

**CONSTITUTION AND BYLAWS  
OF  
CAPE MAY POINT TAXPAYERS' ASSOCIATION, INC.  
PO Box 74, Cape May Point, NJ 08212**

Organized 1935; Incorporated 1964; Reincorporated 1984 Established  
as a 501c3 non-profit in 1991

*By-laws amended 8/27/94, 8/26/95, 8/24/02, 6/20/09, 8/20/11, 8/18/12, 8/17/19*

**ARTICLE 1  
NAME AND OFFICES**

- 1.1** **Name.** The name of this Corporation is the CAPE MAY POINT TAXPAYERS' ASSOCIATION, INC. (hereinafter referred to as the "Corporation").
- 1.2** **Offices.** The corporation shall have its offices at such places as the Board of Directors may from time to time determine or as the purposes of the Corporation may require.

**ARTICLE  
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PURPOSES**

- 2.1** **Purposes.** The Cape May Point Taxpayers Association, Inc. is organized for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"), and in this connection, the objectives of the Corporation shall be:
- (a) To promote the welfare of the Borough of Cape May Point, NJ;
  - (b) To promote a spirit of community pride and cooperation;
  - (c) To sponsor and support events and activities which contribute to the life of the community; and

- (d) To carry out such other acts and to undertake such other activities as may be necessary, appropriate or desirable in furtherance of or in connection with the conduct, promotion or attainment of the foregoing purposes, provided that none of such activities shall be undertaken which would cause the Corporation to lose its status as an organization described in Section 501 (c)(3) of the Code, or as an organization, contributions to which are deductible under Sections 170, 2055 and 2522 of the Code.

### **ARTICLE 3**

#### **MEMBERS**

- 3.1 Number and Qualifications.** Voting Membership shall be open only to property owners and residents in Cape May Point. The number of members shall be not less than thirty-one (31). Officers and Directors of the Corporation shall be elected by the members at the Annual Meeting. The Corporation shall be governed by meetings of its members except that power shall be delegated to the Board of Directors to act for the membership between such meetings in accordance with provision in the By-laws, and said Board shall report such action at the next meeting of the members.
- 3.2 Eligibility.** The eligibility and qualifications for participation in, and the manner of admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors. All such resolutions relating to membership and adopted by the Board of Directors of the Corporation shall be affixed to the By-Laws of the Corporation and shall be deemed to be a part thereof.
- 3.3 Term.** The term of membership shall be yearly.
- 3.4 Dues.** Membership shall be obtained by payment of dues which shall be paid by March 1. The amount of dues for each fiscal year shall be determined at the Annual Meeting by membership vote upon recommendation of the Board of Directors.
- 3.5 Non-Voting Members.** Non-voting status shall be open to all individuals who are not property owners or residents in Cape May Point but who are interested in Cape May Point and its activities. Non-voting members shall be eligible to receive both the print newsletter and electronic notices, but not participate in surveys of the voting members, upon payment of a yearly fee to be determined

at the Annual Meeting by membership vote upon recommendation of the Board of Directors.

## **ARTICLE 4**

### **BOARD OF DIRECTORS**

- 4.1 Powers.** The business of the Corporation shall be managed by its Board of Directors ("Board of Directors" or "Directors") which shall have charge, control and management of the property, business, affairs and funds of the Corporation and shall have the power and authority to perform all necessary and appropriate functions not otherwise inconsistent with these Bylaws, the Certificate of Incorporation, or applicable law.
- 4.2 Number and Qualifications.** The number of Directors constituting the Board of Directors shall consist of the four (4) Officers of the Corporation and seven (7) Directors. Four (4) of the non-Officer Directors shall be Non-residents and three (3) shall be Residents. To be eligible as a Resident Director, residency is established by voter registration at the Borough of Cape May Point.
- 4.3 Term.**
- 4.3.1 Term of office.** The term of office for Officers and Directors shall be two years.
- 4.3.2 Limitation of Term.** Any member of the Board of Directors shall serve no longer than two (2) consecutive terms in addition to any period of time that said Director may be filling an unexpired term of a Director who does not complete a full term. When a member has served the maximum period of time as a Director as set forth herein, said member may be elected as a Director after not being a member of the Board of Directors for a period of at least one (1) year.
- 4.3.3 Exception to term limit.** If a Director becomes an Officer or an Officer changes to a different Office, he or she may serve a maximum of eight (8) consecutive years.
- 4.4 Election of Directors.** Officers and Directors shall be elected at the Annual Meeting by the members present. At each Annual Meeting the Corporation shall elect four (4) non-Officer Directors in the even years and three (3) in the odd

