

American Littoral Society, Inc.

By-Laws



As Amended,

April 29, 2017

TABLE OF CONTENTS

<u>Section</u>	<u>Page</u>
1. Membership	1
2. Meeting of Members	1
3. Board of Trustees	2
4. Advisory Council	3
5. Officers	4
6. Executive Staff	4
7. Location of Offices.....	5
8. Permanent Committees	5
9. Administration of Assets	6
10. Fiscal Year	7
11. Indemnification of Officers, Trustees and Agents	7
12. Prohibition Against Sharing in Society Earnings, Funds on Dissolution	9
13. Publications; Website.....	9
14. Public Disclosure of Company/Financial Information	9
15. Dues Structure	10
16. Chapters	10
17. Continuance of Individual and Chapter Memberships	10
18. Continuance of Officials	11
19. Amendments to Bylaws	11
20. Exempt Activities	11
21. Force and Effect of Bylaws	11
22. Effective Date	11
23. Robert’s Rules	11

ATTACHMENTS

- A. Conflicts of Interest Policy
- B. Document Retention/Destruction Policy
- C. “Whistle Blower” Policy
- D. Privacy Policy

BY-LAWS OF AMERICAN LITTORAL SOCIETY

Whereas, American Littoral Society, Inc. (“the Society”) has been formed under the laws of the State of New Jersey as a not-for-profit corporation primarily for the study and conservation of aquatic life and its habitat, having adopted as its purposes to encourage study of aquatic life by observation of the occurrence and ways of fishes and other aquatic animals; to study aquatic flora; to collect and publish records of natural history observations; to establish educational programs in aquatic natural history; to identify and describe aquatic forms; to foster interest in aquatic life and public awareness of the value of conservation programs; to promote physical and visual access to the sea and the entrances to same; the acquisition and preservation of land or water areas in natural, scenic or open condition, and to provide leadership and assistance for said purpose; and to act affirmatively to protect the environment.

The following By-Laws are hereby adopted on behalf of the Society:

Section 1. Membership. All persons who subscribe to the purposes of the Society are eligible for membership. Classes of membership and dues rates shall be as established from time to time by the Board of Trustees. Any member may be removed for good cause by the Board of Trustees after due notice and appropriate hearing.

Section 2. Meeting of Members.

- A. Annual Meeting. The annual meeting of the members of the Society for the election of Trustees and other such business as may properly come before such meeting shall be held once each year within the United States at a place and time to be selected by the Board of Trustees. A minimum of ten days and maximum of fifty days written notice of such meeting shall be given each member in good standing at the member’s last known mailing address.
- B. Special Meetings. Special meetings of the members of the Society may be called by the President of the Board of Trustees or in his or her absence or disability by a Vice President or by resolution of the Board of Trustees. A minimum of ten days written notice of such special meetings, stating the objectives thereof, shall be given each member at the member’s last known mailing address.
- C. Quorum. A quorum for voting purposes at any meeting of the members shall consist of fifty (50) members. In case a quorum shall not be present at any meeting, however, a majority of the members present may adjourn the meeting to some future time and place. No notice of the time and place of the adjourned meeting need be given other than by announcement at the meeting. Only those members who, if present at the original meeting, or would have been entitled to vote thereat, shall be entitled to vote at any such adjourned meeting. The date for determining the members of the Society with regard to any meeting of the members shall be the 30th day prior to the date of the meeting.
- D. Mailed Ballot. If the Board of Trustees deems it appropriate, any matter that might be determined at any meeting of the members may be determined by use of a mailed ballot to the membership, which may include a provision for proxy voting. The notice of the annual meeting shall include a ballot form whereby members may vote for Trustees nominated by

the Governance Committee or the Board of Trustees.

- E. Inspectors of Election. The Board of Trustees in advance of any meeting of members may appoint one or more inspectors of election to act at the meeting or any adjournment thereof. If inspectors are not appointed, the person presiding at a members' meeting may and, at the request of any member entitled to vote thereat, shall appoint one or more inspectors. In case any person appointed as inspector fails to appear or act, the vacancy may be filled by the Board of Trustees in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath to execute faithfully the duties of inspector at such meeting with strict impartiality and according to the best of his or her ability, and the oaths so taken shall be signed by the inspector before the person presiding at the meeting and shall be filed with the secretary. No candidate for Trustee shall act as inspector at that meeting

Section 3. Board of Trustees.

