

Bylaws of the *Friends of Oakland Communications*

Last Revised & Approved: June 30, 2025

ARTICLE I - CORPORATION

1. The name of the Corporation shall be the **Friends of Oakland Communications**.
2. The Corporation may at its pleasure by a three-fourths ($\frac{3}{4}$) vote of the Board of Directors change its name.

ARTICLE II – PURPOSES AND OBJECTIVES

1. **Friends of Oakland Communications** is organized for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to Corporations which are recognized as exempt from tax under such section 501(c)(3).
2. This Corporation shall assist in educating and informing the residents of the Borough of Oakland, NJ about the various means, methods, and platforms by which residents can learn about the Borough as a whole, including but not limited to, current events and news, recreation, history, governmental and political affairs, and public events.
3. This Corporation shall raise funds for special projects and initiatives, consider initiatives to reward volunteers and encourage volunteerism on the Communications Commission and its committees, donate time, materials, software, and equipment, and perform any other reasonable tasks for the purpose of supporting the work of the Communications Commission (and its subcommittees) of the Borough of Oakland and any other governmental or non-profit Corporations that aim to advance the objectives of this non-profit.
4. The Corporation is an all volunteer, non-profit Corporation created to assist the Borough of Oakland, NJ and its Communications Commission (and its subcommittees) in raising funds for large scale communication related projects, to support the everyday needs of the Communications Commission and its committees, to lessen the burden of taxpayers by applying for grants that can be used to support initiatives supported by the Corporation, and to serve as an additional conduit for improvements to Oakland's communication with the entire community.
5. The Corporation is not permitted to participate in or actively support any political campaigns for any local, state or federal office.

ARTICLE III – STRUCTURE OF BOARD OF DIRECTORS

1. Directors in this Corporation shall be composed of members of the Oakland Communications Commission, preferably from their Review and Grants Subcommittee (or other similar subcommittee or Ad-Hoc committee as established by the Communication Commission), in addition to others who shall all be residents of the state of New Jersey. The total number of the Board of the Directors shall then be no fewer than four (4) members and no greater than eleven (11).

2. The members of the Oakland Communication Commission's Review and Grants Subcommittee, if they choose to accept, shall automatically be accepted as Directors in the Corporation. If any members of the Review and Grants Subcommittee wish not to join the non-profit, the Corporation shall then extend the invite to fill the remaining open seats to other Communications Commission Commissioners, and then lastly to the Communications Commission's Alternate Members.
 - a. The members from the Review and Grants Subcommittee shall serve one (1) year terms, coinciding with their terms as part of the Review and Grants Subcommittee that they serve on. If other Communications Commission Commissioners or Alternates are filling these seats, they shall also serve one (1) year terms. None of these members will require any formal Corporation approval.
 - i. As the Review and Grants Committee can be made up of three (3) or five (5) members, the total number of the Board of Directors can fluctuate from year to year.
3. One (1) Corporation Director shall be the Borough Council Liaison to the Oakland Communications Commission or another duly elected member of the Oakland Governing Body, including the Mayor. Their term shall be one (1) year in length.
4. Those who wish to join the Board of Directors that are not on the Review and Grants Subcommittee (or the Communications Commission chosen to fill those seats on the Board) or is the Borough Council Liaison shall submit their resume, references, and a cover letter to the President and Secretary of the Corporation for review by the end of the third quarter (September 30) of the previous calendar year so they may be voted on by the Board of Directors before the end of the fourth quarter (December 31) for their yearly term to take effect in the following calendar year.
5. Three (3) Corporation Directors shall be residents of the Borough of Oakland, New Jersey and each shall have a two (2) year term in the Corporation that are up for reappointment in **even** numbered years. These Directors shall be voted upon and approved by other Corporation Directors at the annual meeting. These Directors **shall not** have any position on the Communications Commission or hold an elected office within the Borough in order to bring in additional viewpoints, connections, and influences from the Oakland community at-large.
6. Two (2) Corporation Directors shall be residents of the State of New Jersey, with first preference given to applicants living in Oakland, New Jersey, second preference to applicants living in a municipality that shares a border with Oakland, NJ - plus residents of Wyckoff, NJ - and third preference to any applicant residing in any other municipality in the State. These Directors shall have a two (2) year term in the Corporation that are up for reappointment in **odd** numbered years. These Directors shall be voted upon and approved by other Corporation Directors at the annual meeting. These Directors are allowed to hold a position on the Communications Commission or hold an elected office within the Borough.
7. Indemnification – Every Director of the non-profit Corporation or volunteers may be indemnified by the Corporation against all expenses and liabilities reasonably incurred or imposed upon such Directors of the Board, officers or volunteers in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of being or having been a Director of the Board, officer or volunteer, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event

