

BYLAWS of the
ABSECON BUSINESS AND COMMERCIAL DEVELOPMENT CORPORATION
(ABCD, Inc.)

ARTICLE I - Name and Principal Offices

Section 1: The **name** of this corporation shall be the **Absecon Business and Commercial Development Corporation** (hereinafter referred to as the "Corporation".)

Section 2: The **principal office address** shall be P. O. Box 194, Absecon, New Jersey 08201 or as determined from time to time by the members of the Board of Trustees.

ARTICLE II - Purposes, Dissolution and Distribution of Assets

Section 1: The **purposes** for which this Corporation is organized are as follows:

a. To engage in any activity within the purposes for which corporations may be organized under the New Jersey Non-profit Corporation Act, N.J.S.A. 15A:1-1 et seq.;

b. To lessen the burdens of City Government by performing the tasks of attracting new businesses to the City; applying for (and securing) grants to improve the City's infrastructure; creating new jobs for City residents who are unemployed and underemployed.

c. To combat community economic deterioration by attracting businesses to rent/purchase vacant store fronts in the City's "downtown" section, and all the vacant properties along the major state highway which runs through the City. The 1993 Master Plan estimated that 45% of the land in the Central Business/Community Business District was vacant and/or had a building not in use. The same Master Plan showed that a total of 24% of the total area zoned as part of the "commercial" districts was not in active use or was vacant. The Industrial Park has only developed 21.52 acres of the 242 acres zoned for industrial use.

d. To handle all aspects of commercial promotion and economic development which are normally and traditionally the responsibility of a municipality's Economic Development Department. In the City of Absecon, not only is there no Department, there is no one who job responsibilities even cover this area.

e. To petition for and receive City monies to assist in the promotion of business and commercial development.

f. To promote Absecon as an exciting place to live,

shop, and locate business and light industry;

g. To create and/or identify funding sources, and receive, administer and distribute funds in connection with any activities related to the above purposes;

h. Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code;

i. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation 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.

Section 2: Upon **dissolution** of the Corporation, assets shall be **distributed** for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III - Geographic Program Area

The **program area** shall be any area within the boundaries of the City of Absecon, County of Atlantic, State of New Jersey.

ARTICLE IV - Classes of Members

Section 1: **Voting Members**

a. All business entities who have paid their dues and who have a place of business located within the City limits of the City of Absecon. Business entities shall be limited to two (2) voting members regardless of how many business owners there are and how many employees are residents of the City of Absecon. The two voting members must work in the City of Absecon. No other employees of the business entity may be a voting member. Both resident and non-resident employees may join as Non-voting Affiliate Members. (See Section 2 below)

b. All individuals who have paid their dues and are residents of the City of Absecon, and are not precluded from voting membership by "a" above.

c. Any eligible business entity or individual which/who has an interest in supporting the purposes of the Corporation may become a voting member by filing an application in such forms as the Board of Trustees shall prescribe, and subject to the payment of such dues as the Corporation may establish, shall be entitled to vote on all matters which come before the Corporate body at any of the meetings noted below.

d. Any voting member may resign from membership in the Corporation upon giving written notice thereof to the Secretary of the Corporation. Such resignation shall specify the reason therefore and the effective date thereof. Members who resign shall not be entitled to any refund of dues paid.

Section 2. **Non-voting Affiliate members** or **sponsors** are individuals and/or businesses and/or organizations which/who believe in and support financially the purposes of the Corporation, but do not actively participate in the operation of the Corporation and have no vote. This membership is not limited to those doing business, working or residing within the City of Absecon.

ARTICLE V - Membership Meetings, Notice, Governance

Section 1: An **Annual Meeting** of the membership shall be held within the City of Absecon in each calendar year at such time as may be determined by the Board of Trustees for the purposes of electing Board members and Officers, and for transacting such other business as may be properly brought before the meeting.

Section 2: **Regular meetings** of the membership shall be held not less than three (3) times per year inclusive of the annual

meeting.

Section 3: **Special Meetings** of the membership shall be held within the City of Absecon at any time as may be designated in the notice of said meeting, upon call of the President of the Corporation either at his/her own request or upon written petition by a majority of the Board members.

Section 4: **Written notice** of every meeting of the membership stating the place, date, and hour of the meeting shall be given either personally or by mail to each member no less than seven (7) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail with postage thereon prepaid, addressed to the members at their addresses as they appear on the Corporation's membership records. Attendance of a member at a membership meeting shall constitute a waiver of notice of such meeting or manner in which it had been called or convened.

Section 5: A majority of the Board of Trustees, and at least three (3) other voting members present or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the membership, except as otherwise provided by statute, by the Articles of Incorporation, or by these By-laws. If a quorum is not present, the meeting may take place, but no official action by the membership may be taken except to set a date for a substitute membership meeting so as to be in compliance with the 3-times yearly meeting requirement. Notice of this substitute meeting, which is in accord with Section 4 above, shall be sufficient to conduct a membership meeting with the quorum being only a majority of the Board of Trustees.

Section 6: When a quorum is present, or represented by proxy, the vote of the **majority** of the members who are voting in person, or voting by proxy, shall decide any questions before the body, except as indicated otherwise in the Articles of Incorporation and By-laws.

Section 7: Robert's Rules of Order Newly Revised shall govern the parliamentary procedures of the Corporation when not in conflict with these By-laws. The order of business may be altered or suspended at any meeting by a majority of the voting members present.