- A. Governance and Membership. The governance, control, policies and general management of the affairs, funds and property of the Society shall, except as otherwise provided by law or these By-Laws, be vested in the Board of Trustees, which shall consist of no less than nine (9) Trustees and no more than twenty (20) Trustees. All Trustees are to serve on the Board without compensation. The Board of Trustees shall, in addition, include ex officio, the President and Chief Executive Officer (who may also bear the synonymous title of Director).
- B. Election. The Board shall be divided into three groups of as nearly equal size as possible, so that the terms of one-third of the Trustees shall expire with the annual meeting each year. Thereafter, at each annual meeting, the members shall elect one-third of the Trustees to serve for a period of three years or until their successors are elected and qualify, the initial terms to be allocated by the President in office at the time of the initial election. To be elected, a Trustee shall receive the affirmative vote of a majority of the votes cast at an election. During the meeting at which the election of Trustees is to be held, the members shall conduct successive votes until the number of Trustees to be elected at the meeting has been elected by such majority vote. Mailed ballots shall count in all votes for the Trustee designated on each ballot. Nominations for election shall be made by the Governance Committee and additional candidates may be selected by the Board of Trustees at any time prior to the preparation of the mailed ballots. Mailed ballots shall provide for members to vote for a write-in candidate not so nominated by the Governance Committee.
- C. Vacancy. The Executive Committee may fill vacancies by appointment until the next election by the members is held.
- D. Meetings. The Board of Trustees shall meet at least three times each year. Other meetings may be called at the discretion of the President or by a joint request of any five Board members to the President. A minimum of ten days written notice shall be given all Board members at their last known mailing address or email address. The Board shall conduct its business in a manner judged expedient by the President.
- E. Quorum/Voting. A quorum for voting purposes shall consist of one-half of the members of the Board of Trustees. The act of the majority of the Trustees at a meeting at which a quorum is present shall be the act thereof except that the act of two-thirds of the Trustees at a

meeting when a quorum is present shall be required with respect to any amendment to these By-Laws or the Certificate of Incorporation.

- F. Waivers of Notice of Board Meeting: Adjournments. Notice of a meeting need not be given to any Trustee who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to such Trustee of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed thirty days in any one adjournment.
- G. Action without Meeting. The members of the Board or a committee of the Board may take action without a meeting if, prior or subsequent to such action, each Trustee or committee member shall consent in writing to such action. Such written consent shall be filed with the minutes of the next successive meeting.
- H. Meeting by Telephone. The Board or a committee of the Board may participate in a meeting of the Board or such committee by means of a telephone conference call or other means of communication by which all persons participating in the meeting are able to hear each other.
- I. Conflict of Interest Policy. The Board shall adopt and periodically review a conflict of interest policy¹ to protect the Society's interest when it is contemplating any transaction or arrangement with may benefit any Trustee, officer, executive staff member, Advisory Council member or committee member.
- J. Document Retention/Destruction Policy. With the input and advice of the Executive Director, the Board shall adopt and periodically review a document retention/document destruction policy² that specifies how important documents (hardcopy, electronic or other media) should be retained, protected and become eligible for destruction.
- K. "Whistle Blower" Policy. The Board shall adopt and periodically review a "whistle blower" policy³ that sets forth a process for the review of complaints made by employees of the Society and to create safeguards against any retaliatory actions or reprisal against any such employee. The "whistle blower" policy shall be set forth in the Employee Handbook of the Society.
- L. Disclosure. The names of the Trustees shall be listed on IRS Form 990 or its equivalent, and on the organization's website.

Section 4. Advisory Council. An Advisory Council to the Board of Trustees, consisting of a minimum of six and a maximum of forty members, shall be elected annually by the Board of Trustees. The purpose of the Advisory Council is to enlist, as an aid to the Society, persons who have demonstrated significant support for the purpose of the Society, distinguished themselves by performance in the fields of interest to the Society or will otherwise be of assistance in

¹ See Attachment A.

² See Attachment B.

³ See Attachment C.

fostering the purposes and goals of the Society. The Advisory Council shall meet from time to time as deemed necessary by the President of the Society. As permitted by the Trustees, Advisory Council members may attend and participate, without vote, in a meeting of the Board of Trustees. The President of the Society or person designated by the President shall preside at meetings of the Advisory Council.

Section 5. Officers.

- A. General, Nominations and Elections. The officers of the Society shall be appointed by the Board of Trustees and shall be a President, a Vice President, a Secretary and a Treasurer. Officers shall be appointed to a two-year term of office. Vacancies of office occurring among the officers because of death, dismissal or resignation shall be filled for the expiration of the term by appointment of the Board of Trustees. Remuneration for personal services or for expenses occurred on behalf of the Society may be allowed only in accordance with policies and direction of the Board of Trustees.
- B. President. The President shall preside at all meetings of the Board and perform, direct and administer the affairs of the Society through its Executive Director who shall supervise all phases of its work, subject to the policies and instructions established by the Board of Trustees. The President shall appoint all committees, except the Governance Committee and the Advisory Committee shall be appointed by the Board, and designate the chairperson of each, subject to approval of the Board. The President shall be a member ex-officio of all committees. The President shall appoint such special assistants as in the President's discretion are deemed necessary. The President may enter into and execute in the name of the Society contracts or other instruments not in the regular course of business which are authorized, either generally or specifically, by the Board. The President may delegate from time to time to any other officer any or all of his or her duties and authority.
- C. Vice President. A Vice President shall assume such executive functions as directed by the President or the Board, and in the absence of the President, shall assume the duties of the President.
- D. Secretary. The Secretary of the Society shall keep a record of all official proceedings of the Society, of the Board, and of all committees and same shall be available to all members of the Board. Each committee shall appoint a Committee Secretary who shall submit records of the Committee's activities to the Secretary of the Society. The Secretary of the Society shall send notices of all meetings, conduct and preserve all correspondence relating to the Society and perform other such duties as the Board and President may direct.
- E. Treasurer. The Treasurer shall make a report at each meeting of the Board of Trustees. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the Trustees and members of the Society.

