

The New Jersey Lighthouse Society, Inc.

(A Not-For-Profit Corporation)

CONSTITUTION

Article I - NAME

The Name of this organization shall be The New Jersey Lighthouse Society, Inc., (hereafter called The Society). The principal address of The Society shall be Post Office Box 332, Navesink, New Jersey 07752-0332 or at such place as the Officers and Directors (hereafter called the Board) shall fix.

Article II - PURPOSE

The specific purposes of the Society are to:

- Support and promote the restoration, preservation and public awareness of all Lighthouses, Lightships and Light Stations (hereafter collectively referred to as Lighthouses), with an emphasis on New Jersey's Lighthouses.
- Educate, inform and stimulate interest in and appreciation for Lighthouses and their history.
- Preserve, display, acquire and make available for educational purposes, artifacts, information and memorabilia pertaining to the Lighthouses and the maritime history of New Jersey.
- Mentoring, supporting and assisting the efforts of the individuals, preservation groups and private corporations dedicated to the acquisition, preservation, restoration, exhibit and operation of Lighthouses.
- Publish a quarterly historical journal, "*The Beam*".

Article III - MEMBERSHIP

There shall be six classes of membership with dues as determined by the Board:

- Individual
- Family
- Life
- Honorary
- Student
- Organization

Article IV - ANNUAL MEETINGS

SECTION 1. The Society will hold quarterly meetings of the general membership each year.

SECTION 2. The Board will hold quarterly meetings each year, separate from, and prior to, the general membership meetings, the first being an annual reorganization meeting to be held within the first 45 days of the new calendar year.

Article V - OFFICERS & DIRECTORS

SECTION 1. The Officers shall be a President, 1st Vice President, 2nd Vice President, Recording Secretary and Treasurer.
This body will be known as the Executive Committee.

SECTION 2. The Board of Directors, hereafter referred to as the Board, shall consist of the Executive Committee, five Directors and the Corresponding Secretary.

SECTION 3. All Board members shall serve a two year term. Board members appointed to fill the unexpired term of a vacant office will serve the balance of that term.

SECTION 4. The Board of Directors shall be installed at the Annual Reorganization Meeting and shall serve until their successors have been duly elected and installed.

SECTION 5. The President Emeritus position may be enacted only after a change in the Society's Presidential post, at the bequest of the current Society President and discretion of the Board.

Article VI - REMUNERATION

Neither Officers nor Directors shall receive any fee, salary or remuneration of any kind, except for reimbursement of reasonable expenses incurred, with approval of the Board.

Article VII - EARNINGS

SECTION 1. The Society is created for historical, charitable, educational and scientific purposes, including for such purposes as the making of distributions to organizations that qualify as exempt under Section 501 (c) (3) of the United States Internal Revenue Code or corresponding section of any future tax code.

SECTION 2. No part of the earnings of The Society shall be to the benefit of, or be distributable to,
its Board of Directors, except that The Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c) (3).

SECTION 3. No substantial part of the activities of The Society shall be carrying on propaganda and The Society shall not participate in, or intervene in - any political campaign including the publishing or distribution of statements - on behalf of, or in opposition to, any candidate for public office.

SECTION 4. Notwithstanding any other provisions of these articles, The Society shall not carry on any other activities not permitted to be carried on:
(A) by an Organization exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code) or
(B) By an Organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

Article VIII - COPYRIGHTS & TRADEMARKS

SECTION 1. All logos, graphics, named events, reports and documents created by the direction of and/or for the benefit of, The Society shall become the intellectual property of The Society. This act reserves ownership with the right to register said items for United States copyright or trademark purposes with the United States Patent and Trademark Office.

SECTION 2. Copyrights and trademarks belonging to The Society will be strictly used for advancing the goals of The Society and used only by direct written authorization of the Board.

Article IX - DISSOLUTION

In the event of dissolution of The Society, all liabilities and obligations shall be paid, satisfied, and discharged, or adequate provisions made therefore. Any remaining funds in the treasury and assets or properties belonging to The Society at the time of dissolution shall be given to other non-profit lighthouse groups, as determined by a majority of the remaining members.

Article X - AMENDMENTS

This Constitution may be amended at any General meeting by a quorum vote of members, provided that notice was given at a previous General meeting and/or posted

in “*The Beam*” and on the official Society web site. All proposed amendments shall be presented to the Board in writing 10 days in advance of the next general membership meeting.

The New Jersey Lighthouse Society, Inc.

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BY-LAWS

Article I - MEMBERSHIP

SECTION 1. **INDIVIDUAL MEMBERSHIP** - Any individual who desires to participate in The Society to further its purposes.

