

**AMENDED AND RESTATED BYLAWS
OF THE
AMERICAN SHORE AND BEACH PRESERVATION ASSOCIATION**

**ARTICLE ONE
ORGANIZATION**

- 1.1 **Name.** The name of this corporation is: AMERICAN SHORE AND BEACH PRESERVATION ASSOCIATION, a New Jersey 501(c)(3) nonprofit corporation (the “Association”).
- 1.2 **Principal Office.** The Association’s principal office is located at 5460 Beaujolais Lane, Fort Myers, FL 33919-2704
- 1.3 **Purposes.** The Association is dedicated to preserving, protecting, and enhancing our coastline through the merger of science and public policy. We represent public and private groups, and individuals concerned with the welfare of the ocean and Great Lakes coastline. We seek to promote the following in coastal areas throughout the United States of America:
- (a) the protection of shoreline resources;
 - (b) the reduction of economic and recreational losses;
 - (c) the restoration of damaged areas and continued ecological functioning of our coastline; and
 - (d) sustainable, economical, and well-planned development.
- 1.4 **Intent.** The Association intends to carry out its purposes through standing committees by:
- (a) holding meetings and conferences to enlighten and educate the public, and to develop methods to solve problems related to the Association’s purposes;
 - (b) preserving, protecting and enhancing our coastline through the merger of science and public policy, and by communicating the practical application of sound science and management practices;
 - (c) educating the public, governmental authorities and elected officials as to the environmental, economic and social impact and importance of a healthy coastline;
 - (d) identifying and advocating for funding, research and policy needs;
 - (e) publishing print and electronic media or other means of disseminating information pertinent to the Association’s purposes;
 - (f) assisting related organizations in accomplishing their purposes.
- 1.5 **Chapters.** To further the purposes of the Association, the Board of Directors (“Board”) may charter Chapters of the Association on terms and conditions deemed by the Board to be in the best interests of the Association.
- 1.6 **Nonpartisan Activities.** The Association shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

- 1.7 Dedication of Assets. All property of the Association is irrevocably dedicated to charitable or public-benefit purposes. No part of the property of this Association, on dissolution or otherwise, shall inure to the benefit of any private person. Upon liquidation, dissolution, or winding up of the Association, its assets remaining after payment or provision for payment of all debts and liabilities of the Association shall be distributed and paid over to an organization dedicated to charitable or public-benefit purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE TWO MEMBERSHIP

- 2.1 Qualifications. Any person or any business or governmental entity concerned with the welfare of shorelines and the coastal environment shall be eligible for membership in the Association. The Board shall determine specific membership requirements.
- 2.2 Membership. Association members shall be either “Active-Voting” or “Auxiliary-Nonvoting” members. Such designations and specific membership requirements shall be determined by the Board. Only Active-Voting members in good standing may vote on matters requiring a vote of the members.
- 2.3 Participation on Committees. Unless restricted by these Bylaws or policies and procedures adopted by the Board, any Association member in good standing may participate as a member of a Committee.
- 2.4 Dues & Fees. The Board shall determine membership dues and any and all fees charged in furtherance of the Association’s purposes. The Board shall determine payment due dates and penalties for late payment of dues. An Active-Voting member’s nonpayment of dues shall suspend their membership and voting rights until paid. Any member’s nonpayment of dues after notice and a reasonable period of time, as determined by the Board, shall be deemed a voluntary termination of membership without further action required by the Association.
- 2.5 Removal. Members may be removed from membership by a two-thirds vote of the Directors at a Board meeting, provided the action is made in good faith and in a fair and reasonable manner, including without limitation compliance with the member’s rights to due process. The removal procedure shall be sent to all members and shall include without limitation reasonable prior notice stating the reason for the removal and providing an opportunity for the member to be heard, either orally or in writing, at least ten (10) days prior to the effective date of the removal by a body authorized to decide that the proposed action not occur.

ARTICLE THREE
MEETINGS OF MEMBERS

- 3.1 Annual Meeting. The Association shall hold an Annual Meeting of the members at a time and place determined by the Board. The Association shall send notice of each Annual Meeting to the members by mail or electronic means and not less than thirty (30) days prior to the date of the meeting. The notice shall specify the location, date and hour of the meeting, and the matters of business and other items to be considered or acted upon at the meeting.
- 3.2 Special Meetings. Special meetings of members may be called:
- (a) by the President or, if unavailable to act, by a Vice President; (b) at the written request of not less than five (5) Directors; or
 - (c) by written request of at least ten percent (10%) of the Active-Voting members in good standing.

The Association shall send notice of each special meeting to the members by mail or electronic means and not less than thirty (30) days prior to the date of the meeting. The notice shall specify the location, date and hour of the meeting, and the matters of business and other items to be considered or acted upon at the meeting.

