

**HOLGATE TAXPAYERS ASSOCIATION BY-LAWS**

AS APPROVED BY MEMBERSHIP 9/7/96 AND  
AMENDED 9/12/2015

<b>ARTICLE I - Introductory Provisions</b>	
<u>Section I: Name</u>	
A. The name of this Corporation shall be The Holgate Taxpayers Association, Inc.	
<u>Section II: Purposes</u>	
A. The purposes for which this Corporation is formed are:	
1. To represent the property owners (amended to homeowners on 9/11/2010), (amended to homeowners or year round residents on 9/12/2015) in protecting their rights from unreasonable and unlawful action.	1. To represent the homeowners (defined as home, condo, co-op or trailer owners) and year-round residents 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.	
<b>ARTICLE II - Trustees</b>	
<u>Section I: Number of Trustees and Elections</u>	
A. The trustees of the Corporation shall consist of from 9 to 12 members (amended to; up to 15 members on 9/7/2013), (amended to; from 9 to 12 members on 9/12/2015) subject to the Board of Trustees approval.	A. The trustees of the Corporation shall consist of from 9 to 12 members subject to the Board of Trustees approval.

**UPDATE BY-LAWS PROPOSED DRAFT – APRIL 25, 2017**

<p>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.</p>	
<p>C. The non-office holder trustees of the Corporation shall be elected as follows:</p>	
<p>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), (amended to homeowners or year round residents on 9/12/2015) in the Holgate section of Long Beach Township.</p>	<p>1. All trustees shall be elected at the annual Fall meeting for a term of two (2) years. All trustees shall be homeowners or year-round residents in the Holgate section of Long Beach Township. The HTA shall announce the election of trustees at least 60 days prior to the Fall meeting.</p>
<p>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.</p>	<p>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. <u>Nominations may also be made by any member based on providing a nominating petition with 5 signatures (which may include the signature of the nominee) to the trustees.</u> Said petition must be received by the President no later than <u>30 days</u> prior to the election.</p>
<p>3. The trustees shall assume office January 1 of the year following their election.</p>	<p>3. The trustees shall assume office <u>at the next scheduled Trustee meeting, which should be held within 2 months of the election.</u></p>
<p>Section II: Duties</p>	
<p>A. The duties of the Board of Trustees shall be</p>	
<p>1. To have the final authority to construe the By-laws of the Corporation.</p>	
<p>2. To determine, subject to the approval of the active membership, the policy of the Corporation.</p>	
<p>3. To expel or suspend members for cause.</p>	<p>3. To expel or suspend members for cause (see Section II.B below).</p>
<p>4. To act for and in place of the membership between regular or special meetings.</p>	

**UPDATE BY-LAWS PROPOSED DRAFT – APRIL 25, 2017**

5. To call special meetings of the membership as needed.	
6. To determine the membership eligibility of all applicants.	
	7. To serve on at least one standing committee (see Article V) each year.
	8. To maintain good standing as a trustee by attending all meetings, by having paid annual HTA dues no later than the first trustees meeting of the year, and by <u>maintaining homeowner or year-round resident status.</u>
	B. Cause is defined by failure to uphold the Purposes of the Corporation (Article I, Section II); failure to faithfully discharge the Duties of the Board of Trustees (Article II, Section II.A); failure to participate in two (2) consecutive meetings (includes Board and Membership meetings; and/or conviction of a felony.
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.	C. 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, and a vacancy in the office of First Vice-President shall be filled by the Second Vice-President.
<b>Section III: Meetings</b>	<b>Section III: Meetings - Trustees</b>
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.	B. The meeting 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, the removal of a trustee for cause, 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

**UPDATE BY-LAWS PROPOSED DRAFT – APRIL 25, 2017**

	calculation based on quorum)
<u>Section IV: Quorum and Absences</u>	Section IV: Quorum
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.	<u>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.</u>
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.	Delete here as it is now covered in the Cause section (Section II.B).
<b>ARTICLE III - Officers</b>	
<u>Section I: Number of Officers and Elections</u>	
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.	<u>B. The officers of this Corporation shall be elected every year at the Fall meeting from a slate proposed by the Nominating Committee 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. Nominations may also be made by a member. However, prior notice of such nomination(s) must be sent to the President's home postal or email address and must be received no later than 30 days prior to the election.</u>
C. New officers shall assume office January 1 of	<u>C. New officers shall assume office at</u>

**UPDATE BY-LAWS PROPOSED DRAFT – APRIL 25, 2017**

the year following their election.	<u>the next scheduled trustee meeting, which should be held within 2 months of the election.</u>
<u>Section II: Eligibility of Officers</u>	
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.	<b>This clause, Section II.B. to be deleted</b>
<u>Section III: Duties of Officers</u>	
A. <u>President</u> --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><u>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 of the Corporation.</u></b>
B. <u>First Vice-President</u> -- 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.	<b><u>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.</u></b>
C. <u>Second Vice-President</u> -- 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.	<b><u>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 a minimum of one annual newsletter. The Second Vice-President shall also be responsible for working with the President to select and invite the guest speaker(s) for the Annual Spring and Fall Membership meetings.</u></b>
D. <u>Corresponding Secretary</u> -- The Corresponding Secretary shall take charge of all	<b><u>D. Corresponding Secretary -- The Corresponding Secretary shall take charge of all correspondence which shall be sent out in</u></b>