Section 6. Executive Staff. There shall be engaged by the President, subject to approval of the Board of Trustees, an Executive Director (Chief Executive Officer) and such other staff as the Board deems necessary to carry out such management and administrative duties as determined by the Board of Trustees. The Executive Director may enter into and execute in the name of the Society contracts or other instruments in the regular course of business or as

otherwise authorized by the Board of Trustees. Any hire for the position of Executive Director shall be subject to approval by the Board of Trustees. It shall be the duty of the Executive Director to provide a published annual report to the Board of Trustees outlining the previous year's activities, the financial status of the Society and such other information deemed appropriate by the Executive Director and/or the Board of Trustees. The salary of the Executive Director, which shall be reviewed by the Board on an annual basis, shall be stated on IRS Form 990, or its equivalent.

Section 7. Location of Offices. The main offices of the Society shall be located within the State of New Jersey at a place to be selected by the Board of Trustees. The Board shall further be authorized to establish and maintain additional offices within and without the State of New Jersey in furtherance of the Society's organizational purposes, including for Chapters of the Society in accordance with the Section 16 below.

Section 8. Permanent Committees. The following permanent committees shall be established with the membership appointed by the President (except the Governance Committee) subject to the approval of the Board of Trustees. The Chairman of each Committee shall appoint a Secretary and assign duties to Committee members. A majority of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present at a meeting in which a quorum is present shall be the act of such committee. In the event of a vacancy in the chairmanship, the President, subject to Board approval, shall fill the vacancy.

- A. Executive Committee. After each annual meeting, the President shall appoint, subject to approval by the Board of Trustees, an Executive Committee consisting of six members of the Board of Trustees to serve until the next annual meeting. The Executive Committee shall meet regularly between meetings of the Board of Trustees and at such times shall perform the functions of the Board of Trustees. In case of vacancies caused by resignations, death or incapacity, successor members of this Committee shall be appointed by the President for the remainder of the unexpired term. All actions taken by the Executive Committee shall be reported to the Board of Trustees at its meeting following the meeting of the Executive Committee at which action was taken.
- B. Governance Committee. The Governance Committee shall nominate, develop and maintain an active and effective Board of Trustees capable of supporting the Society and its Executive Director in the pursuit of the organization's philosophies and programs. The Governance Committee shall consist of a Chairperson and at least three (3) but no more than five (5) other Trustees, and shall be appointed by the Board. The President of the Board of Trustees and the Executive Director shall be ex officio members of the Governance Committee. Meetings of the Governance Committee shall be open to all Trustees, unless otherwise specified for good reason. The Committee shall establish procedures for nomination and election of officials of the Society subject to approval of the Board of Trustees and consistent with Section 3(B) above.
- C. Finance Committee. The Finance Committee shall consist of three (3) members of the Board of Trustees and such other persons as may have been appointed by the President, subject to the approval of the Board of Trustees. The Treasurer shall be a member ex-officio. They shall make examinations of the financial records of the Society upon request of the President or of the Board of Trustees. They shall receive a quarterly financial report from the Treasurer. They shall supervise the Treasurer's activities. In case of vacancies caused by

resignations, death or incapacity, successor members of the Finance Committee shall be appointed by the President for the remainder of the unexpired term. The Board shall appoint members to the Audit Committee, whose purposes are described below and whose members may also serve on the Finance Committee.

- D. Audit Committee. The Audit Committee shall consist of three (3) members of the Board of Trustees, and by appointed by the Board. The Audit Committee shall assist the Board in its oversight and monitoring of the Society's systems of internal controls and risk mitigation, in ensuring compliance with the legal and ethical standards. The Audit Committee shall arrange for an annual audit, by an independent auditor, of the financial status of the Society and report the findings of the audit at each annual meeting.
- E. Program Committee. The Program Committee shall consist of up to six (6) members of the Board of Trustees, up to two for each of the three program areas, Conservation, Education and Policy. The Program Committee shall assist the Board in its oversight of programs, including educational activities, to ensure that the organization's strategic and programmatic priorities are achieved using the best available information, and that organizational systems are implemented and monitored to assure that reputational, legal and financial risks are well-managed.
- F. Development Committee. The Development Committee shall assist the Society in building its financial and organizational resources to enable the Society to achieve its mission and sustain itself over time. The Development Committee shall consist of a chair and at least three (3) but no more than five (5) other trustees. The President of the Board of Trustees and the Executive Director will be included as *ex officio* members. Meetings, unless otherwise specified, will be open to all trustees.
- G. Other Committees. The President shall appoint, subject to approval by the Board of Trustees, such other Committees as are deemed advisable and necessary to foster the purposes of the Society. The President, with the approval of the Board of Trustees, may:
 - (1) Fill any vacancy in such committee;
 - (2) Appoint one or more persons to serve as alternate members of any such committee, to act in the absence or disability of members of any committee with all the powers of such absent or disabled members of a committee;
 - (3) Abolish any such committee; and
 - (4) Remove any members of such committees at any time with or without cause.

