

THE BUSINESS & PROFESSIONAL ASSOCIATION OF BERLIN, INC.

BY-LAWS

ARTICLE I - GENERAL

SECTION 1. NAME: The name of this corporation is THE BUSINESS & PROFESSIONAL ASSOCIATION OF BERLIN, INC., TRADING AS GREATER BERLIN BUSINESS and PROFESSIONAL ASSOCIATION (Hereinafter, sometimes referred to as “the ASSOCIATION”).

SECTION 2. PURPOSE: The purpose of the ASSOCIATION is the improvement of business conditions in the Boro of Berlin, Berlin Twp., and Waterford Twp, to support local community programs, tending to the well-being of the community and to coordinate its activities with those of other organizations with similar purposes both within and outside The Borough of Berlin, New Jersey.

SECTION 3. NON-PROFIT STATUS: In fulfillment of this purpose, the ASSOCIATION shall observe all local, state and federal laws and regulations, which apply to a non-profit organization as defined in Section 501(c) (6) of the Internal Revenue Code, as amended and supplemented.

SECTION 4. INCORPORATION: THE BUSINESS & PROFESSIONAL ASSOCIATION OF BERLIN, INC. shall incorporate and shall at all times operate as a corporate entity. The ASSOCIATION shall not have or issue any corporate stock.

SECTION 5. COMPLIANCE WITH STATE LAW: The ASSOCIATION shall be organized and operated so as to be consistent with the provisions of the “New Jersey Nonprofit Corporation Act”, Title 15A of the New Jersey Statutes.

SECTION 6. DEFINE GEOGRAPHIC AREA OF ASSOCIATION: The ASSOCIATION will be comprised of Boro of Berlin or zip code 08009, Berlin Twp. or zip code 08091, and Waterford Twp or zip code 08004.

ARTICLE II – MEMBERSHIP

SECTION 1. ACTIVE MEMBERSHIP: Any person, firm, partnership, association, corporation, or other entity subscribing to the objectives of the ASSOCIATION, shall be eligible for membership as long as that person or business shall reside or conducts business in the geographic area as defined in ARTICLE 1 - Section 6.

If an active member moves his/her business out of the geographic area, or no longer conducts business in said area, he or she may remain an active member for the duration of calendar year provided all other conditions of membership are met.

SECTION 2. APPLICATION-ELECTION: All applications for membership shall be in writing, on forms provided for that purpose and signed by the applicant. All signed applications shall be reviewed by the Executive Board. The Executive Board shall make a recommendation for the acceptance of the applicant to the membership.

SECTION 3. DUES: The ASSOCIATION may require that active members pay annual dues. The ASSOCIATION will establish the amount of any such dues.

SECTION 4. MEMBERS IN GOOD STANDING: Only members in good standing shall be entitled to vote. A member shall be considered to be “in good standing,” only if the application for membership has been accepted, and the member is current in the payment of dues.

SECTION 5. NOMINEE MEMBERS: Any firm or corporation may be entitled to multiple representation, at the discretion of the membership. Any member firm or entity is entitled to one (1) and only one (1) vote, regardless of the number of individual representatives it has.

SECTION 6. REPRESENTATIVE CHANGE: A firm, partnership, association, corporation, or other business entity, having one or more member representatives, shall have the right at any time to change any or all of its representatives, upon giving notice to the Secretary in writing.

SECTION 7. EXPULSION: Any member may be expelled by a two-thirds (2/3) vote of the membership present and voting.

SECTION 8. FORFEITURE: Members are subjected to forfeiture of their privilege of membership, for failure to pay dues or other charges within ninety (90) days of the due date. Such delinquent members may be dropped automatically from the membership, by administrative action.

SECTION 9. TRANSFERABILITY: Memberships in the ASSOCIATION are not transferable.

ARTICLE III – OFFICERS

SECTION 1. ELECTION OF OFFICERS: Biannually the ASSOCIATION shall elect, from among the members in good standing, a President, Vice President, Treasurer, Secretary and other such officers as it shall deem appropriate. Following the election, the President shall appoint such committee chairpersons as the organizational structure dictates.

SECTION 2. TERM OF OFFICE: All officers shall serve for a period of two (2) years, beginning with January 1 and extending until their respective successors are duly elected and qualified. Officers may be removed by the board with or without cause by a two-thirds (2/3) vote of members present.

SECTION 3. PRESIDENT: The President shall preside at all meetings of the ASSOCIATION, and at all meetings of the members. The President, subject to ratification by the membership shall be responsible for appointment of committee chairpersons.

SECTION 4. VICE PRESIDENT: The Vice President shall perform such duties as may from time to time be assigned by the President, and shall be vested with all of the powers and shall be required to perform all of the duties, of the President, in the President's absence.

SECTION 5. TREASURER: The Treasurer shall be responsible for the receipt and disbursement of the funds of the ASSOCIATION. The Treasurer shall report to the members at their scheduled regular meetings. He/She shall, with the approval of the membership designate the bank or banks in which the funds of the ASSOCIATION shall be deposited.