- 3.3 Voting Rights. Only Active-Voting members in good standing, as determined by Board policy, may vote at any meeting of the members of the Association, either in person or by proxy delivered to the Secretary prior to the meeting. The proxy of an absentee Active-Voting member in good standing shall allow either the Secretary or any so delegated member in good standing to vote on behalf of the absentee member. Voting shall be based on voting units determined by the Board.
- 3.4 Quorum. The presence, in person or by proxy, of a 10% of the Active-Voting members in good standing shall constitute a quorum for the transaction of business at any meeting of the Association. In addition, a quorum of the Board and at least two officers of the Association must be present, either physically, electronically or telephonically, to transact business at any meeting of the members of the Association.
- 3.5 Liabilities. No member shall be personally liable for the debts, liabilities, or obligations of the Association.

ARTICLE FOUR
BOARD OF DIRECTORS

- 4.1 Qualifications for Directors. Any Active-Voting member in good standing, or if not a natural person, their designated representative, is eligible for election to the Board. Chapter Presidents shall be *ex officio* voting Directors.

- 4.2 Election of Directors. Excepting Chapter Presidents, each Director shall be elected by a majority vote at a meeting of the Association's members. Nominees for Director shall be selected by a nominating committee.
- 4.3 Number of Directors. All Chapter Presidents shall be *ex officio* voting Directors. All other Directors shall be elected by a vote of the members at a meeting of the Association. The number of Directors shall be at least ten (10) and shall be increased as necessary to maintain at least an equal number of elected Directors to the number of Chapter Presidents. The number of Directors shall be determined by a two-thirds vote of the Directors at a Board meeting prior to noticing the Annual Meeting of the members; however, a reduction in the number of Directors may not result in the removal of a Director prior to the end of his or her term.
- 4.4 Term of Office. A Director's term of office shall be three (3) years. Terms shall be staggered so that one third of the elected Directorships will become vacant and open for election annually. Newly-elected Directors shall assume office at the adjournment of the Annual Meeting of the members. Chapter Presidents' terms shall coincide with their term of office as Chapter President.
- 4.5 Removal. A Director may be removed, with or without cause, upon a vote of the Active-Voting members in good standing at a meeting of the Association's members upon either: (a) a petition signed by at least ten percent (10%) of the Active-Voting members in good standing; or (b) a petition endorsed by a vote of the Directors at a Board meeting; or (c) failure to comply with the Board policy on meeting attendance. The President or, if unavailable to act, a Vice President, shall notify the petitioned Director in writing of the proposed action at least thirty (30) days prior to the meeting at which his or her removal is to be considered, and shall be provided a reasonable opportunity to address the members, either verbally or in writing, prior to the vote.
- 4.6 Vacancies. If a vacancy on the Board reduces the number of Directors below the required minimum, the President or in his/her absence the Executive Committee shall appoint a successor to serve until the next Annual Meeting of the members. All other vacancies (unless the authorized number of Directors is reduced) shall be filled by election at the next Annual Meeting of the members, unless the vacancy occurs within sixty (60) days prior to an Annual Meeting of the members, in which case the vacancy shall be filled by election at the next following meeting of the members.
- 4.7 Duties and Powers. The Board may delegate the management of the day-to-day operations of the Association's business; however, the business affairs of the Association shall be managed, and all corporate powers of the Association shall be exercised, by or under the ultimate direction of the Board. The Board's duties and powers shall include, without limitation, the following:
- 4.7.1 To establish general policy of the Association, including without limitation the conduct, management and control of its affairs and business, and to make such

rules and regulations as are deemed necessary, and consistent with these Bylaws.

- 4.7.2 To appoint and remove the Officers of the Association.
- 4.7.3 To establish and change from time to time as the Board deems appropriate the classes and qualifications of membership, and the voting rights, privileges, dues and fees of each class of members.
- 4.7.4 To appoint regular and special committees.
- 4.7.5 To charter organizations as Chapters of the Association.
- 4.7.6 The Board may retain staff, including employees and consultants, to perform duties on behalf of the Association.
- 4.7.7 To approve the budget.