Section 9. Administration of Assets.

- A. Receipt of Funds. The Board of Trustees and/or the Executive Director may accept in the name of the Society all gifts, bequests, grants and trusts made for the purpose of advancing the aims and objectives of the Society. When so accepted, the Finance Committee, acting through the Executive Director, shall have the power to receive and administer said securities, funds or other property, real or personal which may be transferred to the Society by any person, firm or corporation; and may sell, transfer and assign, invest or reinvest the same or any part thereof, as well as any assets or holdings acquired through subsequent exchange or conversion provided, however, that the exercise of such rights is not in

contravention of the terms under which the property was accepted from the donor or deviser. Any and all monies or other assets received by the Society for special or undesignated purposes, exclusive of routine operational income, shall be held in custody as funds of the Society by the Executive Director, subject to the control of the Finance Committee.

- B. Control of Funds. The permanent funds of the Society shall be controlled by the Finance Committee with full power to authorize the Treasurer, by the majority vote, to purchase securities, sell, transfer and assign any of the stocks, bonds or other registered securities standing in the name of the Society and to execute such form of transfer or assignment as may be necessary to constitute a regular transfer of said securities; and to execute and deliver on behalf of the Society proxies on any and all stock owned by the Society, appointing such person or persons as deemed advisable to represent such stock.
- C. Sale and Transfer of Funds. The Finance Committee shall review the financial status of the Society as necessary and determine what funds, if any, are to be transferred from the general fund checking, savings or money market account into the permanent fund, savings account or to establish policies to effectuate said transfers. When any or all the holdings in the funds of the Society are required for the Society business and when so instructed by the Board, the Finance Committee shall order the Treasurer to effect any necessary liquidation of assets and/or transfer the stipulated amount for use as directed by the Board of Trustees.

Section 10. Fiscal Year. The fiscal year of the Society shall begin on the first day of January and end at the close of the last day of December commencing January 1, 1991.

Section 11. Indemnification of Officers, Trustees and Agents.

- A. Action by Others. The Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, ending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) by reason of the fact that he or she is or was a Trustee, officer or agent of the Society. Indemnity by the Society shall include expenses, costs, disbursements (including attorneys' fees), judgments, fines and amounts actually and reasonably incurred by him or her in good faith and in connection with such action, suit or proceeding provided such person acted in a manner he or she generally believed to be in or not opposed to the best interests of the Society, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the applicable standard of conduct. Such indemnification shall be to the fullest extent permitted by N.J.S.A. 15A:3-4.
- B. Actions By or In The Right of the Society. The Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Society to procure a judgment in its favor by reason of the fact that he or she is or was a Trustee, officer or agent of the Society against expenses (including attorneys' fees), actually or reasonably incurred by him or her in connection with the defense or settlement of such action or suit provided that such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of

the Society; and further provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Society, unless and only to the extent that the New Jersey Superior Court or the court in which such action or suit was brought shall determine upon application that, despite the adjudication or liability, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the New Jersey Superior Court or such other court shall deem proper.

- C. Successful Defense. To the extent that a person who is or was a Trustee, officer or agent of the Society has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph A or Paragraph B of this Section 11, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with such defense.
- D. Specific Authorization. Any indemnification under Paragraph A or Paragraph B of this Section 11 (unless order by a court) shall be made by the Society only as authorized in the specific case upon a determination that indemnification of the Trustee, officer or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Paragraph A and Paragraph B. Such determination shall be made (a) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable or if a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.
- E. Advance of Expenses. Expenses incurred by any person who may have a right of indemnification under this Section 11 in defending a civil or criminal action, suit or proceeding may be paid by the Society in advance of the final disposition of such action, suit or proceeding as authorized in the specific case in the same manner as a determination that indemnification is proper under Paragraph D of this Section upon receipt of an agreement by or on behalf of the Trustee, officer or agent to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Society pursuant to this Section 11.
- F. Right of Indemnity not Exclusive. The indemnification provided by the Section 11 shall not exclude any other rights to which those seeking indemnification may otherwise be entitled. The indemnification rights provided under this Section 11 shall continue as to a person who has ceased to be a Trustee, officer, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
- G. Insurance. The Society may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, or agent of the Society against any liability asserted against him or her and incurred by him or her in any such capacity, whether or not the Society would have the power to indemnify him or her against such liability under the provisions of this Section or otherwise.
- H. Invalidity Of Any Provision Of This Section. The invalidity or unenforceability of any provision of this Section 11 shall not affect the validity or enforceability of the remaining provisions of this Section 11.

