

Brant Beach Homeowners Association Inc.
A New Jersey Non-profit Corporation
(DBA Brant Beach Taxpayers Association)

BYLAWS

ARTICLE I

Name

The name of this corporation shall be Brant Beach Homeowners Association. The business of the corporation may be conducted as Brant Beach Taxpayers Association or BBTA.

ARTICLE II
PURPOSES AND LIMITS

Purpose

1. The Brant Beach Taxpayers Association is a non-partisan, non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.
2. The Brant Beach Taxpayers Association's purpose is to:
 - facilitate communication to its members and between the members and all levels of government in regard to issues affecting the Brant Beach section of the Township of Long Beach (drop taxpayers)
 - Inform the Association members of important matters being considered at public hearings and before County, State and Federal bodies on matters consistent with the purpose of the organization.
 - address issues relating to taxation, accountability of government officials, and the appropriate spending of property tax dollars
 - address issues of welfare, safety and quality of life for residents, visitors, and investors in the Brant Beach section of the Township of Long Beach
 - pursue projects focused on the sustainability and beautification of all areas of the Brant Beach section of the Township of Long Beach.
3. The association may join with and assist other organizations whose activities further accomplish, foster, or attain these purposes.

Legal Status, Limits and Dissolution

1. The Brant Beach Taxpayers Association is a New Jersey non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
2. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the organization is carrying on propaganda, or otherwise attempting to influence legislation, and the organization does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for office.
3. No part of the net earnings of the organization/corporation shall inure to the benefit or be distributable to any; director, officer, member, or private shareholder or individual.
4. Upon termination or dissolution of the Brant Beach Taxpayers Association any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the Brant Beach Taxpayers Association hereunder shall be selected by the discretion of a majority of the Board of Directors. The Directors shall select the qualifying organization or organizations to receive the assets to be distributed giving preference, if practicable, to organizations located within the Brant Beach section of the Township of Long Beach or other areas of Long Beach Island. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County of Ocean exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.
5. The fiscal year of the corporation shall be from September 1 to August 31 of the following year.

ARTICLE III
MEMBERSHIP AND MEETINGS OF THE MEMBERSHIP

Membership

1. Membership is open to all taxpayers of the Brant Beach section of the Township of Long Beach including Taxpayer/Owner of record, Legal Resident-tenant and Business / Corporate entities. If a parcel is owned by more than one person, all of the owners together shall be deemed a single owner and a single member and be entitled to a single vote. If several parcels are owned by one person, that person shall constitute a single owner and be entitled to a single membership and a single vote.
2. Only members in good standing are eligible to vote on matters brought before the Membership. Membership is not required to participate in activities of the Association.
3. A member in good standing shall have paid their dues in full during the current calendar year of the Association.
4. The Annual Meeting of the Members shall be held in the month of September of each year, or as soon as thereafter practicable, at a time and place designated by the Board.
5. Notice of the Annual Meeting shall be provided to each Member at least thirty (30) days prior to the meeting.
6. Special meetings of the Members may be called by the President. In addition, a special meeting of the Members shall be called by the President within thirty (30) days of the receipt of a written request of twenty (20) members or more. Notice of any special meeting shall state the purpose for which it is to be held and no business other than that related to this purpose shall be transacted at the meeting. Notice of special meeting of members, stating the time, place and purpose thereof, shall be provided to each member within ten (10) days of the date of the meeting.
7. The following are considered non-voting members. A member is currently inactive, dues in arrears, not entitled to vote. Business / Corporate members, not entitled to vote. Former member, no longer a property owner can retain active membership (for a reduced fee), not entitled to vote.

Membership Dues

Payment of dues will be on an annual basis. These dues will be used to cover general operating expense, select projects that serve the purpose of the Association and from time to time, support charitable organizations and civic functions when appropriate or when needed.

ARTICLE IV
BOARD OF DIRECTORS

Number of Directors

Brant Beach Taxpayers Association shall have a Board of Directors consisting of no less than 5 but no greater than 13 active members including officers.