years. Officers shall also stagger terms, with the President and Secretary elected in the odd year and the Vice President and Treasurer elected in the even years.

**4.4.1 Property owners.** Only members who are property owners at Cape May Point shall be eligible for election as Directors.

**4.4.2 Elected Officials.** Elected Borough Officials, while in office, shall not be eligible to serve as Directors or Officers of the Corporation.

**4.4.3 Residency status.** If the residency status of a Director changes during his/her term of office, said Director may complete his/her current term. Any subsequent election of that person must be on the basis of the new residency status.

**4.4.4 Manner of Voting.** Voting shall be by show of hands if there is only one slate of candidates or by ballot if any position is contested. At all meetings where voting takes place, the Membership Chairperson shall maintain a list of eligible voters. Members eligible to vote are those whose dues are fully paid at least thirty (30) days prior to the meeting. At the Annual Meeting, each member shall be entitled to vote and shall have one (1) vote.

**4.5 Vacancies.** Whenever a vacancy shall occur in the Board of Directors as a result of death, incapacity, resignation, removal or other cause, the Board shall elect a Director to serve the remainder of the term until the Annual Meeting by a majority vote of the remaining members of the Board. Any Officer and any Director may be removed from office prior to the next succeeding Annual Meeting by a vote of a two-thirds (2/3) majority of the Corporation members.

**4.6 Resignation.** Any Director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at any time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**4.7 Meetings.**

**4.7.1 Annual Meeting.** An Annual Meeting of the membership shall be held in either the Third or Fourth Calendar Quarter at such time and place as the Corporation may fix for the transaction of such business as may come before the meeting.

**4.7.2 Regular Meetings.** The Corporation shall hold at least two (2) meetings of the Board of Directors each year between September 1 and June 1, at such times and places as the Board of Directors may determine.

**4.7.3 Special Meetings.** A special meeting of the Board of Directors shall be called upon written request of four (4) or more of the Directors or at the written request of ten (10) members or by the President in his/her discretion. The purpose of the meeting shall be stated in writing with consideration limited to that issue. Special meetings shall take place at a reasonable place and at such time as the President shall determine.

**4.8 Notice of Meetings.**

**4.8.1 Annual and Regular Meetings.** At least thirty (30) days written notice shall be furnished for all annual and regular meetings of the Corporation, provided that notice shall not be required if such meeting has been scheduled by resolution of the Board at a duly constituted meeting at least sixty (60) days in advance.

**4.8.2 Special Meetings.** At least fourteen (14) days written notice shall be furnished for special meetings of the Corporation. The notice of meeting shall state the time and place of the meeting, and, in the case of a special meeting, the purpose or purposes thereof. No other business, not set forth in the notice thereof, shall be conducted at a special meeting.

**4.9 Quorum.** Between Annual Meetings, the presence of at least a majority of the Directors then serving shall constitute a quorum for the transaction of business at any meeting of the Corporation. If a quorum is not present at any meeting, a majority of the Board present may adjourn the meeting at any time without further notice. For the purposes of the Annual Meeting, a quorum shall be twenty (20) members of the Corporation in good standing, in addition to the Directors present, and all questions shall be decided by a majority vote of those present.

**4.10 Vote Required.** Between Annual Meetings, the vote of a majority of the Board of Directors present and voting at any meeting at which a quorum is present shall be sufficient to approve any action within the power and authority of the Board, except as otherwise provided by law, these Bylaws or the Certificate of Incorporation.