Section 12. Prohibition Against Sharing in Society Earnings, Funds on Dissolution. During the operation of the Society, funds and property of the Society shall be irrevocably dedicated to the purposes of the American Littoral Society. No trustee, officer or employee or member of a committee of or person connected with the Society shall receive at any time any of the net earnings or pecuniary profit from the operations of the Society, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Society in effecting any of its purposes as shall be fixed by the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of any of the Corporate assets upon the dissolution of the Society. All Trustees, officers or employees of or members of a committee of or persons connected with the Society shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Society, whether voluntary or involuntary, the assets of the Society then remaining in the hands of the Board of Trustees shall be distributed, transferred, conveyed, delivered and paid over to such eleemosynary institutions upon such terms and conditions and in such amounts and proportions as the Board of Trustees may impose and determine, to be used by such eleemosynary institutions receiving the same for such similar or kindred purposes as are set forth in the Certificate of Incorporation of the Society and any and all amendments thereto and in any event for purposes specified in section 501(C)(3) of the Internal Revenue Service Code. In the event of such beneficiaries being unqualified, unable or unwilling to accept the assets, these assets shall be distributed otherwise for purposes specified in section 501(C)(3) of the Internal Revenue Service Code.

Section 13. Publications; Website.

- A. Publications. The Society shall publish newsletters or other items as necessary to serve as the medium for publication of required items of Society business, for announcement of meetings and of programs, for reports of studies made by members and for dissemination of any other items which, in the judgment of the Board of Trustees, the Executive Director and/or editor of the publications, are deemed of interest to members.
- B. Website. The Society shall establish and maintain a website to promote its organizational purposes. In addition to information regarding the purpose, campaigns and accomplishments of the Society, the website shall include, at a minimum, include the following information:
- A listing of the Trustees;
 - A listing of key staff, including the Executive Director;
 - Company/financial records listed in Section 14(a) below;
 - The organization's privacy policy.

Section 14. Public Disclosure of Company Information

- A. Company and Financial Documents. The Society shall make its Internal Revenue Forms 990 and any related or equivalent forms, its bylaws, and its audited financial statements available to the general public for inspection free of charge. Notwithstanding the above, documents filed with the IRS that is exempt from public disclosure, such as donor lists, shall not be made public.
- (1) Means of Disclosure. The Society shall make the aforementioned documents on its internet website, www.littoral.society.org, to be viewed and inspected by the general

public. The documents shall be posed in a commonly-used format, such as .pdf, that allows an individual using the Internet to access, download, view and print them in a manner that reproduces the image of the original document.

B. Staff Records.

- (1) All staff records shall be available for consultation by the staff member concerned during the period of employment in accordance with the process and procedures established by the Society.
- (2) No staff records shall be made available to any person outside the organization except the authorized governmental agencies.
- (3) Within the organization, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that staff records shall be made available to the Board upon request.

C. Membership and Donation Records

- (1) The Board shall adopt and maintain a privacy policy⁴ that which states, at a minimum and unambiguously, that the Society will not share or sell a member's or donor's personal information with anyone else, nor send to any member or donor mailings on behalf of other organizations. This policy shall be posted on the organization's website.
- (2) By request, a member/donor may review all records of his/her/its donations to the Society.
- (3) No membership list or donation records shall be made available to any other person outside the organization except to authorized governmental agencies.
- (4) Within the organization, membership and donation records, shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that such records shall be made available to the Board upon request.

Section 15. Dues Structure. The dues of the various classes of members shall be established by the Board of Trustees. Expenditures for operation of the Society shall not exceed funds in hand or receivable. Special expenditures may be met from special funds raised from sources other than dues, but in no event may the Society contract or obligate itself in excess of funds in hand or receivable.

Section 16. Chapters. Chapters of the Society may be established pursuant to procedures to be established by the Board of Trustees.

Section 17. Continuance of Individual and Chapter Membership. The membership of individuals or recognition of Chapters by the Society may be rescinded by voluntary withdrawal,

⁴ See Attachment D.

by disbandment, because of non-payment of dues, or for due cause by a two-thirds vote of the quorum present at the meeting of the Board of Trustees. No Chapter or member in arrears for any dues or assessment shall be entitled to representation or voting rights or other privileges of the Society.

Section 18. Continuance of Officials. An officer of the Society or member at large of the Board of Trustees may be removed from office for due cause by a two-thirds vote of the Board of Trustees following, on at least five (5) days' notice, an opportunity to be heard by the Board of Trustees. A replacement for said officer or member at large shall be appointed by the Board of Trustees to serve until the next regular election.