of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. All persons or corporations extending credit to, contracting with, or having any claim against the Corporation or officers, shall look only to the funds and property of the Corporation for payment of any such contract, claim or debt, or any other monies due, so that neither the Directors, officers (past and present) shall be liable personally thereof.

ARTICLE IV – OFFICERS

1. The Officers of the Corporation shall be chosen by the full Board of Directors at the annual meeting, held in the first quarter of each calendar year (January 1 to March 31), via a secret ballot.
2. The Directors shall appoint a President, a Vice President, a Secretary, and a Treasurer. Officers must be residents of the Borough of Oakland, except for the Secretary and Treasurer who may be non-residents, if no Director of the Corporation who resides in Oakland wishes to serve in those roles.
 - a. If the Chairperson of the Oakland Communications Commission holds a seat on the Board, the Chairperson ***shall be ineligible*** to serve as President of the Board of Directors, but may serve in any other capacity as an Officer.
3. One (1) person may hold more than one (1) office in the Corporation, but no one person shall hold more than two (2) offices in the Corporation. The term shall last for approximately one (1) calendar year, or until the next annual meeting is held.
4. No official documents required to be signed by more than one (1) officer may be signed by one (1) person in more than one (1) capacity.
5. All Officers of the Board of Directors shall be authorized check signers of the Corporation.
6. Roles and Duties of the **President**:
 - a. The President shall preside at all Board meetings and shall have the ability to call special or emergency meetings as outlined in these bylaws.
 - b. The President shall by virtue of his Office be Chairperson of the Board of Directors.
 - c. The President shall be present at the annual meeting of the Board of Directors to conduct the annual election.
 - d. The President shall create and appoint all committees, with ad-hoc committees lasting up to one (1) year in length being created and appointed executively without Board approval; in addition to permanent committees, which shall be created and appointments filled with the advice and consent of the Board of Directors.
 - e. The President shall work with the Secretary and Treasurer to see that all communications, books, reports, filings, and certificates required by law are properly kept and/or submitted.
 - f. The President shall take on any other such sole or joint responsibilities as defined in these bylaws.
 - g. The President shall have such powers as may be reasonably construed as belonging to the Chief Executive of any Corporation.
7. Roles and Duties of the **Vice President**:

- a. The Vice President shall assist the President in the performance of the office's duties and in the event of the absence or the inability of the President to exercise his/her office to become acting President of the Corporation with all the rights, privileges and powers as if he/her had been the duly elected President.
- b. The Vice President shall assist the Secretary in regards to upkeep, monitoring, and postings on any website, social media pages, or other public facing communication tools of the Corporation, in the event the Secretary needs assistance in fulfilling these duties due to workload or time constraints.
- c. The Vice President shall take the lead in any Corporation fundraising operation or event planning operation.
- d. The Vice President shall be the Corporation's liaison to community groups and non-profit organizations.
- e. The Vice President shall automatically serve on any Ad-Hoc Committee as a voting committee member, unless otherwise directed by the President or by a vote of the Corporation.
- f. The Vice President shall communicate and work with the Oakland Communications Commission Chairperson to coordinate and strategize regarding medium and long term planning, and shall serve in an advisory, non-voting role on the Communications Commission's Five Year Plan Ad-Hoc Committee, with hopes that the Corporation can assist in achieving those goals and/or provide advice to the Communications Commission Chairperson of ideas from within the Corporation that the Ad-Hoc Committee should consider.
- g. The Vice President shall serve as Parliamentarian of the Corporation when necessary.

