

Ship Bottom Taxpayers Association

A New Jersey Non-profit Corporation

BYLAWS

ARTICLE I

Name

The name of this corporation shall be Ship Bottom Taxpayers Association. The business of the corporation may be conducted as Ship Bottom Taxpayers Association or SBTA.

ARTICLE II **PURPOSES AND LIMITS**

Purpose

1. The Ship Bottom 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 Ship Bottom Taxpayers Association purpose it to:
 - facilitate communication to its members and between the members and all levels of government in regard to issues affecting taxpayers
 - address issues relating to taxation, accountability of government officials, and the appropriate spending of tax dollars
 - address issues of welfare, safety and quality of life for residents and visitors in the Borough of Ship Bottom
 - work toward the sustainability and beautification of all areas of the Borough of Ship Bottom both public and privately owned.
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 Ship Bottom 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 part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

3. Upon termination or dissolution of the Ship Bottom 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 Ship Bottom 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 borough of Ship Bottom 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.
4. The fiscal year of the corporation shall be from October 1 to September 30 of the following year.

ARTICLE III **MEMBERSHIP**

Membership

Membership is open to all taxpayers of the Borough of Ship Bottom upon payment of the annual dues. 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. If the property is held by a fiduciary, the fiduciary shall be deemed to be the owner.

Dues

Dues will be determined by the Board of Directors at the beginning of the fiscal year and shall be up to but not to exceed the pre-season cost of a resident's seasonal beach badge. Dues must be paid by August 1 in order to vote at any duly called meeting of the association.

Business Sponsors

Business Sponsors will donate a minimum of \$100 annually, for the period covering January 1st through December 31st. Business Sponsors will be highlighted on our website and regular newsletters, along with other documentation if appropriate.

ARTICLE IV BOARD OF DIRECTORS

Number of Directors

Ship Bottom Taxpayers Association shall have a Board of Directors consisting of up to nine voting members, including officers.

Powers

All corporate powers shall be exercised by or under the authority of the Board of Directors and the affairs of the Ship Bottom Taxpayers Association shall be managed under the direction of the Board of Directors, except as otherwise provided by law.

Terms

1. All Directors shall be elected to serve continuous two-year terms.
2. The President will also serve a two-year term; however, this individual can only serve for a maximum of three consecutive terms (6 years in total).
3. The term of office shall begin October 1 and end September 30 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
 - may not hold any partisan elective office
2. New board members will first be nominated and approved by the current Board of Directors.
3. The nominated Directors shall then be elected at an annual membership meeting by a majority of voting members in attendance or by proxy ballot.

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 at least one regular meeting each fiscal year. Notice of meetings shall specify the place, day, and hour of meeting. Notices of meetings shall be on the association's web site, www.shipbottomtaxpayers.org and may be publicized in other appropriate media. 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 corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be elected by the members at an annual meeting.
2. 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. Vice President

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

3. 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.

4. Membership Chairperson

The Membership Chairperson shall maintain a current roster of dues paying Members; develop plans for garnering additional dues paying Members; and perform duties as ordinarily pertain to the office of The Membership Chairperson.

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.

Chair the Finance Committee and oversee budget preparation.

ARTICLE VI **COMMITTEES**

Committees

There shall be four standing committees:

1. Membership
2. Finance
3. Audit
4. Beautification

Additional committees may be formed by the Board of Directors. Appointment to the Audit Committee shall be by the Board of Directors each year. All other committee members shall be by self-appointment or by the Board of Directors from the membership.

ARTICLE VII **INDEMNIFICATION**

Indemnification

The Ship Bottom 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 Ship Bottom 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 Ship Bottom Taxpayers Association.

The Ship Bottom 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 Ship Bottom 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 Ship Bottom 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

Ship Bottom 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 Ship Bottom 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, Ship Bottom 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
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 membership at a duly called meeting of the membership 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 the Ship Bottom Taxpayers Association were approved by the Ship Bottom Taxpayers Association Board of Directors on August 12, 2024 and constitute a complete copy of the Bylaws of the corporation.



Greg Fath, President

Date: 08-19-2024