SECTION 2. **FAMILY MEMBERSHIP** – Family Members residing at a single address joining together.

SECTION 3. **LIFE MEMBERSHIP** - Active member who wishes to make the required contribution to prepay their dues for their lifetime.

SECTION 4. **HONORARY MEMBERSHIP** - An individual or organization nominated by a member of The Society for honorary membership in recognition of noteworthy service to The Society and to its purposes, to be reviewed by the Board and approved by resolution of the Body. This category also includes Members by virtue of their offices, (e.g., Governor, Senators, Congressman, Assemblymen, Presidents of affiliates, etc.) as designated by the Board with recommendations and approval from the Body.

SECTION 5. **STUDENT MEMBERSHIP** - Any individual who desires to participate in The Society to further its purposes and is under 18 years of age.

SECTION 6. **ORGANIZATION MEMBERSHIP** – An organization which desires to participate in The Society to further its purposes.

Article II - BOARD of DIRECTORS

SECTION 1. **MEMBERS** – The Board of Directors shall consist of the Executive Committee, five Directors, and the Corresponding Secretary, all of whom are members in good standing of The Society and voted into office according to the By-Laws of The Society.

SECTION 2. **BOARD MEETINGS** - The Board shall, in addition to the General meetings of The Society, meet once each quarter to transact the business of The Society. The President may call a special meeting of the Board and shall call a special meeting

upon the written request of five members of the Board. Six members shall constitute a quorum at any regular or special meeting of the Board.

SECTION 3. **PROPERTY and RECORDS** - The Board shall have charge of the property and records of The Society and will conduct the day to day business of The Society and will report back to the membership at the regular or special meeting.

SECTION 4. **ABSENCES** - Three consecutive unexcused absences from the Board meetings shall be considered a resignation from the Board. Excused absences shall be granted based on a consensus of remaining board members.

Article III - DUTIES OF OFFICERS & DIRECTORS

SECTION 1. **PRESIDENT** – The President shall preside at all General, special and Board of Directors meetings; shall be an ex-officio member of all committees except the Nominating Committee; shall appoint chairpersons and members of all committees; and shall report annually on the activities of The Society. The President shall have such usual powers of supervision and management as may pertain to this office and perform other duties as designated by the Board. Only the President can enter into a binding contract.

SECTION 2. **1st VICE PRESIDENT** – The 1st Vice President shall act as the deputy of the President and will represent the President and The Society in the President’s absence. This officer shall assume the duties of the President in the event of the absence, incapacity, resignation or death of the President. The 1st Vice President shall possess all the powers and perform all the duties of that office and shall assume that office and fulfill the unexpired term.

SECTION 3. **2nd VICE PRESIDENT** – The 2nd Vice President in the event of the absence of the 1st Vice President shall assume the duties and powers of that office and perform other duties as designated by the Board. In the event of a vacancy in this office the Board shall elect one of its members to fill this vacancy for the unexpired term.

SECTION 4. **RECORDING SECRETARY** – The Recording Secretary shall keep the minutes of General, special and all Board meetings and shall make minutes readily available. The Recording Secretary shall provide a copy of all minutes to the Corresponding Secretary for archival purposes, and shall transfer all records to his/her successor in a timely manner upon the completion of his/her term of office.

SECTION 5. **TREASURER** – The Treasurer shall be responsible for the safekeeping of organizational funds; shall maintain adequate and proper financial records; shall ensure the timely deposit of all monies received into a reliable banking institution. The Society’s banking accounts shall be entitled “*The New Jersey Lighthouse Society, Inc.*”.

The Treasurer shall pay out funds by numbered checks signed by any of the following officers: President, 1st Vice President, 2nd Vice President, or Treasurer. All checks will require two signatures. The Treasurer shall issue credit cards as directed by the Board and oversee their use. This position shall submit an annual report.

SECTION 6. ***DIRECTORS*** – The Directors shall be responsible for the various committees and subcommittees not chaired by an Officer. Directors will attend all Board meetings and will report at these the status and progress of each committee under their guidance. They shall have the authority, in consultation with other Directors, to conduct all business of The Society, shall establish and amend policy consistent with the purpose of The Society (including creating special assessments when necessary) and shall approve all contracts, agreements or expenditures in excess of one thousand dollars (\$1,000.00).

SECTION 7. ***CORRESPONDING SECRETARY*** – The Corresponding Secretary shall handle the correspondence and files of The Society and interaction of the Board members and committees. The Corresponding Secretary shall perform such other duties as may be incident to this office and designated by the Board.