**4.10.1 Meetings by Conference Call.** Meetings of the Board of Directors or any committee thereof by telephone conference call or by any means of

communication by which all persons are able to hear each other shall be permitted, upon proper notice, provided that a quorum of Directors, or members of the committee, as applicable, participates in any such conference call.

- 4.11 Compensation.** All Directors shall serve without monetary compensation for their duties. By resolution of the Board, the Corporation may pay directly or reimburse Directors for their actual expenses in fulfilling their duties to the Corporation.
- 4.12 Presumption of Assent.** A Director who is present at a meeting of the Board at which any action is taken shall be conclusively presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting or unless she/he files a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or forwards such dissent by registered mail to the Secretary of the Corporation immediately following adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of the action.
- 4.13 Prohibited activities.** The Corporation shall be politically nonpartisan. No substantial part of the activities of the Corporation shall be the carrying on of lobbying, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) a political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE 5**  
**OFFICERS**

- 5.1 Titles.** The officers ("Officer" or "Officers") of the Corporation shall be President, Vice President, Treasurer, and Secretary, and such other officers as the members may from time to time choose to elect. The Officers shall be elected as provided for under ARTICLE 4 and shall also serve as Directors of the Corporation.
- 5.2 Election.** All Officers of the Corporation shall be elected by the members at the Annual Meeting of the Corporation. All Officers shall hold office for a term of two (2) years and until their successors have been duly elected and qualified, or until death, resignation or removal. No Officer may serve more than a total of two (2) consecutive terms in any one office.
- 5.3 Election Schedule.** President and Secretary shall serve concurrent terms and be elected in the odd-numbered years. Vice President and Treasurer shall serve concurrent terms and be elected in the even-numbered years.
- 5.4 Vacancies.** Whenever a vacancy shall occur as the result of death, incapacity, resignation, removal, an increase in the number of Officers or other cause, any vacancy shall be filled by appointment of the remaining Board of Directors at a regular meeting or special meeting called for that purpose, and the Officer so elected shall serve until the next election.
- 5.5 Precedence.** In the absence of the President the following officers shall preside in this order: Vice President, Secretary, and Treasurer.
- 5.6 Resignation.** Any officer may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at any time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 5.7 Installation.** Officers shall be elected at the Annual Meeting and assume responsibilities upon completion of the Annual Meeting.
- 5.8 Powers and Duties.**
- 5.8.1 President.** The President shall preside as the CEO of the Corporation and as the Chair of the Board of Directors and the Executive Committee and shall have no vote except in the event of a tie. The President shall be responsible for and have direct charge of all of the activities of the Corporation in accordance with the policies established by the Board of Directors. The President shall preside at all meetings of the Corporation. The President shall appoint the

chairpersons of all Ad Hoc Committees and the chairpersons of all Standing Committees in consultation with the Board, assign their duties, and appoint any active member of the Corporation to sit on such committee. The President shall be an ex officio member of all committees. The committees shall exist at the pleasure of, and shall report as required to, the President and/or the Board. The Presidents hall convenes the Board of Directors no less than twice yearly between Annual Meetings. The authority of the President shall include:

- (a) executing all policies and directions of the Corporation and/or the Board of Directors and providing the Board of Directors with such advice, information or reports as the Board may require;
- (b) representing the Corporation in its relationships with other agencies and organizations; and
- (c) executing all documents on behalf of the Corporation and such other duties as from time to time are assigned to the President by the Board of Directors.

**5.8.2 Vice President.** The Vice President shall substitute for the President in his/her absence and in such case may exercise the powers of the President with regard to calling meetings. The Vice President shall assist the President in the general direction and control of the work of the Corporation. The Vice President shall also perform such other duties as from time to time may be assigned by the President.

