

HOLGATE TAXPAYERS ASSOCIATION BY-LAWS

AS APPROVED BY MEMBERSHIP, September 00, 2019

ARTICLE I - Introductory Provisions

Section I: Name

A. The name of this Corporation shall be The Holgate Taxpayers Association, Inc. ("HTA").

Section II: Purposes

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

1. To voice the concerns of the property owners (defined as vacant land, home, condo, co-op or trailer owners) and year-round residents and create a bridge for communication with Long Beach Township and local governmental agencies.
2. 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.
3. To represent to the government of Long Beach Township the needs and improvements necessary on behalf of the inhabitants of the Holgate Section of Long Beach Township and to protect and further the health, safety and welfare of said inhabitants.

ARTICLE II - Trustees

Section I: Number of Trustees and Elections

A. The Trustees of the Corporation shall consist of from 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.

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

1. Trustees shall be elected at the Annual Fall Membership Meeting for a term of two (2) years. Any member can be a candidate for Trustee. This member needs to be a homeowner or year-round resident, in the Holgate section of Long Beach Township, and a member in good standing (with dues paid in full that year) of the HTA. The HTA shall announce the election of trustees at least sixty (60) days prior to the Fall meeting.
2. 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 for a nominee may also be made by any member based on providing a nominating petition with five (5) member signatures (which may include the signature of the nominee) to the Trustees. Said petition must be sent to the Corporation's postal address or email address both which are available on the Corporation's website home page and must be received no later than thirty (30) days prior to the election.

3. The Trustees shall assume office at the next scheduled Trustee meeting, which should be held within two (2) months of the election.

D. Trustee Tie Breaker Option:

1. When Trustees are elected by the general membership, and there are more candidates running than there are open seats on the Board and two or more candidates tie with the least amount of votes for the remaining seats, then the Trustee Tie Breaker Option will be used to elect the candidates for the remaining seat.
2. The most recently elected Trustees not involved in the tie-breaker will vote by way of a secret ballot to fill the remaining seat(s).

Section II: Duties

A. The duties of the Board of Trustees shall be:

1. To have the final authority to interpret and/or amend the By-Laws of the Corporation.
2. To determine, subject to the approval of the active membership, the policy of the Corporation.
3. To act for and in place of the membership between regular or special meetings.
4. To call special meetings of the membership as needed.
5. To determine the membership eligibility of all applicants.
6. To serve on at least one standing committee (see Article V) each year.
7. To remain in good standing as a Trustee by attending meetings, by having paid annual HTA dues no later than the first Trustees meeting of the year, and by maintaining homeowner or year-round resident status.
8. To maintain the confidentiality of Board deliberations except where those deliberations are reported as public minutes of Board proceedings.
9. To treat Board Trustees, proceedings, members, and people and/or organizations with which the Corporation does business, with respect at all times.

B. Vacancies on the Board which occur in any manner, other than a Trustee's removal by the membership (See Article IX - Removal of Members of the Board) will be filled via an appointment to be made by the Board of Trustees. The Trustee appointed to fill the vacancy on the Board will serve for the remainder of the term whose term he/she is filling and until his/her successor is duly elected and qualified.

C. A Trustee needs to recuse oneself if there is a conflict of interest in regards to being involved in a government or non-government organization whose purpose may not be the same as that of the Holgate Taxpayers Association. There also might be a personal conflict of interest, such as but not limited to a Trustee being in a lawsuit with another person from Holgate or LBI. In addition, if a judgment needs to be made on any other conflict (real or perceived), then the decision of the President would be binding for that Trustee to recuse oneself or the 1st Vice President in the case of issues arising involving the President.

D. If any Trustee is a Builder, Developer, and/or an Architect and is involved in a project in Holgate, said Trustee(s) must recuse themselves from any votes related to that project that come before the Board of Trustees.