4.8 Meetings of the Board of Directors.

- 4.8.1 Regular meetings of the Board shall be held at least once a year, at a time and place to be determined by the Executive Committee. The Secretary or his/her designee shall send written notice of such meetings to each Director by mail or electronic means not less than thirty (30) days before each meeting, specifying the date, place, and time of the meeting. Meetings may be held telephonically or electronically.
- 4.8.2 Special meetings of the Board may be called: (a) by the President or, if unavailable to act, by a Vice President; (b) at the written request of at least five (5) Directors; or (c) by the Executive Committee. The President or, if unavailable to act, a Vice President, shall send written notice of such meetings to each Director by mail or electronic means not less than fourteen (14) days before each meeting, specifying the date, place, and time of the meeting, and including a meeting agenda. Meetings may be held telephonically or electronically, provided all Directors in attendance can hear the proceedings and be heard by all other Directors at the same time. The 14-day notice requirement shall not be required for special meetings requiring emergency action by the Board; however, actions taken at an emergency meeting shall be limited to addressing the emergency.
- 4.8.3 A majority of installed Directors shall constitute a quorum for meetings of the Board.
- 4.8.4 For the purposes of a quorum, Directors must attend Board meetings in person, unless the meeting is held telephonically or electronically, and may designate alternates to attend in their absence.

ARTICLE FIVE
OFFICERS

- 5.1 **Number and Titles.** The Association shall have a President, four (4) Vice Presidents, a Secretary, and a Treasurer.
- 5.2 **Election.** Officers shall be elected by a majority vote of the Directors at a Board meeting. Nominees shall be determined by a majority vote of the Executive Committee. Write-in candidates may also be considered in accordance with Board policy.
- 5.3 **Term.** Officers shall serve a two-year term.
- 5.4 **Removal and Resignation.** An Officer may be removed for any reason by a two-thirds vote of the Directors at a Board meeting. Any Officer may resign by giving written notice to the President, or the Secretary.
- 5.5 **Vacancies.** The President may appoint a replacement for a vacancy in any office, except President, for the remainder of the term. Such appointment to be confirmed by a majority vote of the Executive Committee.
- 5.6 **President.** The President shall be the Chief Executive Officer of the Association, and shall preside over meetings of the Board members and of the Executive Committee. The President shall have the power to appoint regular and special committees. The President shall be an *ex officio* voting member of all committees of the Association, and shall have such other powers and duties as may be prescribed by the Board, Executive Committee, and these Bylaws.
- 5.6.1 **First Vice President.** The President shall designate a First Vice President to serve as President in his or her absence and until the President is available or replaced.
- 5.6.2 **Powers and Duties.** Vice Presidents shall have such powers and perform such duties as shall be determined by the Board, the President, and these Bylaws.
- 5.7 **Secretary.** The Secretary shall attend and take the minutes of all meetings of the Association, the Board, and the Executive Committee. If the Secretary is unavailable, the body holding such meeting may appoint a Secretary Pro-Tem.
- 5.7.1 **Minutes.** The Secretary shall keep a book of minutes of all meetings of the Association members, the Board, and the Executive Committee. Such minute book shall be kept at the Association's principal office. The minutes shall

include without limitation the time and place of each meeting, the notice given, the names of those in attendance, a summary of discussions held and votes taken, and if the meeting is a special meeting, how it was authorized.

- 5.7.2 Membership Register. The Secretary or designee shall keep a register of all Association members, showing the names, status (either Active-Voting or Auxiliary-Nonvoting), and their contact information. The membership register shall be kept at the Association's principal office.
- 5.7.3 Meeting Notices. The Secretary shall give notice of all meetings of the Association members, the Board, and the Executive Committee.
- 5.7.4 Powers and Duties. The Secretary shall have such other powers and duties as may be prescribed by the Board and these Bylaws.
- 5.8 Treasurer. The Treasurer or designee shall manage and account for the funds of the Association.
 - 5.8.1 Deposits. The Treasurer shall be responsible for the deposit all Association money and other valuables in the name of the Association with such depositories as may be designated from time to time by the Executive Committee.
 - 5.8.2 Disbursements. The Treasurer shall be responsible for administering all disbursements of Association funds.
 - 5.8.3 Accounting. The Treasurer shall be responsible for and keep an accounting of all Association financial transactions in accordance with generally accepted accounting principles, and in books of accounts to be maintained at the Association's principal office.
 - 5.8.4 Audit. The Treasurer shall authorize an annual test of the organization's accounting records for compliance with the internal control procedures established by the Association by a Certified Public Accountant and report on the results to the Board of Directors.
 - 5.8.5 Budget. The President and Treasurer shall prepare annual and any interim-year budgets for Board review at least ten (10) days prior to the Board's vote on the budget.

ARTICLE SIX
STAFF/CONSULTANTS

- 6.1 Staff. The Association may retain and compensate staff and consultants under the direction of the Board, Executive Committee or the President, as the Board deems appropriate.

