. Past Presidents and Directors shall be eligible to participate as one of the 5 Trustees. The role of the Trustees shall be to "advise" the Board of Directors on matters of the Corporation and to report *inconsistencies* to the membership for transparency, and potential correction or action. A Trustee will have a term of two years. Trustees' dues and fees will be waived.

### **ARTICLE XIV – Dissolving the Corporation**

**Section 1.** In the event the Corporation needs to be dissolved, the Board of Directors will present to the membership (for approval) a list of suitable 501.c3's to distribute any remaining assets and/or funds.

Revised Draft By-Laws 1-15-2025 based on feedback.  
Membership Approval #1 02-08-2025.