Section III: Meetings – Trustees

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

C. Most Trustee decisions will be based on a simple majority vote. However, a change in the by-laws, or the approval to represent the views of the HTA in a government meeting, will require a super majority of at least 60% to pass any motion that has been seconded and brought to a vote. (See Appendix A for calculation based on quorum)

Section IV: Quorum

A majority of the full Board of Trustees shall constitute a quorum as dictated by the number of Trustees designated by the Board at that time. Meeting attendance may be in-person or electronic (telephone, video conference, etc.). In addition, the President may ask the Board to vote on matters outside of scheduled meetings by using e-mail or other electronic messaging that must be preserved as a corporate record.

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 nominated and elected by the Board of Trustees after the Fall Membership Meeting and based on the following schedule: President, Second Vice-President and Recording Secretary in even numbered years; First Vice-President, Corresponding Secretary and Treasurer in odd numbered years.

C. New officers shall assume office at the next scheduled Trustee meeting, which should be held within two (2) months of the election.

D. Officer Tie Breaker Options. If two or more candidates are running for the same elected Board of Trustee office and all have the same exact amount votes, then the Officer Tie Breaker Option will be used to elect one of the candidates to that office:

1. For all Officer positions except for the Office of President.
 - a. The Board of Trustees will vote in a secret ballot to select the winner.

- b. If there is a tie from the Trustee secret ballot then the sitting President will cast the vote to determine the winner.
2. For the Office of President this Tie Breaker Option will be used. The five (5) sitting officers will vote by way of a secret ballot to select one of the candidates to the Office of President.
 - a. If two (2) sitting Officers are running for President and there is a tie vote then there will be a secret ballot of the full Trustee members to select one of the candidates to the Office of President.

Section II: Eligibility of Officers

A. Any Trustee who has held a Trustee position for at least one (1) year and expresses a willingness to serve shall be eligible to hold office in the Corporation.

B. If any member of the HTA would like to become an Officer, that person must first run and become a Trustee and hold that position for at least one (1) year.

Section III: Duties of Officers

A. President -- The President shall set the agenda and preside at all meetings of the Corporation, serve as an ex officio member of all committees, and be the official spokesperson for the Corporation.

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. The First Vice-President shall be Chairman of the Membership Committee.

C. Second Vice-President -- The Second Vice-President shall, in the absence of the President and First Vice-President, preside at all meetings of the Corporation and of the Board of Trustees and shall act as spokesperson for the Corporation. The Second Vice-President shall be responsible for issuing a minimum of one Annual Newsletter. The Second Vice-President shall also be responsible for working with the President to select and invite guest speaker(s) for the Annual Spring and Fall Membership Meetings.

D. Corresponding Secretary -- The Corresponding Secretary shall be responsible for all correspondence to be sent out in the corporation's name. Correspondence required by any Article of these By-laws shall be the obligation of the Corresponding Secretary. This includes, but is not limited to, invitations, thank you notes, online content uploads, membership surveys, etc.

E. Recording Secretary -- The Recording Secretary shall record the minutes of all meetings, both membership meetings and meetings of the Board of Trustees, and ensure that the minutes are posted on the Corporation's website.

F. Treasurer -- The Treasurer will keep adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, and disbursements. The books of account will at all reasonable times be open to inspection by any trustee and the Treasurer 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. All expenditures specifically included in the approved annual budget can be made directly by the Treasurer, However, any expenditure of \$1,000 or more that is not specifically included in the approved annual budget must also be authorized in writing by the President. Electronic communications may be used to provide this authorization.

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 and/or run for any number of terms.

ARTICLE IV – Meetings – Membership – Votes

Section I: Time of Meetings

A. There shall be at least two (2) regular membership meetings each calendar year, one in the Spring (e.g., May or June) and one in the Fall (e.g., September or October). 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 manner of conduct in meetings for the Corporation, whenever not in conflict with the approved By-Laws.

B. Each member **in good standing** in this Corporation shall be entitled to one (1) vote on any question before the membership.

