

# **HOLGATE TAXPAYERS ASSOCIATION BY-LAWS**

AS APPROVED BY MEMBERSHIP 9/7/96 AND  
AMENDED 9/11/2010

## **ARTICLE I - Introductory Provisions**

### **Section I: Name**

A. The name of this Corporation shall be The Holgate Taxpayers Association, Inc.

### **Section II: Purposes**

A. The purposes for which this Corporation is formed are:

1. To represent the property owners (amended to homeowners on 9/11/2010) in protecting their rights from unreasonable and unlawful action.
2. To promote a working relationship with the government of Long Beach Township.
3. To promote and encourage civic, social and environmental interests in the Holgate section (between the southerly line of the Borough of Beach Haven and the waterway known as Beach Haven Inlet) of Long Beach Township.
4. To represent to the government of Long Beach Township the needs and improvement necessary on behalf of the inhabitants of the Holgate Section of Long Beach Township.

## **ARTICLE II - Trustees**

### **Section I: Number of Trustees and Elections**

A. The trustees of the Corporation shall consist of nine (9) to twelve (12) members subject to the Board of Trustees approval.

B. The trustees of the Corporation shall include the six (6) officer positions described in Article III. Every effort should be made to ensure that as many as possible of these positions be filled by resident property owners.

C. The non-office holder trustees of the Corporation shall be elected as follows:

1. All trustees shall be elected at the annual Fall meeting for a term of two (2) years. All trustees shall be property owners (amended to

homeowners on 9/11/2010) in the Holgate section of Long Beach Township.

2. The trustees shall be elected from a slate of candidates selected by a Nominating Committee which will strive to select candidates from all sections of Holgate. Nominations may be made from the floor. However, prior notice of such nomination(s) to be made must be sent to the President at the Corporate address no later than 10 days prior to the election.
3. The trustees shall assume office January 1 of the year following their election.

## Section II: Duties

A. The duties of the Board of Trustees shall be

1. To have the final authority to construe the By-laws of the Corporation.
2. To determine, subject to the approval of the active membership, the policy of the Corporation.
3. To expel or suspend members for cause.
4. To act for and in place of the membership between regular or special meetings.
5. To call special meetings of the membership as needed.
6. To determine the membership eligibility of all applicants.

B. Vacancies in any elective office, including the Board of Trustees, shall be filled by the Board of Trustees, provided that a vacancy in the office of President shall be filled by the First Vice-President.

## Section III: Meetings

A. The Board of Trustees shall meet as often as necessary, but at no time shall they meet less often than twice a year.

B. The meeting of the Board of Trustees shall be at the call of the Chairman of the Board, provided, however, if any five (5) trustees deem it necessary, they may order the Chairman to call such a special meeting.

## Section IV: Quorum and Absences

A. Five (5) to seven (7) members of the Board of Trustees shall constitute a quorum as dictated by the number of trustees designated by the Board at that time.

B. Any member of the Board of Trustees who shall fail to attend two consecutive meetings of the Board or any regular membership meetings for a

given calendar year may be asked to resign or after having been notified in writing, may be summarily removed from office by the Board.

### **ARTICLE III - Officers**

#### Section I: Number of Officers and Elections

A. The officers of this Corporation shall be:

1. President
2. First Vice-President
3. Second Vice-President
4. Corresponding Secretary
5. Recording Secretary
6. Treasurer

B. The officers of this Corporation shall be elected every two (2) years at the Fall meeting from a slate proposed by the Nominating Committee. Nominations may be made from the floor. However, prior notice of such nomination(s) to be made must be sent to the President at the Corporate address no later than 10 days prior to the election.

C. New officers shall assume office January 1 of the year following their election.

#### Section II: Eligibility of Officers

A. Any member who expresses a willingness to serve shall be eligible to hold office in the Corporation.

B. Either the President or the First Vice-President shall be a resident property owner.

#### Section III: Duties of Officers

A. President--The President shall preside at all meetings of the Corporation and shall act as Chairman of the Board of Trustees. He/She shall serve as an ex officio member of all committees and shall be the official spokesperson of the Corporation. Together with the Treasurer, the President shall countersign all checks \$500.00 (amended to \$1,000.00 on 9/11/2010) or over that are drawn on the funds of the Corporation, as well as countersign all obligations that the Corporation may undertake.

B. First Vice-President-- The First Vice-President shall, in the absence of the President, preside at all meetings of the Corporation and of the Board of Trustees and shall act as spokesperson for the Corporation. In the event of a

vacancy in the office of the President, the First Vice-President shall fill the unexpired term. The First Vice-President shall be Chairman of the Membership Committee.

C. Second Vice-President-- The Second Vice-President shall be responsible for a semiannual newsletter. The Second Vice-President shall be responsible for selecting and inviting the guest speaker for the Fall meeting.

D. Corresponding Secretary-- The Corresponding Secretary shall take charge of all correspondence which shall be sent out in the corporate name. The correspondence required by any Article of these By-laws shall be the obligation of the Corresponding Secretary.

