

**By-Laws of the  
RIVIERA BAY BEACH CLUB**

**(August 26, 2011)**

These amended and reinstated By-Laws of the Riviera Bay Beach Club were approved by the Board of Directors at their meeting at 6 PM on Friday, August 26, 2011 in accordance with Article 11, Section 3 of these By-Laws.

The Membership was informed of these amended and reinstated By-Laws at the General Membership meeting at 7 PM on Friday, August 26, 2011 and voted in the affirmative in accordance with Article 11, Section 3 of these By-Laws.

Joe McGovern, President  
Marty Smith, Vice President  
Mike Scirrotto, Treasurer  
Dee Samatovicz, Recording Secretary  
Pat Dulny, Corresponding Secretary  
Frank Donnelly, Director  
Fran LaDucca, Director  
Pam Maida, Director  
Mike Mastropierro, Director  
Jack West, Director

## Article 1

The name of the Club shall be  
The Riviera Bay Beach Club

## Article 2

### Purpose

The purpose for which this corporation was formed is to promote and further the facilities and enjoyment of bathing, beach recreational exercises, and social enjoyment.

## Article 3

### Membership

Sec. 1 Regular Membership in the Club shall be exclusive to those persons who are property owners of recorded lots in The Riviera -on -the -Bay Development in the Township of Toms River, formerly known as Dover Township, Ocean County, New Jersey.

Sec. 2 Regular Membership shall consist of the property owners, husband or wife, married or single, and his or her spouse including children residing in the property owners residence. Each spouse in the family shall be entitled to one vote.

Sec. 3 The Board of Directors shall vote upon the admission to the Club of each applicant at its first meeting after receiving the application, and confer membership upon only those applicants who shall be approved by at least three-fourths of the Directors present.

Sec. 4 Any member may, for cause and after having been given an opportunity for a hearing before the Board of Directors, be suspended for a period not to exceed three months, or expelled by a vote of three-fourths of the Directors present at said hearing. Cause for suspension or expulsion shall, in general, consist of violation of these by-Laws, rules, resolutions and regulations of the Club or conduct unbecoming a lady or gentleman.

Sec. 5 The Board of Directors at its discretion may extend temporarily the privileges of the Club to any person or persons and establish rules as to the number of guests each member may entertain and under what conditions and fees.

Sec. 6 Membership shall be nontransferable. Members who dispose of or otherwise transfer/sell their property shall automatically lose their membership and forfeit any rights or claims that they may have against said Club or assets. Assessments paid on properties disposed of or otherwise transferred may be transferred to the new owner(s). The Board of Directors may establish a re-certification fee for the transfer of the assessment.

Sec. 7 Any and all rights and interests of any member in the property and privileges of the Club shall cease with the termination of membership.

Sec. 8 Renters of property owners shall be eligible to join said club, whether the property owner is a member in good standing or not. Renters or persons not residing in the Riviera-on-the Bay Development who wish to join said Club may do so as Social Members and must pay a seasonal fee. Social Members do not have any voting privileges, can not serve on the Board of Directors or be appointed as an Officer of the Club. All Social Members must reside in the Township of Toms River. The Board of Directors shall determine annual fees and number of badges, if any, issued to the Membership from time to time.

#### Article 4 Dues and Fees

Sec. 1 All Members shall pay such dues as shall be determined from time to time by the Board of Directors and in the manner determined by the Board of Directors.

Sec. 2 All dues and indebtedness must be paid by March 31<sup>st</sup> of each year. A member failing to pay such indebtedness by the aforesaid time, shall automatically be suspended from membership, and if said suspended member fails to pay said indebtedness by July 4<sup>th</sup> of the year in question, shall cease to be a member of the Club. The Directors in their discretion may reinstate any member upon written request. The Board of Directors shall establish a reinstatement fee for payment of indebtedness to the Club for the years of inactive membership, but in no event shall the payment of back dues be in excess of the current assessment rate.

Sec. 3 Any property owner desiring to obtain membership in the Club shall be required to pay \$400.00 assessment in any of the following methods:

1. Assessment payment: in full \$400.00 plus dues. Or
2. \$100.00 per year plus dues over a five year period.

Any and all rights and interests of any member in the property and privileges of the Club shall cease in the event that the assessment is not paid in full within the time limits as herein before specified. Said assessment shall be in addition to any dues and any other fees required to be pertaining to the establishment of a membership in good standing as set forth in any other of the by-laws, rules, resolutions and regulations of the Club.

The payment of the aforesaid assessment and any initiation fee shall only be applicable to one residential structure. The owner of more then one residential structure or lots upon which more then one residential structure may be erected shall designate in writing the property to which said payment shall be apply at the time of sale of either properties. If there is no residential structure in existence, the property owner shall at the time of said payment designate in writing the contemplated residential structure to which it is to apply by setting forth the lot or lots upon which the residential structure is to be erected. The payment of one assessment and initiation fee shall entitle the property owner of more then one residential structure or lots to all the privileges of the Club but said payment shall be limited to only one residential structure.