C. Each member **in good standing** 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 (2nd) time at the discretion of the President.

D. **Elections held at membership meetings may be made by the show of hands by the voting members. Upon the motion of one-third (1/3) of the members present at any meeting or upon request from the President, a roll call vote shall be taken on any question before the membership.**

E. 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.

Section III: Membership

Membership will be defined by the following types. Property is defined as a vacant lot or lots, large parcel of undeveloped land, single stand-alone house, townhouse, condo cooperative, trailer and a vacant house.

A. Types of Memberships:

1. Owners:

- a. One membership if a person owns property or business in Holgate.
- b. One membership if a person owns multiple properties.
- c. One membership for an ownership group of property or properties. The ownership group will select a representative for the group for voting their single vote.
- d. One membership if a Corporation (C, S, LLC) owns a property or properties. The Corporation which owns the property or properties will select a representative for voting their single vote.
- e. One membership if a Trust owns a property or properties. The Trust Administrator will vote their single vote.

2. Renters (Year Round Renter):

- a. The renter has one vote for that rental unit and will be asked to present a signed annual lease to support their membership.
- b. The owner of that rental property or properties can be a member and has one vote regardless on how many properties are owned by that individual.

3. Builder, Developer, Architect:

- a. If any of the above captioned (Builder, Developer, Architect) own a property or properties in the Holgate community, they can become a member and their membership carries one vote regardless how many properties they own.

Section IV: Votes

A. One (1) vote per member (membership) regardless of how many properties that member may own.

ARTICLE V – Committees

A. The following Standing Committees have been established to support and promote the activities and interests of the Corporation:

- Nominating
- Membership Recruitment
- By-Laws (Annual Review and Recommended Changes)
- Community Safety (Neighborhood Watch)
- Dune Planting (Beach Access Beautification)
- Greenhead Traps (Repair, Construction and Placement)
- Audit (Annual Financial Review of HTA books)
- Government Relations
- Marketing (Adjunct committee versus standing committee)

B. During December of each year, the President will contact the current Committee Chairs whose terms have expired to see if they want to continue in the Committee Chair position. The

President will then appoint Committee Chairs for the shorter of a 2-year term or the duration of the Trustee's term.

C. At the beginning of each year, the President shall call for volunteers for the Standing Committees. In the absence of a sufficient number of volunteers, the President may appoint committee members. Committee members will elect the chairperson of their respective committee.

D. Committee Chairs and Committee members can be filled by Trustees as well as members.

ARTICLE VI – Finances

Section I: Dues

A. The current dues of the Corporation shall be set by the Board of Trustees for the calendar 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 (1st) through year end of December thirty-first (31st).

Section III: Auditing

A. When requested by at least 2 members of the Board of Trustees, the Treasurer shall retain a Certified Public Accountant licensed in 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 (Membership Meetings)

A quorum of 10% of the voting members in attendance at any regularly scheduled meeting of the Corporation is required for the conduct of a Membership Meeting.

ARTICLE VIII – Corporate Seal

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

ARTICLE IX – Removal of Officers and Trustees

A. Any member of this Corporation who serves as an Officer or a Trustee in this Corporation may be recalled from that post or office.

B. Cause for removal from an appointed office includes, but is not limited to; a failure to uphold the purposes of the Corporation; failure to faithfully discharge the duties of the Board of Trustees; failure to participate in two (2) consecutive meetings including Board and membership meetings; a conviction of a first, second, third or fourth degree crime as defined by the Laws of the State of New Jersey.

Section I – Procedure to Remove an Officer

A. Any Trustee can make a motion in a scheduled Board meeting to remove another Trustee from an appointed office. If the motion is seconded, a special meeting of the Board must be scheduled wherein the Officer who is subject to removal may present reasons in opposition. Following this presentation, or willful failure on the part of the cited Officer to make such presentation, the vote on the motion to remove the Officer will take place. If the vote passes by a super majority, the Officer is removed. Note: This only removes the Officer position; this person remains a Trustee.