E. Recording Secretary-- The Recording Secretary shall record the minutes of all meetings, both membership meetings and meetings of the Board of Trustees. He/She shall, together with the President, prepare an agenda prior to each meeting of the membership.

F. Treasurer-- The Treasurer shall collect all dues and other funds and deposit them in a corporate account in a local bank. He/She shall sign all checks and countersign with the President, all checks over \$500.00 (amended to \$1,000.00 on 9/11/2010) and pay all just debts and bills. He/She shall see that the Corporate books are audited by a member of the Board of Trustees at least once each calendar year. At each membership meeting, he/she shall submit a detailed report on the financial condition of the Corporation.

#### Section IV: Tenure of Office

A. All officers shall be elected for two (2) years.

B. Any duly elected officer of the Corporation shall be eligible to run for another office or succeed himself/herself for any number of terms.

### **ARTICLE IV-Meetings**

#### Section I: Time of Meetings

A. There shall be two (2) regular membership meetings each calendar year, one in the Spring (May or June) and one in the Fall (Sept). The date, time and place of these meetings will be selected by the President with the advice and consent of the Board of Trustees.

B. Special meetings of the Corporation shall be held at the call of the Board of Trustees. The date, time and place of these meetings will be selected by the President with the advice and consent of the Board of Trustees.

## Section II: Conduct of Meetings

A. Robert's Rules of Order Revised shall be the accepted authority of this Corporation.

B. Each family which has active member status in this Corporation shall be entitled to one (1) vote on any question before the membership.

C. Each family which has active member status in this Corporation shall be entitled to speak once on any question before the membership; provided that when each family has had an opportunity to speak once on any question, members may be allowed a second (2<sup>nd</sup>) time at the discretion of the Chairperson.

D. Upon the motion of one-third (1/3) of the members present at any meeting or upon request from the Chairperson, a roll call vote shall be taken on any question before the membership.

E. All elections shall be made by the show of hands by the voter representing each family. A recount of these votes may be requested by any family member and/or the Chairperson can request a roll call vote.

F. In any question or election, other than amendment of the By-laws or Certificate of Incorporation of the Corporation, a simple majority of those voting shall carry the question or election.

## **ARTICLE V – Committees**

### Section I: Committees

There shall be no standing or special committees. However, a Nominating Committee and any other committees as are needed from time to time shall be appointed by the President with advice and consent of the Board of Trustees.

## **ARTICLE VI – Finances**

### Section I: Dues

A. The dues of the Corporation shall be \$10.00 (amended to \$15.00 on 9/11/2010) per year for active members and the amount shall be determined yearly by the Board of Trustees.

B. Dues shall be payable to the Treasurer on a calendar year basis and should be paid prior to the Spring meeting of each year.

### Section II: Fiscal Year

The fiscal year of the Corporation shall be from January first (1<sup>st</sup>) through year end of December 31.

### Section III: Auditing

A. When requested by the Board of Trustees, the Treasurer shall retain a Certified Public Accountant of the State of New Jersey to audit the books for the previous five (5) years.

1. Upon completion of such audit, the Auditor's Report shall be read at the next regular meeting.

B. During the time between the auditing of the Corporate books by a Certified Public Accountant, the books shall be audited by one or more members of the Board of Trustees.

### **ARTICLE VII – Quorum**

A quorum shall constitute all those voting members in attendance at any regularly scheduled meeting of the Corporation.

### **ARTICLE VIII – Corporate Seal**

The Corporate Seal shall be inscribed thereon, HOLGATE TAXPAYERS ASSOCIATION, INC.

### **ARTICLE IX – Recall**

Any member of this Corporation who hold any elective post or office in this Corporation may be recalled from that post or office for just cause. Such recall shall only be commenced upon presentment to the Board of Trustees a petition signed by fifty percent (50%) of the active membership. Upon presentment of such a petition, the Corresponding Secretary shall notify all active members, in writing, of the action to be taken at the next regular meeting. The motion of recall shall be made by that member whose name is first (1<sup>st</sup>) on the petition and seconded by that member whose name is second (2<sup>nd</sup>) on the petition. Two-thirds (2/3) of the active membership present and voting shall vote for such recall before it shall become effective. The vote shall be counted by those members of the Board of Trustees who are not being recalled.

### **ARTICLE X – Dissolution**

Upon unanimous recommendation of the Board of Trustees written notice shall be sent to all active members, stating that the Board of Trustees recommends that this Corporation be dissolved and its assets be disposed of in a

certain manner at the nearest regular or special membership meeting. Upon two-thirds (2/3) vote of the active members present at that meeting, this Corporation shall be dissolved and its assets shall be disposed of in accordance with the vote.

#### **ARTICLE XI – Amendment**

These By-laws or the Certificate of Incorporation of this Corporation may be amended as follows:

A. The By-laws may be amended, revised or repealed by the Board of Trustees. Recommended changes must be mailed to each active member at least thirty (30) days prior to the next regular membership meeting.

B. The proposed amendment changes will be debated at the meeting following notification, and will then, via a roll call vote, be voted upon by the voting membership for adoption. Any amendment receiving a favorable vote of two-thirds (2/3) of those active members present and voting shall be declared adopted and shall become effective immediately.