SECTION 6. SECRETARY: The Secretary shall keep a true and accurate record of all meetings of the board, shall issue notices of all special meetings, conduct necessary correspondence, annual renewal notification and shall perform such other duties as are generally associated with that office. In the absence of the Secretary, the President shall appoint a member of the board or a substitute non-board member to take the minutes and perform other duties of the Secretary at the meeting. He/She shall be one of the designated Post Office key holders.

SECTION 7. Any of the above officers, shall be one of the second designated Post Office key holders.

SECTION 8. Any of the above designated officers, shall maintain social media and publicity, as designated by the President.

ARTICLE IV – EXECUTIVE BOARD

The Executive Board will be comprised of the officers of the ASSOCIATION. The Executive Board, hereinafter known as the Board, will meet as needed to plan meetings, review the policies, events and actions of the ASSOCIATION as determined by the President. The President may at his/her discretion invite other members to join such meetings of the Board. Decisions made by this Board are binding.

ARTICLE V – COMMITTEES

SECTION 1. COMMITTEE: The Board may appoint committees as needed from time to time as required. The Chairperson of such committee shall be responsible for ensuring that the committee performs the duties assigned to it. Each committee shall render reports to the Board.

SECTION 2. FUNCTION: It shall be the function of all committees to investigate and make recommendations, and they shall report in writing to the Board. No committee shall represent the ASSOCIATION in favor of, or in opposition to, and project, nor shall it alter its function without authorization of the Board.

ARTICLE VI – MEETINGS

SECTION 1. SCHEDULE OF MEETINGS: Meetings of the membership of the ASSOCIATION shall be held on the **first** Thursday of every month.

SECTION 2. ANNUAL MEETING: A minimum of one (1) meeting of the Executive Board of the ASSOCIATION shall be held each year. The date and time shall be determined by the Board.

SECTION 3. MEMBERSHIP SPECIAL MEETINGS: A special meeting of the membership may be authorized by the Board from time to time.

SECTION 4. VOTES: Each member shall be entitled to one (1) vote at any regular or special meeting. Any business which has more than one representative shall be entitled to one and only one vote.

SECTION 5. MEMBERSHIP QUORUM: Fifteen (15) voting members, or ten percent (10%) of the total voting membership, whichever is the lesser of the two, inclusive of two officers, shall constitute a quorum at any meeting of the membership.

SECTION 6. PROCEDURES: In the absence of procedures set forth herein, the procedures of ASSOCIATION meeting shall be governed by, and conducted in accordance with, the latest edition of Robert's Rules of Order.

ARTICLE VII – FINANCES

SECTION 1. FISCAL YEAR: The fiscal year of the ASSOCIATION shall run from January 1 to December 31 of each year.

SECTION 2. DISBURSEMENTS: No disbursements of funds of the ASSOCIATION shall be made over \$500, unless the same shall have been approved, authorized, and ordered by the Board. All disbursements shall be made by check, signed by persons duly authorized by the Board to sign ASSOCIATION checks.

SECTION 3. PROPER USE OF ASSOCIATION FUNDS: The ASSOCIATION shall use its funds only to accomplish the objectives and purposes specified in these By-Laws. Exclusive of payments for providing goods or rendering services to the ASSOCIATION which have been approved by the Board, no part of said funds shall be distributed to the members of the ASSOCIATION.

ARTICLE VIII – MISCELLANEOUS

SECTION 1. AMENDMENT: These By-Laws may be amended by a two-thirds (2/3) vote of the members present at any duly held meeting, provided that written notice of the proposal to do so shall be mailed to each member at least five (5) days prior thereto.

SECTION 2. DISSOLUTION: Upon dissolution of the ASSOCIATION, any funds remaining shall be distributed to one or more regularly organized and qualified non-profit charitable, educational, scientific, or philanthropic organizations, to be selected by the Board.

SECTION 3. INDEMNIFICATION: The ASSOCIATION shall, to the extent legally permissible, provide indemnification by the ASSOCIATION to any and all of its directors, former directors, officers, former officers, and other agents, against liabilities and expenses actually and necessarily incurred by them in connection with any action, suit, or proceeding, in which they are or any of them are made parties, or a party, by reason of having been a director, officer, or agent of the ASSOCIATION. Such indemnification shall be provided by the ASSOCIATION only where the agent in question has acted in good faith and in a manner which the agent reasonably believed to be in or not opposed to the best interest of the ASSOCIATION. With respect to any criminal proceeding, the agent must have had no reasonable cause to believe the conduct was unlawful. To the extent not expressly provided for herein, the ASSOCIATION'S indemnification of its officers and agents shall be guided by and consistent with the provisions of Section 3-4 of title 15A of the New Jersey Statutes. The ASSOCIATION shall be authorized to secure Director, officer, and/or employee liability insurance, as the Board shall determine.