## Article 5 Meetings

Sec. 1 Four regular meetings of the membership shall be held in May, June, July and August at The Riviera Bay Beach Club. Board of Directors to set dates and times. The last aforesaid meeting shall be the annual meeting of the Club. The annual meeting of the Club shall be for the purpose of the electing Directors and for other transactions of such other business as may be indicated in the notice or may be brought before it.

Sec. 2 Special meetings of the Club shall be called by the President, or upon written request of ten members of the Club, or by the direction of its Board of Directors. Notification shall be made to all members of the Club by posting such notice at the Clubhouse, phone, email or in person at least three days before the date of such meeting, and shall state in the notice thereof the nature of the business to be transacted. At such meeting no other

business shall be conducted at such time. In the event that the President fails to issue a call for the special meeting within five days after being requested to do so, any other Officer may issue such call.

Sec. 3 Notice of the four regular meetings referred to in Section one of this article shall be made by posting such notice at the Clubhouse, phone, email or in person to the members at least three days prior to the meeting.

Sec. 4 Ten per cent (10%) of the regular members in good standing shall constitute a quorum for regular and special meetings, and a majority vote of such members present shall be sufficient unless otherwise stated in the By-Laws.

Sec. 5 All voting shall be in person only. The elections of Directors shall be by secret ballot. All other voting may be by voice or by an open show of hands unless ten per cent (10%) of the members present demand a roll call or a secret ballot. Only the property assessed Membership may participate in any voting.

## Article 6 Government

Sec. 1 The government of the Club shall be vested in the Board of Directors, ten in number.

Sec. 2 All Directors must be a member in good standing. Any Director who shall cease to be a member in good standing, Article 3 Section 4, shall automatically cease to be a member of the Board of Directors. Any Director failing to attend 50 percent of the Boards meetings in a single year could be removed as a Director by a two-thirds vote of the entire Board.

Sec. 3 At each annual election, Directors shall be elected to serve two years. At each annual election, Directors shall be elected to fill the expiring term of any Director or to fill any vacancies that has occurred during the past year.

Article 7  
Board of Directors

Sec. 1 The Board of Directors shall have the management and control of the affairs and property of the Club.

Sec. 2 Consistent with the by-laws, the Board of Directors shall:

- Admit new members and elect Officers of the Club.
- Fix and establish dues and initiation fees.
- Transact all Club business, make, and amend rules for the regulation of the use of the Club property.
- Appoint or remove such Officers, agents, servants, and employees as it may deem necessary and may fix their duties and compensation accordingly.
- Fix, impose, and remit penalties for violation of these By-Laws or the rules and regulations of the Club.
- Constitute and appoint committees and define their power and duties.
- Fill any vacancies in the Board of Directors caused by death, resignation, or otherwise. A Director so elected to fill any such vacancy shall serve until the next annual election.

Sec. 3 The Board of Directors shall designate a bank or banks in which the funds of the Club shall be deposited and shall determine the manner in which checks, drafts and other instruments for the payment of funds of the Club shall be executed.

Sec. 4 The Board of Directors shall present at each annual meeting a Financial Report showing the assets of the Club and liabilities and the nature and extent of all real or personal property owned by the Club.

Sec. 5 Any Director may be removed from office, at any annual or special meeting, by a two-thirds majority vote of the entire active membership or a two-thirds vote of the entire Board.

Sec. 6 The Board of Directors shall authorize and terminate all contracts on behalf of the Club consistent with these by-laws.

Sec. 7 Nothing in these by-laws shall be construed to permit the Board of Directors to contract for any obligation in excess of the Club's assets without the specific approval of a majority of the active membership voting at an annual or special meeting of the members.

Sec. 8 All Directors and Officers shall at the expiration of their term deliver to their successors, all books, funds, documents, and property belonging to the Club, which may be in their possession or custody.

## Article 8 Meetings of the Board of Directors

Sec. 1 At meetings of the Board of Directors, each director shall have one (1) vote. The presiding Chairman of the Board shall vote only in the event of a tie vote.

Sec. 2 The Board of Directors shall meet once a month during the months of March, April, May, June, July, August, September, and October, and at such times as they may deem necessary.

Sec. 3 A quorum at the Board of Directors' meeting shall consist of five (5) members and no matter may be decided upon by the Board except by a majority vote of the members present.

Sec. 4 The Board meetings shall be held at such place or places as it may, from time to time determine.

Sec. 5 Special meetings of the Board of Directors may be called by the President upon request of five (5) members of the Board, on three day's notice. In the event that the President fails to issue a call for a special meeting within five days after being requested to do so, any Director may issue a call.