**UPDATE BY-LAWS PROPOSED DRAFT – APRIL 25, 2017**

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.	the corporate name. The correspondence required by any Article of these By-laws shall be the obligation of the Corresponding Secretary. <u>This includes, but is not limited to, invitations, thank you notes, online content uploads, membership surveys, etc.</u>
E. <u>Recording Secretary</u> -- 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.	E. <u>Recording Secretary</u> -- The Recording Secretary shall record the minutes of all meetings, both membership meetings and meetings of the Board of Trustees, <u>and ensure that the minutes are posted on the Corporation website.</u>
F. <u>Treasurer</u> -- 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.	F. <u>Treasurer</u> -- 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.
<b>Section IV: Tenure of Office</b>	
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.	
<b>ARTICLE IV - Meetings</b>	<b>ARTICLE IV – Meetings - Membership</b>
<b>Section I: Time of Meetings</b>	
A. There shall be two (2) regular membership meetings each calendar year, one in	A. There shall be <u>at least two (2) regular membership meetings each calendar year, one in the Spring (e.g., May or June) and</u>

**UPDATE BY-LAWS PROPOSED DRAFT – APRIL 25, 2017**

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.	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.	
<u>Section II: Conduct of Meetings</u>	
A. Robert’s Rules of Order Revised shall be the accepted authority of this Corporation.	A. <u>Robert’s Rules of Order Revised shall be the accepted authority of this Corporation, whenever not in conflict with the approved By-Laws.</u>
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.	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 President.
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.	D. Upon the motion of one-third (1/3) of the members present at any meeting or upon request from the <u>President</u> , 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.	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 <u>President</u> 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.	
<b>ARTICLE V – Committees</b>	
<u>Section I: Committees</u>	<u>Delete Section I heading as there is only one section</u>

**UPDATE BY-LAWS PROPOSED DRAFT – APRIL 25, 2017**

<p>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.</p>	<p style="text-align: center;">A. The following standing Committees have been established to support and promote the activities and interests of the Corporation:</p> <ul style="list-style-type: none"> <li>- Nominating (New Trustees)</li> <li>- Membership Recruitment</li> <li>- By-Laws (Annual Review and Recommended Changes)</li> <li>- Community Safety (Neighborhood Watch)</li> <li>- Dune Planting (Beach Access Beautification)</li> <li>- Greenhead Traps (Repair, Construction and Placement)</li> <li>- Audit (Annual Financial Review of HTA books)</li> </ul>
	<p style="text-align: center;">B. 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.</p>
<p><b>ARTICLE VI – Finances</b></p>	
<p><u>Section I: Dues</u></p>	
<p>A. The dues of the Corporation shall be \$10.00 (amended to \$25.00 on 06/01/2010 effective 6/1/2014) per year for active members and the amount shall be determined yearly by the Board of Trustees.</p>	<p style="text-align: center;">A. The dues of the Corporation shall be \$25.00 per calendar year for active members and the amount shall be determined yearly by the Board of Trustees.</p>
<p>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.</p>	
<p><u>Section II: Fiscal Year</u></p>	
<p>The fiscal year of the Corporation shall be from January first (1<sup>st</sup>) through year end of December 31.</p>	
<p><u>Section III: Auditing</u></p>	
<p>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.</p>	<p style="text-align: center;">A. When requested <u>by at least 2 members</u> of the Board of Trustees, the <u>Treasurer</u> shall retain a Certified Public Accountant of the State of New Jersey to audit the books for the previous five (5) years.</p>



**UPDATE BY-LAWS PROPOSED DRAFT – APRIL 25, 2017**

1. Upon completion of such audit, the Auditor's Report shall be read at the next regular meeting.	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.	
<b>ARTICLE VII – Quorum</b>	<b>ARTICLE VII – Quorum (<u>Membership Meetings</u>)</b>
A quorum shall constitute all those voting members in attendance at any regularly scheduled meeting of the Corporation.	
<b>ARTICLE VIII – Corporate Seal</b>	
The Corporate Seal shall be inscribed thereon, HOLGATE TAXPAYERS ASSOCIATION, INC.	
<b>ARTICLE IX – Recall</b>	
	<u>Section I - Procedure</u>
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.	Any member of this Corporation who <u>holds</u> 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. <u>If the Corresponding Secretary is being recalled, the First Vice President shall notify all members.</u> 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.
<b>ARTICLE X – Dissolution</b>	

**UPDATE BY-LAWS PROPOSED DRAFT – APRIL 25, 2017**

<p>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.</p>	<p>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.</p>
<p><b>ARTICLE XI – Amendment</b></p>	
<p>These By-laws or the Certificate of Incorporation of this Corporation may be amended as follows:</p>	
<p>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.</p>	<p>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.</p>
<p>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.</p>	
<p>IN WITNESS WHEREOF, the Trustees have hereunto set their hands and seals effective this _____ day of April, 2016.</p>	

**UPDATE BY-LAWS PROPOSED DRAFT – APRIL 25, 2017**

**Appendix A – Super Majority Voting Calculation Based on Quorum**

	Current By-Laws Majority	Calculation of Super Majority	<b>Super Majority Votes Required</b>	Change vs Current
		3/5		
		0.60		
Quorum				
12	7	7.2	<b>8</b>	+1
11	6	6.6	<b>7</b>	+1
10	6	6	<b>6</b>	nc
9	5	5.4	<b>6</b>	+1
8	5	4.8	<b>5</b>	nc
7	4	4.2	<b>5</b>	+1