

Taxpayers Association of Cape May

Proposed Change to Number of Directors
Effective date – 02/28/2010

By-Laws

ARTICLE I - NAME

Section 1: The name of this organization shall be THE TAXPAYERS ASSOCIATION OF CAPE MAY, INCORPORATED.

Section 2: Taxpayer Association of Cape May, Inc. is hereinafter referred to as the Association which may be used as the short title.

ARTICLE II PURPOSE

Section 1: The Taxpayers Association of Cape May (TPA) is a single purpose entity with no partisan or political agenda. Its members have only one thing in common. They pay the taxes which support the services of government.

Section 2: The Sole Mission of the TPA is to hold accountable any and all governmental entities which raise and expend public revenues within the city of Cape May.

Section 3: On behalf of the taxpayers of Cape May, the TPA seeks to nurture a transparent relationship between the taxpayers and their governments, and will aggressively pursue:

- A full and informative presentation of local and county budgets,
- A comprehensive understanding of the costs and benefits of services funded by taxpayers,
- A clear and documented assessment of taxpayer benefit in any proposed expenditure of public funds,
- Policies and Recommendations by TPA which identify and support the interests of the taxpayers of Cape May,
- Efficiency, economy and ethical conduct government services,
- Taxpayer support for services, programs and initiatives which benefit the interests of the taxpayers of Cape May,
- Taxpayer opposition to any and all expenditures of public funds for which the purpose and value to the taxpayer is insufficient or has not been documented,
- Cooperation and information sharing among all agencies, organizations, groups and associations within the community,
- Comprehensive governmental planning that is responsive to the interests and economic resources of the taxpayers of Cape May.

Section 4: All funds of the Association shall be disbursed for the above purpose.

ARTICLE III MEMBERSHIP

Section 1: Any taxpayer owning real property in Cape May shall be eligible for membership in the Association, subject to the approval of the Board of Directors.

Section 2: Membership is subject to such rules as, from time to time, are established by the Board of Directors.

Section 3: The Board of Directors may establish sustaining memberships and fix their annual dues.

Section 4: The Board of Directors by an affirmative vote of three quarters of Directors attending the meeting may expel a member from membership for conduct unbecoming a member, detrimental to the good order of the Association or in violation of any By-laws or any rule or regulation promulgated by the Board of Directors; provided that such member shall first be given ten days written notice of the charges and accorded a hearing before the Board of Directors.

ARTICLE IV DUES

Section 1: The annual dues should be set periodically by the Directors of the Association.

Section 2: Annual dues shall be payable for a 12-month period commencing on January 1st.

Section 3: Any member whose dues are in arrears for three (3) months shall forfeit the right to vote in the Association and may be removed from membership by the Board of Directors.

ARTICLE V BOARD OF DIRECTORS

Section 1: The business of the Association shall be conducted, subject to by-laws adopted by the members, by a Board of Directors, which shall have the powers and duties vested in it by the law.

Section 2: The number of Directors shall be no less than nine (9) members ~~twelve (12)~~—with seven regular members and two alternate members. A quorum shall consist of five (5) members.

However, the number of Directors may be increased from time to time as the Board sees fit by a two thirds vote of the Board so long as the number of Directors is evenly divisible by three. Initially, one-third of the Directors shall be elected to serve until the next annual meeting of Association members, one-third elected to serve until the second next annual meeting of Association members, and one-third elected to serve until the third next annual meeting of Association members, but all directors thereafter elected shall be elected for a three year term so that the term of one-third of the directors shall expire at each meeting.

Section 3: If the number of Directors is increased, they shall be appointed by a majority of the Board but shall stand for election at the next annual meeting. Any other vacancies in the Board of Directors may be filled for the time intervening between the occurrence of such vacancy and the next annual meeting of Association members by a majority vote of the remaining members of the Board.

Section 4: The Board of Directors shall provide for an annual audit of the finances of the Association.

Section 5: No paid official or employee of the City of Cape May, the County of Cape May or any of their agencies, boards or divisions may be an officer or Director of the Association. In the event that any Officer or Director accepting a paid position as stated heretofore, his or her Office of the Association or Directorship shall become vacant.

ARTICLE VI ELECTION OF OFFICERS

Section 1: The Board of Directors shall elect from its own number a President, a Vice-President, a Secretary, and a Treasurer, and any additional officers the Board deems necessary or desirable. Such officers shall serve until their successors are elected at the first meeting of the

Board following the next succeeding-annual meeting of Association members but may be removed from office prior thereto by vote of two-thirds of the Board.

ARTICLE VII - ELECTION OF DIRECTORS

Section 1: The directors shall be elected by mailed ballot or proxy by members of the Association at the annual meeting of the membership to be held prior to Labor Day.