**5.8.3 Treasurer.** The Treasurer shall:

- (a) have custody of all funds, property and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors;
- (b) when necessary or proper, endorse on behalf of the Corporation for collection checks, notes and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate;
- (c) keep account(s) in said bank(s) and report on these accounts at each meeting;



- (d) pay all bills authorized by the Board of Directors. All checks must have any two (2) of the following three (3) signatures in the following priority order: Treasurer, President, and Vice President;
- (e) enter regularly on the books of the Corporation a complete and accurate account of all monies and obligations received and paid or incurred by him/her for or on account of the Corporation;
- (f) exhibit such books at all reasonable times to any member or to any Director on application at the offices of the Corporation;
- (g) actively participate in the formation of the yearly budget;
- (h) provide written financial statements at the Annual Meeting;
- (i) present the books for audit or Financial Review to a Certified Public Accountant or committee of three (3), members one (1) of whom shall not be a Director;
- (j) in addition to the Membership Chair, shall collect and deposit all dues to the benefit of the Corporation;
- (k) in general, perform all the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned by the Board or the President.

**5.8.4 Secretary.** The Secretary shall:

- (a) keep written minutes of all regular and special meetings of the Board of Directors as well as at the Annual Meeting;
- (b) read the minutes of the previous meeting unless copies are distributed to the Board of Directors in advance or to the members at the Annual Meeting;
- (c) see that all notices are duly given in accordance with the provision of these Bylaws or as required by law;

(d) be custodian of the Corporate Seal and all the Corporation's records and documents, except for the financial records, which shall be available to any Director or member upon request, and in general, perform all duties incident to the office of Secretary, and such other duties as are provided by these Bylaws and as from time to time may be assigned by the Board or the President.

**5.8.5 Other Officers.** Any Officer whose title, powers and duties are not otherwise stated in these Bylaws shall have such title, powers and duties as the Board of Directors may designate not inconsistent with these Bylaws. In case of the absence of any Officer or for any other reason that the Board of Directors may deem sufficient, the Board may delegate, for the time being, the powers or duties of such Officer to any other Officer or to any Director.

**5.8.6 Expiration of Term of Office.** At the expiration of the term of office, by termination or otherwise, of any Officer, said Officer shall turn over to his/her successor all monies, property, papers, records and books of the Corporation as may be in his/her possession.

**5.9 Compensation.** All Board of Directors and officers shall serve without monetary compensation for their duties. By resolution of the Board of Directors, the Corporation may pay directly or reimburse Board of Directors for their actual expenses in fulfilling their duties to the Corporation.

## **ARTICLE 6**

### **COMMITTEES OF THE BOARD**

**6.1 Standing Committees.** The Corporation shall have such committees as the Board of Directors may, from time to time, by resolution establish.

**6.2 Nominating Committee.** The President shall appoint a Nominating Committee of at least three (3) active members, other than the present Officers, to present a slate for election. The Nominating Committee shall nominate at least one candidate for each open Officer and Director position. Other nominations may be made by mail to the President, signed by any ten (10) members in good

standing, and received thirty (30) days before the Annual Meeting to allow time for preparation of a ballot.

- 6.3 Executive Committee.** The Executive Committee shall consist of the Officers of the Corporation. The President shall be the Chairperson of the Executive Committee. Subject to the provisions of these Bylaws, and to the extent permitted by law, the Executive Committee shall exercise all of the power and authority of the Board of Directors during the periods between regularly scheduled meetings of the Board.
- 6.4 Ad Hoc Committees.** The Board of Directors may, from time to time, by resolution, establish such special committees as it deems appropriate. All special committees and the chairperson thereof shall be appointed by the President with the approval of the Board of Directors.
- 6.5 Committee Responsibilities.** The Board of Directors may from time to time, by resolution, define or redefine the scope of responsibility and authority of all Committees, whether standing committees or otherwise. Subject to the provisions of these Bylaws, and to the extent permitted by law, each Committee shall have and may exercise only those powers delegated to it by the Board of Directors in the resolution creating such Committee. The Board of Directors, by resolution, may abolish any such Committees.
- 6.6 Meetings of Committees.** Meetings of the Committees may be called by the chairperson of each Committee when the chairperson deems a meeting necessary to accomplish the work of the Committee. A majority of the Committee shall constitute a quorum, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee.
- 6.7 Reports to the Board.** Actions taken at a meeting of any Committee shall be reported to the Board of Directors at its next meeting following the Committee meeting, except that when the meeting of the Board is held within two (2) days after the Committee meeting, the report, if not made at the first meeting, shall be made to the Board at its second meeting following the Committee meeting.