Powers

1. All corporate powers shall be exercised by or under the authority of the Board of Directors and the affairs of the Brant Beach Taxpayers Association shall be managed under the direction of the Board of Directors, except as otherwise provided by law.
2. The Board of Directors shall establish the policies of the organization to carry out its stated purposes.
3. The Board of Directors shall establish the goals and objectives of the organization in the interest of carrying out the organization's stated purposes.
4. The Board of Directors shall legally protect and insure the organization against professional and personal injury liability.

Terms

1. All directors shall be elected to serve a two-year term.
2. Director terms shall be staggered so that either six or seven directors will end their terms in any given year.
3. The term of office shall begin October 1st and end September 30th of the second year in office.

Qualifications and Election of Directors

1. In order to be eligible to serve on the Board of Directors:
 - must be 18 years of age or older
 - must be a member in good standing as defined in Article III #3.
 - may not hold any partisan elective (elected) office

2. Directors shall be elected at the annual meeting by the majority vote of the voting members attending that meeting.

Member Responsibilities

1. Attend a majority of board meetings.
2. Serve on one or more board committees
3. Be an advocate for BBTA

Vacancies

The Board of Directors may fill vacancies due to the resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

Removal of Directors

A director may be removed by two-thirds ($\frac{2}{3}$) vote of the Board of Directors then in office if:

- the director is absent and unexcused from half or more duly called meetings of the Board of Directors.
- the director violates the association's By-Laws, Conflict of Interest, Discrimination or Ethics Policies or whose behavior in connection with association business may cause harm, injury, or damage to any individual or to property.

Board of Directors Meetings

1. The Board of Directors shall have regular meetings. Notice of meetings shall specify the place, day, and hour of meeting. Meetings may be held using any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call. Actions of the board may be approved by email as long as a quorum of board members gives consent.
2. Special meetings of the board may be called by the President, Vice President, Secretary, Treasurer, or any two (2) other directors of the Board of Directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place.

Board of Director Voting

1. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

2. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities.

ARTICLE V **OFFICERS**

Board Officers

1. The officers of the association shall be a board President, First Vice-President, Second Vice-President, Secretary, and a Treasurer.
2. All Officers shall be elected to a two-year term by the Board of Directors following the Annual Meeting of the membership in the year in which Officers' terms are set to expire, or at some other time fixed by the Board of Directors
3. Any officer may resign at any time by giving written notice to the corporation without prejudice. Any resignation shall take effect at the date specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

Duties of Officers

1. Board President

The board President shall be the chief volunteer officer of the corporation. The board President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

2. First Vice President

The First Vice President shall be responsible for the following:

- Provide monitoring of all standing Board committees and membership meetings
- Be responsible for all matters concerning the governance of the Board
- Maintaining the bylaws and adhering to the mission statement of the association.
- Compose, with Board members input, monthly newsletter to membership.

In the absence or disability of the board President, the First Vice-President shall perform the duties of the board President. When so acting, the First Vice-President shall have all the powers of and be subject to all the restrictions upon the board President.

3. Second Vice President

The Second Vice President shall be responsible for the following:

- Maintain and update all member information to master roster and email list.
- Monitor and manage donations/dues transferring to the bank account.
- Update Treasurer of all activity via a monthly transaction report

- Maintain and update association webpage.

In the absence or disability of the board President and First Vice President, the Second Vice President shall perform the duties of the President. When so acting, the Second Vice President shall have all the powers, and be subject to, all the restrictions of the President.

4. Secretary

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees in the corporation's minute book. The minutes of each meeting shall

- state the time and place that it was held
- list attendees
- record the actions.

Give notice of all meetings of directors and committees as required.

Maintain all files, business correspondence, insurance and corporate papers.