8. Roles and Duties of the **Secretary**:

- a. The Secretary shall create agendas for all Board meetings and keep accurate minutes of all meetings. Copies of the minutes and the upcoming meeting agenda shall be made available to all board Directors within seven (7) days of the next meeting.
- b. The Secretary shall work with the Treasurer to ensure that any certificates required by any statute, federal or state, are duly filed.
- c. The Secretary shall give and serve all meeting notices to the Board of Directors.
- d. The Secretary shall be the official custodian of the records, logos, and other written or visual media of this Corporation.
- e. The Secretary shall be responsible for upkeep, monitoring, and postings on any website, social media pages, or other public facing communication tools of the Corporation, with the Vice President assisting in fulfilling these duties if necessary due to workload or time constraints.
- f. The Secretary shall present to the Board of Directors at any meeting any communication addressed to him or her as the Secretary of the Corporation.
- g. The Secretary shall attend to all correspondences of the Corporation, written or digital - working with the President - and shall exercise all duties incident to the office of Secretary.
- h. The Secretary *may* be a non-resident, if no Director serving within the Corporation residing in Oakland wishes to serve as the Secretary.

9. Roles and Duties of the **Treasurer**:

- a. The Treasurer shall have the care and custody of all monies belonging to the Corporation and shall be solely responsible for such monies or securities of the Corporation.
- b. The Treasurer shall provide a financial report at each meeting of the Corporation and provide a written and visual account of the finances of the Corporation, with such report being physically affixed to the minutes of the Board of Directors.

- c. The Treasurer shall be responsible for creating and presenting the annual budget and file all proper reports and tax information to the appropriate authorities in a timely manner.
- d. The Treasurer shall be responsible for all financial aspects of fundraising efforts, grant submittals, and similar ventures. As such, the Treasurer shall serve on any standing or Ad-Hoc Committee related to anything financial, grants, or fundraising.
- e. The Treasurer shall maintain a cordial, timely, and communicative relationship with the Borough of Oakland's CFO and Borough Administrator, in addition to the Chairperson of the Oakland Communications Commission in order to facilitate and address any donation of funds, grant submittals, and other financial related matters.
- f. The Treasurer shall exercise all other duties incident to the Office of Treasurer.
- g. The Treasurer *may* be a non-resident, if no Director serving within the Corporation residing in Oakland wishes to serve as the Treasurer.

ARTICLE V – BOARD OF DIRECTOR ROLES AND DUTIES

1. Roles and Duties of the Council Liaison:

- a. Serve in an advisory capacity for the Corporation, knowing what the Communications Commission is working on, in addition to the goals and mission related to communications at the Borough level.
- b. Serve as an intermediary between the Corporation, the Communications Commission, and the elected officials, employees, and government of the Borough of Oakland, New Jersey.
- c. Provide any insights as to future goals of the Borough in regards to communications that the Corporation may be able to assist with or take a lead role on.

2. Roles and Duties of all other Board Members:

- a. Be a voice for Oakland residents within the Corporation in terms of what residents would like to see, issues that currently exist with communications that should be addressed, and serve as a liaison between the Corporation and the greater public via word of mouth, social media interactions, etc.
- b. Assist in getting the word out to the community about events, initiatives, fundraisers, need for volunteers, etc. related to the Corporation.
- c. Assist in getting the word out to the community about events, news, and initiatives performed by the Borough of Oakland, the Communications Commission, and its committees.
- d. Should feel free to speak their mind, be creative, bring in examples from other municipalities and organizations, etc. in order for the Corporation, the Borough, and the Communications Commission to improve their functions and better serve the Oakland community.
- e. Use their expertise, connections, and interests to help the Corporation to be successful and fulfill its mission.
- f. Should be involved on subcommittees and ad-hoc committees of the Corporation to help advance the mission and succeed in the goals laid out by the Corporation.