Section II – Procedure to Remove a Trustee

- A. Removal of a Trustee is proposed by another Trustee.
 - 1. The Board of Trustees shall call for a special Board meeting to discuss the proposal and allow the cited Trustee to present reasons in opposition. Following this presentation, or willful failure on the part of the cited Trustee to make such presentation, a motion may be made to bring the removal of the Trustee to the full membership. If the motion is seconded, and if the vote passes by a super majority, the Board will call for a meeting of the membership, (See C).
- B. Removal of a Trustee proposed by the membership
 - 1. Upon the presentation of a petition signed by 10% of the active membership to the Board of Trustees, the Board of Trustees will call for a special membership meeting (See C).
- C. Any Trustee whose removal has been proposed shall be given written notice as to the membership meeting where their removal will be discussed and voted upon. In addition, any Trustee whose removal has been proposed shall be entitled to be present at the meeting and shall be entitled to be heard at the meeting. A simple majority vote of the members present at the membership or special meeting is required for a Trustee(s) removal. After a Trustee's removal, the Board shall call for nominees and thereafter, at a special meeting, conduct a vote of the membership to fill the vacancy created on the Board by the Trustee's removal.

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 distributed 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 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.

C. The Board of Trustees have the power to amend the wording of the By-Laws when the words needed to be clarified to help different committees to do their business and that it does not have to go out to the full membership for a vote.

IN WITNESS WHEREOF, the Trustees, Directors and Officers have hereunto set their hands and seals effective this _____ day of _____ 2019.

Trustees

Directors & Officers

Frank Benintendo, Trustee

Rand Pearsall, President

William Hutson, Trustee

Eileen Bowker, 1st Vice President

Denise Tierney, Trustee

Daniel S. Macone, 2nd Vice President

Marianne Hurley, Trustee

William Cannon, Treasurer

Frank Lowry, Trustee

Robert White, Recording Secretary

Ted Stiles, Trustee

Yanni Kaloudis, Corresponding Secretary

Appendix A – Super Majority Voting Calculation Based on Quorum

| | Calculation of Super Majority | Super Majority Votes Required |
|--------|-------------------------------|-------------------------------|
| | 3/5 | |
| | .60 | |
| Quorum | | |
| 12 | 7.2 | 8 |
| 11 | 6.6 | 7 |
| 10 | 6 | 6 |
| 9 | 5.4 | 6 |
| 8 | 4.8 | 5 |
| 7 | 4.2 | 5 |

Appendix B – By-Laws Revision History

The following history was not included in the HTA By-Laws document that was approved by Membership on June 10, 2017. It is included here for historical reference:

The original Charter of the Beach Haven Inlet Taxpayers Assn. Inc. was filed with the Division of Revenue on Tuesday, June 14, 1960. The corporation was regularly incorporated under and pursuant to the General Corporation Act of New Jersey. The Charter of the corporation was declared inactive/revoked for failure to file an annual report on 12/21/1994.

The original Charter of the Holgate Taxpayers Association, Inc. was filed with the Division of Revenue on Monday, September 16, 1996. The corporation was regularly incorporated under and pursuant to the General Corporation Act of New Jersey. Annual reports have been filed on a regular basis. The Charter of corporation is in force and effective.

The HTA By-Laws were originally approved by Membership on the 7th day of September, 1996.

The 1996 document was amended and approved by Membership on the 12th day of September, 2015.

Significant amendments to the 2015 document were approved by Membership on the 10th day of June, 2017.

The June 2017 document was significantly amended to help make the By-Laws language clearer on its intent to govern. Language was added to deal with “Conflict of Interest”; “Election Tie-Breaker Options” of Trustees and Officers”; who can “Run for a Officers Position”; who elects Officer Positions; Types of Membership and Votes; the Removal of Officers and Trustees; were approved by the Membership on 00th day of September 2019.