SECTION 8. ***PRESIDENT EMERITUS*** – The former President of The Society, having recently relinquished the office, will have a mentoring position with the Board. This position is a non-voting position and will be held only at the discretion of the Board. This position is enacted in lieu of the former President holding another Officer or Director position.

SECTION 9. ***BOARD OF DIRECTORS*** – The Board of Directors shall have the authority to conduct all business of The Society, shall establish and amend policy consistent with the purpose of this organization (including creating special assessments when necessary) and shall approve all contracts, agreements or expenditures in excess of one thousand dollars (\$1,000.00).

Article IV - ELECTIONS, REMOVALS, and REPLACEMENTS

SECTION 1. ***NOMINATIONS*** - The Nominating Committee shall present a slate of candidates, at the September meeting, for the available offices to be voted on in December. The floor will be opened for nominations from the general membership for additional nominations to those presented by the committee at the September nomination for the December vote. Persons nominated shall verbally accept the nomination, but if unable to be present at the time of nomination shall submit a written acceptance to the Recording Secretary or their names will not be placed on the ballot.

SECTION 2 ***ELECTIONS*** - Elections shall be held at the General meeting in December. Only members in good standing will be eligible to vote. If an additional nomination is

made from the floor at the September meeting, challenging the candidate from the nominating committee, a secret ballot will be held during the December meeting. A Judge of Elections and two tellers shall be appointed by the President to count the ballots. A candidate having received a plurality of the votes cast shall be declared the winner.

SECTION 3. **TERMS of OFFICE** - The terms of office for the Board shall be for two years. Three of the Directors and the Corresponding Secretary will be elected in the odd years and two Directors and the Executive Committee members will be elected in the even years.

SECTION 4. **VACANCIES** - Vacancies on the Board not already covered by these By-Laws shall be filled by the Board until the next regular meeting or special meeting called for that purpose.

SECTION 5. **IMPEACHMENT/REMOVAL** – If an Officer or Director is found to be conducting activities in conflict with the stated purpose, intents and rules of The Society, a formal impeachment shall be directed by the Board. The person(s) being impeached will be formally notified of the action in writing with an explanation of the actions found in conflict by the Board. During the next General meeting or during a special meeting if so deemed, the formal findings of the Board shall be read to the membership by the Recording Secretary. The question of impeachment shall be put to a vote. Only members in good standing shall be eligible to vote. A ballot shall be held during the meeting. A Judge of Elections and two tellers shall be appointed to count the ballots by the highest ranking Officer of The Society not named in the impeachment process. The membership casting $\frac{2}{3}$ majority of the votes in favor/denial shall be declared the winner. If $\frac{2}{3}$ majority on the first ballot of the voting is not achieved, a second vote shall be held after an open forum questioning session for the voting body. If the issue remains undecided at that point the Judge of Elections will be tasked by the Board to conduct a final and binding election by written ballot of the full membership for which a simple majority vote shall determine the outcome.

Article V - FINANCIAL

SECTION 1. **FISCAL YEAR** - The fiscal year of the Organization shall begin on the 1st of January and end on the 31st of December.

SECTION 2. **FINANCIAL SUPPORT** - Financial support for The Society shall be provided by (a) the dues of active members, the amount of which shall be set by The Society, (b) special contributions, (c) miscellaneous gifts and (d) such fund raising activities as the Board of Directors deems appropriate.

SECTION 3. **LIABILITY** - Members shall not be personally liable for debts, obligations or liabilities of The Society approved by the Board of Directors.

SECTION 4. **BONDING of OFFICERS** - The President, 1st Vice President and Treasurer who are empowered to sign contracts and checks for The Society shall be bonded by an agent approved by the Board for the approximate amount of the Treasury. Any additional Officers, Directors or Chairpersons having dealings with The Society funds in excess of \$500.00 will be bonded at the discretion of the Board upon recommendation by the Finance Committee.

SECTION 5. **INSURANCE** - Insurance as may be required by the Society for entering into contracts and agreements for lighthouse access, meeting places and other purposes shall be obtained with approval of the Board.

Article VI - PARLIMENTARY AUTHORITY

The rules contained in Roberts Rules of Order (Revised) shall govern The Society in all cases to which they are applicable and in which they are consistent with the By-Laws.

Article VII - AMENDMENTS

All proposed amendments shall be presented in writing to the Board of Directors ten days in advance of the next Board meeting. Upon Board recommendation, amendments to the Constitution and these By-Laws may be adopted by a majority vote of those present at a General meeting of The Society provided that any proposed changes are presented at two consecutive meetings. The vote shall be taken at the second General meeting.