ARTICLE VI – REMOVAL OF OFFICERS & DIRECTORS & COMMITTEE MEMBERS

- 1. If an Officer, Board Director, or Committee Member of the non-profit is acting in a manner deemed inappropriate, has shown purposeful disregard for following the nonprofit's bylaws, rules, and regulations, has poor attendance, or has performed an illegal act, a voting eligible Director in good

standing may bring forth a motion of no confidence to suspend the individual in question for one quarter. If agreed to by a vote of two-thirds or more, the non-profit's Officers (or remaining officers if an Officer is the subject of the vote) shall conduct an investigation to determine if the individual in question should be removed, suspended, or if their status within the non-profit should be upheld. However, while undergoing the investigation, that individual is not permitted to perform his or her duties.

2. If after an investigation, the Officers of the non-profit decide to recommend to remove or suspend the individual, it will need to be ratified by a majority (more than 50%) of the entire Board of Directors.
3. If after an investigation the Officers of the Corporation decide to recommend reinstatement of the individual in question, their decision shall take immediate effect when announced at a public meeting of the Corporation. This decision shall stand unless three-fourths ($\frac{3}{4}$) of the Board of Directors vote to override the Officers' decision at the meeting that the decision is announced.

ARTICLE VII – SALARIES AND STIPENDS

1. No Officer or Board Director shall receive a salary or compensation for their role in the Corporation.

ARTICLE VIII – MEETINGS

1. The Corporation shall conduct their first meeting on the first mutually agreeable date, time and place designated by the sitting President in the first quarter of the year (January 1 to March 31). Such date, time and place shall be posted via electronic means.
 - a. The annual meeting of this Corporation shall be held at the first meeting of the first quarter of each new calendar year. The Secretary shall email every Director, pending Directors, and potential future Directors at their email address as it appears in the records of this Corporation, a notice telling the time and place of such annual meeting.
2. There shall be no fewer than three (3) regularly scheduled meetings per year, as an annual meeting (in the first quarter of the year between (January 1 to March 31)), budget meeting (before the end of the second quarter of the year, June 30), and an end of year meeting (before the end of the fourth quarter of the year, December 31) are **required meetings** to be held. However, the Corporation ideally shall meet at an interval of once per quarter in order to allow for discussion and action on other projects and initiatives.
3. The Corporation has the option to cancel up to two (2) in-person meetings per calendar year, approved by a majority vote via in-person or electronic means if there will be a lack of quorum and instead reschedule them to a virtual meeting. The annual meeting must be held in-person.
4. A portion of each meeting shall be open to the public. The Corporation reserves the right to close the public portion of the meeting and continue the regular meeting or go into executive session.
5. A majority of “50% plus 1” of the current Board of Directors of the Corporation shall constitute a quorum for transaction of business.

6. All actions taken by this Corporation shall be by a simple majority vote, unless otherwise stated in these bylaws. All voting Directors shall have one (1) vote. Any votes that result in a tie, due to less than 100% of Directors present, shall be considered to have not been approved and can be carried and voted on at the next meeting with additional Directors present.
7. Conduct of meetings shall be by Roberts Rules of Order, unless contradicted by these bylaws.
8. Any Director of this Corporation may bring up a request for funds at a meeting. These requests may come from a Borough Commission, Board, Committee, or Subcommittee, a non-profit organization in the Borough of Oakland, a Director's own initiative, or at the request of any other interested resident of the Borough of Oakland. Requests must be made in person at a Board meeting.
9. Should a Director miss more than half of the meetings in a calendar year, the Director may be dismissed from the Corporation by vote as outlined in Article VI.
10. Emergency meetings may be held if necessary at the discretion of the President of the Corporation. Notices of such emergency and special meetings must be made to Directors in writing (or email) at their email addresses as they appear in the records of the Corporation at least five (5) days before the requested scheduled meeting date. Such notices shall state the reasons that such meeting has been called, the business to be transacted at such meeting, and by whom it was called. No other business but that specified in the notice may be transacted at such a special meeting without the unanimous consent of all present at such meeting.
11. The Board of Directors shall be permitted to participate in an Corporation meeting via phone or video call and be counted as present for the meeting when such meeting occurs in-person.