Section 19. Amendments to By-Laws. Amendments to the By-Laws may be adopted either at a meeting of the Board of Trustees by two-thirds vote, provided that notice of the meeting thirty days in advance shall have contained the proposed amendment in full, or by a two-thirds vote of the members assembled or voting by proxy at the annual meeting of members provided, that notice of the annual meeting shall have contained the proposed amendment in full. If such action is to be voted on at the annual meeting, members shall receive mailed ballot and/or proxy forms with the notice of such meeting.

Section 20. Exempt Activities. Notwithstanding any other provision of these By-Laws no member, Trustee, officer, employee or representative of the Society shall take any action or carry on any activity by or on behalf of the Society not permitted to be taken or carried on by an organization exempt under section 501(C)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under the provisions of said Code and regulations as they now exist or as they may hereafter be amended.

Section 21. Force and Effect of By-Laws. These By-Laws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the "Act") and the Certificate of Incorporation as they may be amended from time to time. If any provision in these By-Laws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

Section 22. Transition and Effective Date. These amended By-Laws shall become effective upon adoption.

Section 23. Robert's Rules. Meetings of the Members, the Board of Trustees, its committees and the Advisory Council of the Society shall be conducted in accordance with the most recent edition of Robert's Rules of Order except to the extent same is in conflict with any provision herein.

ADOPTED 10/17/90; AMENDED 04/29/17

ATTACHMENT A

Conflict of Interest Policy (adopted February 4, 2006)

1. The members of the Board of Trustees, Officers and senior staff of American Littoral Society (“the Society”) are encouraged to play active roles in the community by serving as board members or otherwise being involved with a wide spectrum of not-for-profit organizations. It is understood that these individuals are likely to be involved with for-profit corporations as well. As a consequence, potential conflicts of interest, or the appearance of conflicts, will inevitably arise. It is the Society’s policy to deal with these conflicts openly and fairly, through the adoption of, and adherence to, this Conflict of Interest Policy (“the Policy.”)
2. The Trustees, Officers and senior staff owe a fiduciary duty to the Society that includes a broad duty of loyalty and trust. They have the responsibility to administer the affairs of the Society honestly and prudently and to exercise their best care, skill and judgment for the sole benefit of the Society. A conflict of interest may exist where there is a direct or indirect relationship or obligation, either personal or business or voluntary in nature, that may either impair, or appear to impair, the independence or judgment of a Trustee, Officer, or senior staff member in the exercise of his or her duties to the Society.
3. Conflicts of interest may include but are not limited to the following: Trustees, Officers or senior staff being employed by or doing business with, organizations applying for, or receiving, a grant from the Society; Trustees, Officers or senior staff serving as trustees, directors or uncompensated officers of such organizations; immediate family members of Trustees, Officers or senior staff serving such organizations in a similar capacity; Trustees, Officers or senior staff, or their immediate family, serving as an officer, trustee, director, partner, employee or

controlling stockholder of an organization with which the Society has a business relationship.

4. A Trustee, Officer or senior staff person is expected to disclose any possible or apparent conflict prior to the making of a related grant or business decision, as well as disclosing these possible or apparent conflicts on an annual basis through the disclosure form. In the case of a Trustee or an Officer, where the conflict is self-evident, or if upon consideration by the remaining Trustees, a potential conflict of interest is determined to exist, the interested Board member shall abstain from voting on the grant or business decision. However another member of the Board may request the participation of the Trustee to provide information about the matter under consideration. In the case of a conflict involving senior staff, that staff person will not prepare any Society materials, but may participate in the discussion of the Board at the request of the Trustees.

5. The Society may, pursuant to the Society' by-laws, Section 12, pay for the services of a Trustee or Officer, as long as those services are rendered in a capacity other than as an Officer or Trustee of the Society. The decision to remunerate a Director or Officer for such services must be approved by a majority of the other Trustees, in advance, based on appropriate data.

However, reasonable and customary fees may be paid to a Board member serving as the Society' legal counsel without prior board approval. These fees shall be reported annually to the Board.

6. For the purposes of the Policy, "immediate family" of a covered individual includes a spouse, domestic partner, parent, sibling, child or any other relative residing in his or her household.

7. All information provided or produced in complying with or enforcing this Policy may be shared with the officers and Trustees of the Society but shall be kept otherwise confidential, except when the Society's best interest would be served by disclosure as determined by the President in consultation with the Chair. Such disclosure will be made only after first informing

those concerned, to the extent possible.

8. Violations of the Conflicts of Interest Policy

a. If the Board of Trustees or any committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee (as applicable) determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

9. Records of Proceedings

The minutes of the Board of Trustees and all committees with Board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement and a record of any votes taken in connection with the proceedings.