ARTICLE VIII – MEETINGS

SECTION 1. **MEMBERSHIP MEETINGS** - The Society shall meet four times a year: March, June, September and December (elections shall be held at the General meeting in December).

SECTION 2. **BOARD of DIRECTORS MEETINGS** - The Board shall, in addition to the General meetings of The Society, meet once each quarter to transact the business of The Society. The annual reorganization Board meeting shall be held at the beginning of The Society's calendar year for the purpose of a smooth transition of business and records of the past and newly elected officers. This shall be the first Board meeting of the year. A secretary/treasurer's report and last meeting's minutes shall be read or handed out at each meeting. The Board of Directors shall meet as necessary. Actions of the Board of Directors shall be approved at the next regularly scheduled General meeting. Six members shall constitute a quorum at any Board meeting or special meeting of the Board.

SECTION 3. **SPECIAL BOARD MEETINGS** - The President may call a special meeting of the Board and shall call a special meeting of The Society upon the written request of five members of the Board. Special meetings may be called by the President by giving three days notice of said meeting to the Board of

Directors. Actions of the Board of Directors as a result of any special meetings shall be approved at the next regularly scheduled meeting. Six members shall constitute a quorum at any Board meeting or special meeting of the Board.

SECTION 4. **ATTENDANCE** - In all cases attendance may be in person or by telephonic / video means.

Article IX - COMMITTEES

SECTION 1. **COMMITTEES** – To create a committee, the Board of Directors will define a specific task or area of concern to be addressed. They will also set a reasonable timeframe for completion of any task oriented committees with dissolution date. The Board shall select a committee chairperson who will select and propose members to the Board. The President will approve all members. This process may occur annually or as needed. The President may also establish committees and appoint members if necessary. Committee Chairpersons can recommend removals of members to the Board. If upheld the President can remove the member.

SECTION 2. **AUDIT COMMITTEE** – At the first General meeting of the Society, after the first of each New Year, the President shall appoint an Audit Committee. The Committee shall be comprised of three (3) people: one member of the Executive Committee, one (1) member from the Board of Directors (not a member of the Finance Committee or the Executive Committee), and one (1) member from the General membership. They shall convene at their earliest convenience (and the convenience of the Treasurer) after their appointment to audit the books of the Treasurer. It is suggested that a member of the Finance Committee also be present at the meeting(s). They shall check the accounts and the financial records of the Treasurer to verify their correctness. This can be accomplished in any manner the Committee sees fit. This is an “in house audit” which can be done by having each Committee member randomly choose a particular check that was issued and follow it through the bank statements and back to the original bill, or vice versa. Likewise, any random receipt of The Society should be checked from bank deposit slip, statement, back to its source or vice versa. Once the Committee is satisfied that the books are in order, they shall submit a written report to the President who shall report such findings to the Executive Board and then to the General Membership at a General meeting. A copy of said report should be forwarded to the Chairman of the Finance Committee.

SECTION 3. **STANDING COMMITTEES** - The Chairpersons of the following Standing Committees shall be appointed by the President with the recommendation and approval of the Board. The committee duties shall be determined by the Committee Chair in consultation with the Board. The Standing Committees are:

- Budget & Finance

- Educational Outreach
- Hospitality
- Community Outreach
- Membership
- The Beam
- Society Web Site
- Preservation
- Programs
- Publicity
- Ways and Means

SECTION 4. ***NOMINATING COMMITTEE*** - The President shall ask for a Nominating Committee Chair from the General membership, at least ninety days prior to the September Nominating meeting. Once approved by the Board, the Chair will select four members in good standing and with at least three years membership from the general membership to constitute the committee. All committee members will have no relatives currently serving on the Board.

SECTION 5. ***BUDGET & FINANCE COMMITTEE*** - This committee shall consist of the President, the Treasurer, Chairperson of the Budget & Finance Committee, and four other members from the General Membership, selected by the President and the Finance Chair. The former President and former Treasurer shall serve on the committee for a year.

STANDING RULES

1. The name of The New Jersey Lighthouse Society, Inc., and/or any portion of the membership list shall not be used for any purpose without the written authority of the Board.
2. Members shall sign the register at each meeting.
3. No expenses shall be incurred without approval of the Board. Expenditures not included in the budget must be approved by the Board with recommendation of the appropriate Committee Chairperson.
4. A quorum of a membership meeting shall be twenty-five (25) members.
5. Membership dues are non-refundable.
6. Corresponding Secretary's files will be maintained by the secretary for duration of one year, at the end of which the files will be delivered to the New Jersey Lighthouse Society Executive Committee for archival purposes.

7. The Standing Rules may be amended according to the specified amendment process, Article VII of the By-Laws.

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