Section 2: The time and place of the annual meeting to be determined by the Board of Directors.

ARTICLE VIII DUTIES OF OFFICERS

Section 1: The President shall ordinarily preside as chairperson at meetings of the Association and the Board of Directors.

Section 2: The President may establish standing or temporary committees, assign their duties, and appoint any member of the Association to sit on such committees. The Committees shall exist at the pleasure of and shall report as required to the President.

Section 3: The President shall carry out the policy and program of the Association as directed by the Board of Directors. When these bodies are not in session he or she shall represent and act for these bodies.

Section 4: The Vice-President shall substitute for the President in his or her absence and in such case may exercise the powers of the President with regard to calling meetings.

Section 5: The Secretary shall keep minutes at meetings of the Association and the Board of Directors, send all notices as required, have charge of the seal and records of the Association, and along with President's sign all contracts.

Section 6: The Treasurer shall collect all dues and shall have custody of all moneys belonging to the Association. He or she shall keep complete accounts and shall present a written financial statement at each annual meeting. Expenditures shall be made only by the Treasurer upon specific or general authorization of the Board of Directors.

Section 7: In case of the absence of any officers 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.

ARTICLE IX MEETINGS OF THE BOARD OF DIRECTORS

Section 1: The President may call meetings of the Board of Directors at his discretion. A meeting of the Board of Directors must be called by the President upon written request of ~~three (3) five (5)~~ or more directors. Notice of every meeting, stating the time and place thereof, shall be given to each director personally, by telephone, or by mail at least one (1) day before the meeting.

Section 2: A majority of directors shall constitute a quorum of the Board of Directors. (5)

Section 3: At every meeting of the Board, all questions shall be decided by the vote of a majority of the directors attending said meeting except as otherwise provided.

Section 4: The order of business at meetings of directors shall be as follows:

1. Call to order.
2. Recording of members present.
3. Reading of minutes of last meeting.
4. Reports of Board of Directors, Officers, and Committees.
5. Unfinished business.
6. New business.
7. Miscellaneous business and discussions.
8. Adjournment.

ARTICLE X MEETING OF THE MEMBERS

Section 1: The annual meeting of the membership shall be held prior to Labor Day at a time and place and to be determined by the Board of Directors.

Section 2: Special meetings of the membership may be called either by the President at his discretion, or by the President upon written request of twenty-five (25) or more members. In the event the President does not call a special meeting as requested by the membership those members seeking the special meeting may submit their request in writing directly to the Secretary of the Board for consideration. The agenda of a special meeting may be discussed at such meeting. Notice of each annual or special meeting shall be given to each member either in writing or by publication, at least five (5) days prior to the meeting.

Section 3: At every annual meeting all elections and all questions shall be decided by a majority vote of those members of the Association in good standing by written ballot or proxy arriving by date specified on ballot. The Board may call for a vote on any issue determined by a majority of the Board that it determines can not wait until the next annual meeting.

ARTICLE XI BY-LAWS AND AMENDMENTS

Section 1: Amendments to the Constitution or By-Laws for the Association shall be submitted by the Board and may be adopted at the annual or a special meeting of Association members.

Section 2: All amendments shall be decided by a majority vote of those members of the Association in good standing by written ballot or by proxy arriving by date specified on the ballot. Any proxies/ballots not returned by any member will be voted in the affirmative by the Secretary of the Association. Any proxy which is returned which does not contain a specified affirmative or negative vote will be voted in the affirmative by the Secretary of the Association.

ARTICLE XII INDEMNIFICATION

Every person who was or is a party of is threatened to be made a party to any action, suit or proceeding, whether civil criminal, administrative or investigative, by reason of the fact that such person or a person of whom such person is the legal representative is or was a Director or Officer of the Association for all actions taken by him or her or for any failure to take action in his or her capacity as a Director regardless of when the action or failure to act occurred shall be indemnified and held harmless by the Association to the fullest extent legally permissible under the laws of the State of New Jersey against all expenses, liabilities and losses (including attorney fees, judgments, fines and amounts paid in settlement) reasonably incurred or suffered by such person in connection therewith. Such right of indemnification shall not be exclusive of any other right which such Director or representative may have or hereafter acquire.

ARTICLE XIII DISSOLUTION

Section 1: The Association may be terminated and dissolved only by a two-third vote (7) of the Board of Directors provided that at least 20 days written notice of the proposed termination and dissolution shall have been given to all members of the Association.

Section 2: In the event the Board of Directors of the Association have any remaining assets and income, they shall donate to any organization or organizations that are exempt under section 601 (C3) of the Internal Revenue Code of 1954 as amended, as the Board of Directors of the Association shall select.