**ARTICLE 7**  
**BOOKS AND RECORDS**

- 7.1** **Books and Records.** The Corporation shall keep books and records of accounts and minutes of the proceedings of the Corporation and its Board of Directors. Such books and records shall be kept within the State of New Jersey.

**ARTICLE 8**  
**CONTRACTS AND LOANS**

- 8.1** **Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- 8.2** **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a specific resolution of the Board of Directors.
- 8.3** **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.
- 8.4** **Investments.** All funds of the Corporation available for investment shall be invested from time to time in such manner as shall be approved generally or specifically by the Board of Directors.

**ARTICLE 9**  
**DISSOLUTION**

- 9.1** **Notice.** A meeting may be called for the dissolution of the Corporation provided that written notice of such meeting be sent by first class mail to all Directors and each member at least thirty (30) days prior to said meeting.
- 9.2** **Absentee ballots.** Provision shall be made for an absentee ballot for those members incapable of attending a meeting of dissolution, for those who, by reason of illness or absence from the community, are unable to attend
- 9.3** **Continuance.** An affirmative vote of two-thirds of those Directors and members present, including absentee ballots, shall be required for the Corporation to continue.

**ARTICLE 10**  
**DISTRIBUTION OF ASSETS UPON DISSOLUTION**

- 10.1** Upon the dissolution of the Corporation, and in the priority set forth below,
- (a) The Treasurer with the consent of the Board of Directors shall pay and discharge all known liabilities and obligations of the Corporation, including member claims for expenses, within 30 days of the vote to dissolve, and collect all monies into one account; (b) The Treasurer shall return, transfer or convey all assets received and held by the Corporation upon condition that such assets be returned, transferred or conveyed upon dissolution of the Corporation;
- (b) The Board of Directors, with at least nine (9) present and voting, shall plan for the distribution of the accumulated funds, transferring or conveying all assets received and held by the Corporation subject to limitations, permitting their use only for charitable, eleemosynary, benevolent, educational or similar purposes, but not held upon conditions set forth in subsection (b) above, to one or more organizations exempt from taxation under the provisions of Section 501 (c)(3) of the Code.

- (c) The account of the Cape May Point Taxpayers' Association, Inc. shall cease to exist following the discussion, amendment, and approval of a distribution plan by vote of the Board of Directors and the actual dispersal of the funds.

## **ARTICLE 11**

### **GENERAL PROVISIONS**

- 11.1 Fiscal Year.** The fiscal year of the Corporation shall end December 31.
- 11.2 Parliamentary Authority.** Robert's Rules of Order, Newly Revised, shall govern in all cases where applicable and where not inconsistent with the By-Laws of the Corporation.
- 11.3 Seal.** The Corporation shall have a seal bearing thereon the name of the Corporation, the year and state of incorporation, and such emblem or device, if any, as the Board of Directors may from time to time designate as symbolic of the Corporation.
- 11.4 No Personal Liability.** The Directors and Officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due and payable to them from the Corporation, to the fullest extent permitted by the New Jersey Nonprofit Corporation Act, as may be amended from time to time.
- 11.5 Disclosure of Interest.** No Director or Officer of the Corporation shall have any personal financial interest, direct or indirect, in any contract or any business conducted by the Corporation or to the furnishing of supplies or services to the Corporation, unless authorized by a concurring vote of two-thirds of the disinterested members of the Board, even though the disinterested members of the Board may be less than a quorum, and provided that the material facts as to his/her interest in such transaction are disclosed in the Minutes of the Corporation and are known to the Board.

**ARTICLE 12**  
**AMENDMENTS**

**12.1 Amendments.**

**12.1.1** Amendments and additions to the by-laws may be adopted at any meeting of the Association members. Written notice of the meeting must contain a copy of the proposed By-laws.

**12.1.2** Amendments shall be presented in writing to the Board of Directors and the members no later than thirty (30) days before the meeting.

**12.1.3** The Corporation may, by the affirmative vote of two-thirds of the Board of Directors and the members in attendance amend, alter, add or repeal any Bylaws of the Corporation.