ARTICLE SEVEN INDEMNIFICATION AND INSURANCE

- 7.1 Indemnification by the Association: Each present and future director of the Association, each present and future officer of the Association, and each present and future member of any committee of the Board of Directors, and the legal representatives of such persons, shall be indemnified by the Association to the fullest extent permitted by the New Jersey Nonprofit Corporation Act, as may be amended from time to time. If authorized by the Board of Directors, the Association may purchase and maintain insurance on behalf of any party to the fullest extent permitted by the New Jersey Nonprofit Corporation Act.
- 7.2 Indemnification Not in Restriction of Other Privileges: The right of indemnification described in section 7.1 above shall be in addition to, and not in restriction or limitation of, any other privilege or power with respect to indemnification or reimbursement which the Association or the individual seeking indemnification may have, pursuant to N.J.S.A. 15A:3-4 or any other source.

ARTICLE EIGHT EXECUTIVE COMMITTEE

- 8.1 Composition and Term. The Executive Committee shall be comprised of the Officers of the Association, together with up to five (5) members of the Board selected annually by the President and confirmed by a majority vote of the Directors at a Board meeting.
- 8.2 Powers and Duties. The Executive Committee shall oversee the administrative affairs of the Association, provide guidance to the President, and shall have such other powers and duties as may be delegated to them by the Board and these Bylaws.
- 8.3 Meetings. (a) The President may call regular meetings of the Executive Committee with at least seventy-two (72) hours of notice by telephone or electronic mail.
(b) Special meetings of the Executive Committee may be called by the President or by any three members of the Executive Committee with less than seventy-two (72) hours' notice upon request to the Secretary in writing or by telephone, e-mail or facsimile. Notice of special meetings of the Executive Committee shall be given at least twenty-four (24) hours in advance of the special meeting in the same manner as the bylaws provide for the calling and giving notice of special meetings of the Board of Directors.

- 8.4 Quorum. A majority of the current members of the Executive Committee shall constitute a quorum.

ARTICLE NINE COMMITTEES

- 9.1 Standing Committees. Committees shall be formed to further the intent of Association as defined in Section 1.4 of these bylaws. Except where otherwise specified, committee chairs shall be appointed by the President of the Association from among the Board of Directors and/or the general membership. Any member of the Association in good standing may participate as a member of a Committee. This includes individuals representing member entities.
- 9.2 Other Committees. Except as created pursuant to these Bylaws, the Board may establish and dissolve committees from time to time. Committees created pursuant to these Bylaws may only be dissolved by a two-thirds vote at a meeting of the Board of Directors.

ARTICLE TEN FINANCES

- 10.1 Fiscal Year. The Association's Fiscal Year shall be the calendar year from January 1 through December 31.
- 10.2 Fiscal Responsibility. The Board shall manage, either directly or by and through the Association's Officers, and/or the Executive Committee, the Association's financial resources and business transactions. Annual budgets and any modifications thereof must be approved by a majority vote of the Directors at a Board meeting.

ARTICLE ELEVEN AMENDMENTS TO BYLAWS

- 11.1 Approval of Amendments. The Association's Bylaws may be adopted, amended, and repealed only by a two-thirds vote of the Directors at a Board meeting and after the proposed Bylaws have been advertised to the membership at least 14 days prior to the Board meeting. In even-numbered years, the President shall appoint a minimum of three (3) members of the Board of Directors to serve as the Bylaws Committee to review the Association's bylaws and suggest necessary changes.

ARTICLE TWELVE RULES OF ORDER

- 12.1 Rules. *Robert's Rules of Order* shall control the conduct of all meetings of the Association's members, the Board, the Executive Committee, and all other Association committees; however, any conflict between these Bylaws and *Robert's Rules of Order* shall be resolved in favor of these Bylaws.

ARTICLE THIRTEEN
CONFLICTS OF INTEREST

- 13.1 Policy. All Directors, Officers, and employees of the Association shall comply with all applicable laws, rules, regulations, policies, and directives of competent governmental authorities related to conflicts of interest in the conduct of the business and affairs of the Association. The Board and each Director shall at all times act in the best interests of the Association and not for personal or third-party gain or financial enrichment. The Board shall adopt and maintain a written conflicts of interest policy.
- 13.2 Board Procedure. Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board, the Board shall ensure that:
- 13.2.1 The interest of such Officer or Director is fully disclosed to the Board.
- 13.2.2 No interested Officer or Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the Board meeting at which such matter is voted upon.
- 13.2.3 Any transaction in which an Officer or Director has a financial or personal interest shall be duly approved by members of the Board not so interested or connected as being in the best interests of the Association.
- 13.2.4 Payments to the interested Officer or Director shall be reasonable and shall not exceed fair market value.
- 13.2.5 The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE FOURTEEN
DISSOLUTION AND MERGERS

- 14.1 The Association may be dissolved or merged by a two-thirds vote of the membership in a regular or special meeting. On dissolution or merger of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified organizations selected by the board and described in Section 501(c)(3) of the Internal Revenue Code.

Approved February 28, 2017