10. Annual Statements

Each Trustee, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Society is a charitable organization and, in order to maintain its

federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.



ATTACHMENT B

American Littoral Society Document Retention/Destruction Policy

This policy specifies how important documents (hardcopy, online or other media) should be retained, protected and eligible for destruction. The policy also ensures that documents are promptly provided to authorities in the course of legal investigations or lawsuits.

Document Retention Schedule

The following types of documents will be retained for the following periods of time. At least one copy of each document will be retained according to the following schedule.

Corporate Records

Article of Incorporation to apply for corporate status	Permanent
IRS Form 1023 (in the USA) to file for tax-exempt and/or charitable status	Permanent
Letter of Determination (for example, from the IRS in the USA) granting taxexempt and/or charitable status	Permanent
By Laws	Permanent
Board policies	Permanent
Resolutions	Permanent
Board meeting minutes	Permanent
Sales tax exemption documents	Permanent
Tax or employee identification number designation	Permanent
Annual corporate filings	Permanent

Financial Records

Chart of Accounts	Permanent
Fiscal Policies and Procedures	Permanent
Audits	Permanent
Financial statements	Permanent
General Ledger	Permanent
Check registers/books	7 years
Business expenses documents	7 years
Bank deposit slips	7 years
Cancelled checks	7 years
Invoices	7 years
Investment records (deposits, earnings, withdrawals)	7 years
Property/asset inventories	7 years
Petty cash receipts/documents	3 years
Credit card receipts	3 years

Tax Records

Annual tax filing for the organization (IRS Form 990 in the USA)	Permanent
Payroll registers	Permanent
Filings of fees paid to professionals (IRS Form 1099 in the USA)	7 years
Payroll tax withholdings	7 years
Earnings records	7 years
Payroll tax returns	7 years
W-2 statements	7 years

Personnel Records

Employee offer letters	Permanent
Confirmation of employment letters	Permanent
Benefits descriptions per employee	Permanent
Pension records	Permanent
Employee applications and resumes	7 years after termination
Promotions, demotions, letter of reprimand, termination	7 years after termination
Job descriptions, performance goals	7 years after termination
Workers' Compensation records	5 years
Salary ranges per job description	5 years
I-9 Forms	5 years after termination
Time reports	3 years after termination

Insurance Records

Property Insurance policy	Permanent
Directors and Officers Insurance policy	Permanent
Workers' Compensation Insurance policy	Permanent
General Liability Insurance policy	Permanent
Insurance claims applications	Permanent
Insurance disbursements / denials	Permanent

Contracts

All insurance contracts	Permanent
Employee contracts	Permanent
Construction contracts	Permanent
Legal correspondence	Permanent
Loan / mortgage contracts	Permanent
Leases / deeds	Permanent
Vendor contracts	7 years
Warranties	7 years

Donations / Funder Records

Grant dispersal contract	Permanent
Donor lists	7 years
Grant applications	7 years
Donor acknowledgements	7 years

Management Plans and Procedures

Strategic Plans	7 years
Staffing, programs, marketing, finance, fundraising and evaluation plans	7 years
Vendor contacts	7 years
Disaster Recovery Plan	7 years

Document Protection

Documents (hardcopy, online or other media) will be stored in a protected environment for the duration of the Document Retention Schedule. Computer backup media will be included.

Document Destruction

Hardcopy of documents will be destroyed by shredding after they have been retained until the end of the Document Retention Schedule. Online copies will be destroyed by fire or other proven means to destroy such media after they have been retained until the end of the Document Retention Schedule.

Provision of Documentation for Investigations or Litigation

Documents requested and subpoenaed by legally authorized personnel will be provided within 5 business days. The President of the Board of Trustees and Executive Director will authorize provision. No documents will be concealed, altered or destroyed with the intent to obstruct the investigation or litigation.

In 2002 Congress passed the Sarbanes-Oxley Act of 2002 to improve oversight and accountability in corporate America. The requirements of the act pertain mostly to the for-profit sector; however, a few requirements were also extended to non-profit organizations. One of these is a Document Retention and Destruction Policy. To be in compliance with this and new IRS recommendations, the American Littoral Society has implemented a Document Retention and Destruction Policy. This policy specifies how important documents (hardcopy, online or other media) should be retained, protected and eligible for destruction. The policy also ensures that documents are promptly provided to authorities in the course of legal investigations or lawsuits.

Compliance with this policy is the responsibility of every employee with respect to documents they may create and/or use in the course of performing their work for the American Littoral Society. While management and financial staff bear most of this responsibility, all staff who come who manage programs, purchase services and equipment, and retain contact lists of vendors, must be aware of this policy and the importance of protecting the records of our work.

Attached is a copy of our policy, which states the minimum retention periods for specific documents required by law. Please review it and then sign and return the attached receipt to Pim Van Himmen. An electronic copy of this policy will be posted on the internal company web site under the general documents section.

