

Amendments to and Ratification of By Laws dated September, 2015

ARTICLE I – NAME

Current

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 a short title.

Amendment

Section 1. The name of this organization shall be The Taxpayers Association of Cape May, **Inc.**”

Section 2. **The** Taxpayers Association of Cape May, Inc. is hereinafter referred to as “the Association” which may be used as a short title.

Discussion: The legal name of the organization on record with the State of New Jersey is "Taxpayers Association of Cape, May, New Jersey." (note the extra comma between Cape and May). This amendment will correct typos in the document and allow the organization to formally change its name with the State of New Jersey.

ARTICLE V- BOARD OF DIRECTORS

Current

Section 2. The number of Directors shall be no less than seven (7). A quorum shall consist of four (4) Directors. However, the number of Directors may be increased from time to time as the Board sees fit by an affirmative vote of at least five (5) members.

Section 5. If the number of Directors is increased, they shall be appointed by a majority of the Board of Directors but shall stand for election at the next annual meeting.

Amendment

Section 2. The number of Directors shall be no less than **five (5)**. A quorum shall consist of **three (3)** Directors. However, the number of Directors may be **changed** from time to time as the Board sees fit by an affirmative vote of a **majority of the Directors present**.

Section 5. **Directors must stand for election at the annual meeting of the Members and will serve for a one (1) year term until the next annual meeting of the Members.**

Discussion: These changes provide the Board with more flexibility to address Board membership consistent with participation or non-participation of Members. Currently only seven members serve on the Board. The existing By-Laws does not state the term of Board members which the amendment does.

ARTICLE IX- MEETINGS OF THE BOARD OF DIRECTORS

Current

Section 2. A majority of Directors, but in no event less than four (4) Directors, shall constitute a quorum of the Board of Directors.

Amendment

Section 2. **At least three (3) Directors must be present to constitute a quorum for a meeting of the Board of Directors.**

Discussion: *The amendment reconciles this section with the amendment made to Article 5, Section 2, above.*

Current

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 (sent by email)
4. Reports of Board of Directors, Officers and Committees.
5. Unfinished Business
6. New Business
7. Miscellaneous Business
8. Adjournment

Amendment

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. Treasurer's Report**
- 5. Business and Discussion.**
6. Adjournment

Discussion: *Board meetings are dynamic and need flexibility due to invited guests and an array of topics. The amendment allows such meeting structure flexibility while maintaining the quorum and meeting minutes requirements.*

Taxpayers Association of Cape May
Annual Meeting of Members
August 20, 2026

Current

Section 5. No section 5 currently exists.

Amendment

Section 5. Any meeting of the Board or its committees may be held by conference telephone call or through similar communications equipment by which all persons participating in the meeting are able to hear and speak to each other. Participation in a telephonic or videographic meeting held pursuant to this section shall require a quorum of the Board and constitute presence in person at such meeting.

Discussion: Although Board members prefer and make every effort to attend Director meetings in person, life circumstances can prevent in-person attendance. This allows a Director to participate in a Board meeting if she or he cannot be physically present.

ARTICLE X – MEETING OF THE MEMBERS

Current

Section 2. ...Notice of each annual or special meeting shall be given to each member either by email or publication, at least five (5) days prior to the meeting.

Amendment

Section 2. ...Notice of each annual or special meeting shall be given to each member by email **and/or** publication, at least **ten (10)** days prior to the meeting.

Discussion: This amendment allows for notice at least by email or publication or both and makes this section into consistent with our understanding of NJ Statute 15A:5-4 that requires at least 10 days prior notice of the meeting.

Article XI, BY-LAWS AND AMENDMENTS.

Current

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.

Amendment

Section 1. Amendments to the **Certificate of Incorporation or these By-Laws** shall be submitted by the Board to the Members and may be adopted **upon affirmative vote** at the annual or a special meeting of the Members

Discussion: This corrects a technicality in that the Association has no "Constitution" but it has a Certificate of Incorporation.

Art XIII, DISSOLUTION

Current

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.

Amendment

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 501(c)(3) of the Internal Revenue Code of 1954 as amended, as the Board of Directors of the Association shall select.

Discussion: *This corrects a typographical error.*

Required actions:

- 1) Members vote to affirm and ratify these amendments and the remainder of the By-Laws dated September, 2015.
- 2) Upon Member affirmation and ratification of these amendments and the remainder of the By-Laws dated September, 2015, the Board shall cause the restated By-Laws to be published on its website.