Sec. 6 Notice of regular or special meetings of the Board shall be given to each Director at least three days before the date of the meeting.



Sec. 7 The President or if absent, the Vice President or in their absence the Treasurer, Recording Secretary and Corresponding Secretary, shall call every meeting of the Board to order of respectively.

## Article 9 Officers

Sec. 1 The Officers of the Club shall be President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. The Officers shall be elected annually by the Board of Directors at its organizational meeting and shall hold office until the corresponding meeting in the next year or a successor is elected. The Board of Directors at any regular or special meeting shall fill any vacancy in any Office for the unexpired portion of the term. All Officers shall be chosen from the Board of Directors. No Director may hold more than one office.

Sec. 2 The President shall preside at the meeting of the Club and of the Board of Directors. He/She shall be the Chief Executive and administrative Officer of the Club. He/She shall also be, ex-Officious a member of all committees. The Vice President shall, in the absence of the President, perform all the duties of and have the powers of the President. The Vice President shall exercise such powers and perform such duties as may be assigned by the Board of Directors or the President.

Sec. 3 The Recording Secretary shall record the proceedings of all regular and special meetings of the Club and Board of Directors' meetings. He/ She shall also read the minutes of all the aforesaid meetings. He/She shall, in conjunction with the President, execute all legal documents required to be executed in the name of the Club and shall be responsible for the custody of the corporate seal.

Sec. 4 The Corresponding Secretary shall receive and make required notices of the meetings of the Club and Board of Directors.

Sec. 5 The Treasurer shall keep the accounts of the Club, Collect its revenue, and pay its bills, as approved by the Board of Directors or any

Committee of Officers authorized by the Board to incur them. He/She shall deposit in the name of the Club all funds of the Club received in such depository as may be authorized by the Board. He/She shall perform such other duties pertaining to the office as may be asked of Him/Her by the Board of Directors or the President. All checks must be signed by the Treasurer and countersigned by the President or any Board Member.

Sec. 6 The Board of Directors may from time to time establish other Officers as deemed necessary for the efficient operation of the Club.

Sec. 7 There shall be no compensation rendered or received by the members of the Board of Directors or any Officer of the Club while acting in their capacities.

#### Article 10 Nominations

Sec. 1 All nominations for each office of Directors at the annual meeting shall be made from the floor. Only the property assessed Membership may nominate or be nominated. All nominees must have attended 50% of the General Membership meetings in the year of his/her nomination.

Sec. 2 The Board of Directors will appoint the nominee receiving the next highest vote if any of the newly elected Officers, after two weeks notice, chooses not to accept.

#### Article 11 Miscellaneous

Sec. 1 Each Director, Officer and employee of the club shall be indemnified by the Club against reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her whether then in office or employed by Club or not, in connection with any action, suit or proceeding (including any settlement or compromise thereof with the approval of the court) to which he or she may have be made or named as a party by reason of his or her being or having been a Director or employee of the club, except in relation to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to have been liable for negligence or misconduct in performance of his or her duties. Such right of

indemnification shall extend to the heirs, executors and administrators of each such Director, Officer and employee and shall not be exclusive of any other rights to which any Director, Officer or employee (or his or her heirs, executors and administrators) may be entitled as a matter of law.

Sec. 2 The Board of Directors shall determine any question as to the meaning for proper interpretation of any of the provision of these by-laws.

Sec. 3 The Board of Directors shall have the power to amend, repeal or revise these by-laws of the Club by affirmative vote of at least a majority of the entire Board at any regular meeting of the Board of Directors, or any special meeting of the Board or any special meeting of the Board provided, however, that no by-law shall be deemed amended, repealed or revised by the Board unless the resolution authorizing the same shall specifically states that a by-law is thereby amended, repealed or revised. The membership of the Club shall be informed of any amended, repealed or revised by-law made by the Board of Directors at the next regular meeting of the Club and must approve by the affirmative vote of at least a majority of the active membership present at that meeting.

Sec. 4 The Riviera Bay Beach Club shall have perpetual existence, but if dissolved, all of its assets shall be liquidated and the proceeds from the sale minus all expenses authorized in it's liquidation by the Board of Directors, shall be divided equally among the existing membership that are the assessed property owners of the Riviera on the Bay Development and are in good standing for at least two years prior to the vote by the Board to dissolve. The dissolution process must only be commenced upon a vote in the affirmative by the entire Board of Directors at a regular meeting or special meeting called upon by the President. There shall be no new members accepted once the Board has voted to dissolve. The dissolution process must then be brought before the membership, on specific notice, at the next General Membership meeting. The entire assessed membership must vote within 30 days of this meeting by ballot and must approve the dissolution by an affirmative vote of 90% .

Sec. 5 These by-laws shall be considered as being in full force and effect when adopted by a majority of the voting members of the Club present at a meeting called for the purpose of adopting of these By-Laws.