If you have any questions, please contact Pim or me.

Sincerely,

Tim Dillingham
Executive Director

I have received and read the American Littoral Society Document Destruction and Retention policy and understand my responsibilities with respect to this policy.

Signature

Name

Position

Date

ATTACHMENT C

“WHISTLE BLOWER” POLICY

a. Generally. In accordance with applicable state law, Employees have the right to complain about any activity, policy or practice that the employees reasonably believe is in violation of a law, rule, or regulation promulgated pursuant to law or that threaten public health or safety without fear of retaliation or reprisal. All “whistle blower” complaints will be taken seriously and promptly investigated.

b. No Retaliation. The Society shall not take any retaliatory action or tolerate any reprisal against an employee for any of the following:

- Disclosing or threatening to disclose to a supervisor, Program Director, Assistant Director or Executive Director, or other company official an activity, policy or practice that the employee reasonably believes is in violation of a law, a rule or regulation promulgated pursuant to law;
- Providing information to, or testifying before any public body conducting an investigation, hearing, an inquiry into any violation of law, or a rule or regulation promulgated pursuant to law; or
- Objecting to, or refusing to participate in any activity, policy, or practice that the employee reasonably believes is a violation of a law, rule or regulation promulgated pursuant to law; is fraudulent or criminal; or is incompatible with a clear public policy mandate concerning the public health, safety, or welfare.

c. Reporting Violations. Employees are to submit written complaints to the Society describing the subject violations, except in instances where (1) the employee is reasonably certain that the violation is known to one or more company officials; (2) where the employee reasonably fears physical harm; or (3) the situation is emergency in nature. Employees must also give the Society a reasonable opportunity to correct the activity, policy or practice. Employees should make a report of any suspected violation to his/her supervisor; alternatively, reports can be made to the Executive Director or his/her designee.

d. Compliance Officer. All whistle blower complaints received by the Society shall be furnished to its Compliance Officer, who shall be the Chairperson of the Board of Trustees of the Society. The Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of company policy and, at his/her discretion, shall advise the Board of Trustees and, as applicable, the Audit Committee. The Compliance Officer has direct access to the Board of Trustees and is required to report to the Board of Trustees and the Audit Committee at least annually on compliance activity. The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

e. Accounting and Auditing Matters. The Audit Committee of the Board of Trustees shall address all reported concerns or complaints regarding corporate accounting

practices, internal controls or auditing. The Compliance Officer shall immediately notify the audit committee of any such complaint and work with the committee until the matter is resolved.

f. Acting in Good Faith. Anyone making a whistle blower complaint must do so in good faith and with reasonable grounds. Any allegations demonstrated to have been made maliciously or known to be false will be subject to discipline and may further be subject to legal action.

g. Confidentiality. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

ATTACHMENT D

PRIVACY POLICY

Policy Against Disclosure of Personal Information. The American Littoral Society, Inc. (“the Society”) does not sell or actively seek to share or use individual contact information (including the personal information of any member or donor) for any purpose other than in support of its activities. However, ALS makes no guarantees against the disclosure of such information, as certain information may be, for instance, automatically gathered or stored by its website, or required to be disclosed by legal process. Also, the Society does not send members or donors any mailings on behalf of other organizations.

What Personally Identifiable Information is Collected. Individuals that register to comment on www.littoralsociety.org and individuals that sign up to receive Society e-communications voluntarily provide us with contact information (such as name and e-mail address). We may use this information for specific, limited purposes. You may always "opt out," either now or at any time in the future, if you do not wish to receive our messages.

IP addresses. The Society uses your IP address to help diagnose problems with our server, to administer www.littoralsociety.org, and for statistical metrics used to track website visitor traffic.

Cookies. www.littoralsociety.org uses "cookie" messages to automatically help provide better services. They remind us who you are and your preferences for our website based on what you've done and told us before. The "cookie" is placed in your computer and is read when you come back to our website. They let us track your usage of www.littoralsociety.org so we know which parts of our sites are most popular. You can reject cookies or cancel them by instructing your Web browser accordingly.

How Your Information May Be Used. We use your personal information to provide you with personalized service; to send e-mail alerts to you; to answer your requests; to process your membership application; etc. You may choose to opt out at any time, which will cease all communications from us. We may also use your information to track visitors of our website. This lets us see which of our features are the most popular so we can better serve our users' needs. It also lets us provide aggregate data about our traffic (not identifying you personally, but showing how many visitors used which features, for example) to outside parties

External Links. www.littoralsociety.org includes links to external websites. These links do not fall under the www.littoralsociety.org domain, and the Society is not responsible for the privacy practices or the content of external websites. Your use of any linked website is solely at your own risk.

Modifications. We may amend this privacy policy from time to time; please review it periodically. We maintain the option to modify this privacy at any time by electronic notice posted on our website. Your continued use of our website after the date that such notices are posted will be deemed to be your agreement to the changed terms.