5. Treasurer

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The Treasurer shall:

- oversee and keep the board informed of the financial condition of the organization including, but not limited to account of major transactions
- collect dues and keep accurate records of all donations
- write checks and deposit funds in a timely manner to the credit of the corporation in such banks as the board may select
- all checks, orders for payment of money, contracts, and other agreements shall be executed jointly by the President and Treasurer as presented by the Board of Directors.
- retain for 3 years bank reconciliations, bank statements, deposit slips and checks
- report audit and/or financial review results
- retain all audit reports permanently
- prepare and present the Form 990 to the Board of Directors prior to the filing of the Form 990 with the IRS
- retain for 7 years tax records including, but not limited to, documents concerning payroll, expenses and proof of contributions made by donors.

ARTICLE VI **COMMITTEES**

Committees

The President, with the advice and consent of the Board of Directors, shall have the authority to form committees at any time during his or her term of office. Non-board members shall be eligible for appointment as members of committees (except as members of the Executive Committee, if any), but not serve as the chairperson of any committee in the absence of specific authorization by the Board of Directors. In addition, non-board committee members may not vote in connection with any action that may bind the Association.

ARTICLE VII **INDEMNIFICATION**

Indemnification

The Brant Beach Taxpayers Association shall, to the full extent permitted by law, indemnify each of its board members, officers and other agents of the Association (collectively “corporate agents”) against his or her expenses in connection with any proceeding by or in the right of the Brant Beach Taxpayers Association to procure a judgment in its favor which involves such person by reason of his or her having been such corporate agent, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Brant Beach Taxpayers Association.

The Brant Beach Taxpayers Association shall have the power to purchase and maintain insurance on behalf of each corporate agent against any expenses incurred in any proceeding and any liabilities asserted against him or her being or having been a corporate agent, whether or not the Brant Beach Taxpayers Association would have the power to indemnify him or her against such expenses or liabilities under the provision of applicable law.

ARTICLE VIII **POLICIES**

Conflict of Interest

The board shall adopt and periodically review a conflict-of-interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any board member, officer, employee, affiliate, or member of a committee with board-delegated powers.

Nondiscrimination

The officers, board members, committee members, employees, and persons served by this association shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Brant Beach Taxpayers Association not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

Ethics

Brant Beach Taxpayers Association requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Brant Beach Taxpayers Association to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance.

ARTICLE IX
TRANSPARENCY AND ACCOUNTABILITY

By making full and accurate information about its mission, activities, finances, and governance publicly available, Brant Beach Taxpayers Association practices and encourages transparency and accountability to its membership and the general public.

Corporate records which include the corporation's Articles of Incorporation, By-Laws, all policies and financial statements and audits shall be available for inspection free of charge. IRS Forms 1023, Application for Exemption as well as tax filing 990 shall also be available for inspection.

ARTICLE X
FORCE AND EFFECT OF BY-LAWS

These by-laws are subject to the provisions of the New Jersey Non-Profit Corporation Act (the "Act") N.J.S.A. 15A:1-1 et seq and the Certificate of Incorporation of this Brant Beach Taxpayers Association, as it may be amended from time to time. If any provision in these by-laws is inconsistent with a provision of the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of the inconsistency.

ARTICLE XI
BY-LAW AMENDMENT AND CERTIFICATION

Bylaw Amendment

These By-laws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors at a duly called meeting of the board provided that:

1. no amendment shall be made to these Bylaws which would cause the association to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.
2. all amendments be consistent with the Articles of Incorporation.

Certification of adoption

I do hereby certify that the above stated Bylaws of Brant Beach Taxpayers Association were approved by the Brant Beach Taxpayers Association Board of Directors on mm/dd/year and constitute a complete copy of the Bylaws of the corporation.

__Russell C Johnson_____
< Name>, Secretary

Date: __Mar. 16, 2023_____

Amendments - History

Dec. 15, 2022 – Changes relating to membership status, voting rights, number of board members

March 16, 2023 – change to Article III.3 from fiscal to calendar year