ARTICLE VI - Board of Trustees

Section 1: There shall be no fewer than nine (9) and no more than twelve (12) members of the Board of Trustees. Each member shall be elected for 3 years by the full membership majority vote at the Annual Meeting. [See Section 7 following for procedures when a vacancy occurs between membership meetings.] There shall

be no limit to the number of terms to which a Trustee can be elected. The Board of Trustees shall govern all issues of management and control of the Corporation, and shall act in concert with the state law and the Articles of Incorporation and these By-laws.

Section 2: A Board of Trustees member must be a current voting Corporation member, and be either a 3-year and current resident of the City of Absecon, or must be a current business owner/operator/manager in the City of Absecon, and have been so for at least the prior 3 years.

Section 3: In matters to be determined by vote of the Board alone and not the members, the President of the Board shall only vote in case of a tie vote of the Board.

Section 4: Nominations for Board of Trustees members shall be presented in writing at the regular membership meeting preceding the annual meeting, and shall be made only by voting members of the Corporation.

Section 5: All Officers of the Board of Trustees shall also be the Officers of the Corporation; shall have the same responsibilities within the Board and the Corporation; and shall encompass all Officers listed in Article VII below.

Section 6: The Board of Trustees shall meet at least six (6) times annually with the same notice prerequisites as for the membership meetings. A quorum shall be a majority of the Board members actually present. Proxy voting on Board matters is not permitted.

Section 7: All vacancies which occur on the board prior to completion of a term of office shall be filled by verbal nomination and immediate vote at the next scheduled regular membership meeting after the vacancy has occurred. If the number of vacancies exceeds four (4) at any given time, a Special membership meeting shall be called forthwith to verbally nominate and elect Board members for all the vacancies. All trustees elected to fill a vacancy shall serve the length of the unexpired term to which they are elected.

Section 8: Removal

a. A Board member may be voted off the Board before the expiration of his/her term by vote of two-thirds (2/3) of the membership at a properly called membership meeting. The two-thirds (2/3) vote shall include both those voting in person and also by proxy.

b. The filling of the vacancy after removal shall be done as indicated in Section 7 above except that the vote to elect shall occur at the same meeting

as the removal.

ARTICLE VII - Corporate Officers

Section 1: The Officers of the Corporation shall be elected at the annual meeting from and by the Board of Trustees after the new Trustees have been elected and seated on the Board, and shall consist of the President, Vice-President, Secretary, and Treasurer, and such other officers and assistant officers as may be deemed necessary. There shall be a written ballot for the election of officers but no proxy voting is permitted; the mechanism for voting on other matters shall be determined by the Board. The Board attorney shall oversee and certify any matter put to a vote. The term of all officers shall be one (1) year, but subject to indefinite re-election, except for the President and Vice-President whose terms shall be limited to three (3) consecutive years.

Section 2: Except as hereinafter provided, the Officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as those that from time to time may be conferred by the Board:

a. **President** - shall preside at all business meetings, but may at his/her discretion delegate this duty to another Trustee, and shall be responsible for overseeing the management and business of the Corporation in conjunction and cooperation with whatever staff the Board of Trustees has hired.

b. **Vice-president** - shall assist the President in all his/her duties.

c. **Secretary** - shall record and maintain in good order the minutes of all corporate (membership and board) meetings and all records, correspondence, and business documents of the Corporation, and shall mail copies of the minutes of each meeting to its respective members prior to the next meeting.

d. **Treasurer** - shall maintain in good order all financial records of the Corporation.

e. Temporary officers - in case of absence or disability of any officer, the President may delegate the powers and duties of that officer to any other Board member, and the Vice-President shall assume the duties of the President.

Section 3: Removal

a. An officer may be voted out of office before the expiration of his/her term by vote of two-thirds (2/3) of the current existing members of the Board.

b. The officer's position shall be immediately filled by the election process described in Section 1 above.

ARTICLE VIII - Operations

Section 1: The Board of Trustees may hire **staff members** as they deem appropriate for the proper operation of the Corporation at such compensation as determined by the Board in keeping with all state and federal laws.

Section 2: All **checks, drafts, and other instruments** for the payment of money and all instruments of transfer of securities shall be signed in the name of and on behalf of the Corporation by two of the four Officers. All funds of the Corporation shall be **deposited** from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select. The Board may accept on behalf of the Corporation, **contributions, gifts, bequests, or devices** for the general purposes or for any special purpose of the Corporation. Within forty-five (45) days of the election of the Board members at any annual meeting, the Board shall take action to approve a Corporation **budget** for the fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

Section 3: The **fiscal year** of the Corporation shall begin on the first day of July, and end on the last day of June each year.

Section 4: Not later than three (3) months after the close of each fiscal year, the Corporation shall prepare or have prepared:

a. a **balance sheet** showing in reasonable detail the financial condition of the Corporation at the close of the fiscal year;

b. a **statement of the source and application of funds** showing the results of the operation of the Corporation during the fiscal year.

Section 5: The Board may select a **Corporate Seal** to designate and identify the Corporation. Any such corporate seal shall have inscribed thereon the name of the Corporation and the words "corporate seal" and "New Jersey". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise shown. In the event it is inconvenient to use such a seal at any time, the signature of the Corporation, followed by the word "Seal" enclosed in parenthesis shall be deemed the seal of the Corporation.

ARTICLE IX - Amendments

The Board shall have the power to alter, amend, or repeal, the By-laws or adopt new ones by a two-thirds vote of all current existing members of the Board at any duly called meeting, provided that no such action shall be taken if it would in any way adversely affect the Corporations's qualifications under section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Original adopted March 1994
Amended October 10, 1995
Amended May 20, 2002