ARTICLE IX – ORDER OF BUSINESS

1. Roll Call *by the Secretary*
2. Pledge of Allegiance
3. *At the annual meeting only, discussion and vote on accepting pending Corporation Directors*
4. *At the annual meeting only, election of Corporation Officers, and other Officials*
5. President's Report
6. Oakland Communications Commission Report *by the Vice President*
7. Correspondence Report *by the Secretary*
8. Treasurer's Report *by the Treasurer*
9. Open to the Public Session
10. Borough Report *by the Borough Council Liaison*
11. Review and Approval of Minutes of the Preceding Meeting *by Secretary*
12. Reports from Any Standing Committee Chairperson
13. Old and Unfinished Business
14. New Business
15. Open to the Public Session
16. Bills to be Paid *by the Treasurer*
17. Formal Assignment of Tasks to Complete *by the President*
18. Adjournment

ARTICLE X – STANDING & AD-HOC COMMITTEES

1. All Committee members will be expected to carry out and complete any and all tasks specified, under the approval and direction of the Officers of the Corporation and the Chair and Vice Chair of the Committee. Committee members can be any individual residing in the United States of America, but he/she must attend at least half of the meetings held each year (in person or virtually) in order to be considered in good standing.
2. If any new Standing Committees shall be created, have their mission adjusted, or be disbanded, two thirds (⅔) of the Corporation must approve of the change via a roll call vote.
3. All Ad-Hoc committees of this Corporation shall be created and appointed solely by the President and may last no longer than one (1) year in length. Ad-Hoc Committees shall have a minimum of three (3) members and maximum of seven (7) members, with a maximum allowed number of three (3) committee members who are not serving on the Board of Directors.
4. The Standing Committees of the Corporation shall be:
 - a. Fundraising Committee**
 - i. The Fundraising Committee shall be Chaired by the Vice President, with the Treasurer serving as Vice Chair of the Committee.
 - ii. This Committee shall focus on planning, organizing, and executing fundraising events in addition to researching, planning, and executing other wide-reaching fundraising activities with the goal to raise money to support the non-profit and to go towards causes and initiatives supported by the Borough of Oakland's Communications Commission.
 - iii. This Committee shall have a minimum of three (3) members.
 - iv. If there are an even number of members on the committee and a vote ends in a tie, the vote of the Chairperson shall be the deciding vote.
 - b. Grants Committee**
 - i. The Grants Committee shall be Chaired by the Board's Treasurer with the Board's Secretary serving as the Vice Chair of the Committee.
 - ii. This Committee shall focus on researching, writing, submitting, and executing on grant submittals and awarded grants to the non-profit, in addition to seeking targeted donations from potential individuals, corporations, community groups, and other non-profit organizations.
 - iii. This Committee shall have a minimum of three (3) members.
 - iv. If there are an even number of members on the committee and a vote ends in a tie, the vote of the Chairperson shall be the deciding vote.

ARTICLE XI – FISCAL YEAR & EXPENDITURE OF FUNDS

1. The fiscal year of the Friends of Oakland Communications shall be defined as beginning on July 1 and concluding on June 30.
2. Under no circumstances will there be an expenditure of funds by the Corporation from the general reserve except as voted on by the Officers at a regular or emergency meeting. Purchasing of supplies and normal expenses purchased for the regular operation of the Corporation are not subject to such prior approval, but such allocations shall be shared and reviewed at regular meetings.

3. At no time can the Corporation authorize the expenditure of funds that would drop the Corporation's account balances below \$1,000 without making provisions for raising funds to replace those expended. The funds may be raised either by the Corporation alone, or in conjunction with the Corporation or individual requesting the funds.

ARTICLE XII – AMENDMENTS TO BYLAWS

1. These bylaws may be altered, amended, repealed or added to by an affirmative vote of no less than two-thirds (66%) of the current Board of Directors; with the vote taken at the next regularly scheduled meeting of the Corporation following the meeting at which the changes were proposed.
 - a. The only exception to this rule shall be if there is a unanimous vote of the entire Board of Directors at the original meeting when a change is proposed.