

STONE HARBOR PROPERTY OWNERS ASSOCIATION

BYLAWS

(Adopted May 8, 2010)
(Amended August 2014)
(Amended & Restated January 14, 2017)
(Amended & Restated November 7, 2018)
(Amended & Restated December 14, 2019)
(Amended & Restated May 14, 2022)

ARTICLE 1 – PURPOSE

The purpose of the Stone Harbor Property Owners Association, herein referred to as the Association, shall be to inform the Membership of the Association of matters of importance to them as property owners in the Borough of Stone Harbor, to advise and consult with the Borough officials about matters of concern to the Membership and in any and all other ways possible to promote and advocate for the community development and improvement of health, safety, the environment and the general welfare of the Borough of Stone Harbor and its environs.

ARTICLE II – MEMBERSHIP

Each member of the Association, herein referred to as a Member or, collectively, the Membership, shall be an owner or co-owner of a real estate parcel (as such parcel is separately identified upon the current property taxpayer list in the Borough of Stone Harbor), whether a full time resident or not, and whose Association dues for such parcel have been paid currently. Where a real estate parcel is held in the name of two (2) or more persons, such as joint owners, each parcel shall nevertheless have only one (1) Member vote in the Association. Where a real estate parcel is titled in the name of a corporation, trust, partnership, or similar legal entity, such entity may designate only one (1) representative to be the voting Member of the Association. An owner or owners of more than one (1) real estate parcel in the Borough of Stone Harbor shall be entitled to apply for a voting Membership in the Association for each such real estate parcel, providing however that a separate dues-paying Membership must be obtained for each such real estate parcel.

ARTICLE III – FEE

The annual dues shall be such as are fixed from time to time by the Trustees of the Association. Any Member who fails to pay annual dues by the 30th day of June of the then current year due shall be ineligible to serve as a Trustee or Officer of the Association or to vote upon any matters of the Association and shall be dropped from the rolls of the Association.

ARTICLE IV – BOARD OF TRUSTEES

- a) The Board of Trustees, herein referred to as the Board, shall consist of up to twenty (20) Association Members including the five (5) principal Officers (as hereinafter defined). The number of Trustees and Officers shall be such as are fixed from time to time, subject to the approval of a majority of the Trustees. The Board shall have general direction of the affairs and property of the Association. This will include, but is not limited to, sources and use of funds, policy determination and paid consultant assistance. The Board shall meet at such time and place as the Board deems convenient, but in no case will it meet fewer than four (4) times per year. The Board shall have the power to fill any vacancy in the ranks of Officers and Trustees should an elected Officer or Trustee be unable or unwilling to serve a full term. In the event of a vacancy in the ranks of Officers or Trustees, the most recently constituted Nominating Committee shall propose a replacement Trustee or Officer, as the case may be, to serve the remaining unexpired term of that vacancy. Such proposed replacement Officer or Trustee shall be promptly ratified or rejected by majority vote of the Board. Any period of service resulting from such an appointment shall not be considered a term of office for the purpose of term limitation.
- b) A Trustee of the Association shall hold office for a term of three (3) years or until a successor is duly elected. Upon nomination by the Nominating Committee, a Trustee may stand for election to a second consecutive term of three (3) years. Furthermore, at the discretion and unanimous vote of the Officers of the Association, and upon ratification by a majority of the Board, a Trustee term of office may be extended for additional terms of three (3) years each if such Trustee has particular technical skills utilized in his/her role as a Trustee. Such expertise must be deemed critical to the function and purpose of the Association.
- c) A Trustee of the Association elected to a public office in local, county, or state government which has jurisdiction over the Borough of Stone Harbor, or appointed to such elective office to fill a vacancy, shall automatically cease to be a Trustee of the Association upon taking such public office.
- d) No notice shall be required for regular meetings of the Board for which the time and place have been fixed at an earlier meeting. At least three (3) days' email or direct mail or oral prior notice shall be given of the time and place of special meetings of the Board. The notice of any meeting need not specify the purpose of such meeting, unless such meeting could result in a vote of the Trustees. The requirement for furnishing notice of any meeting may be waived by any Trustee or Officer by signing a waiver of notice before or after the meeting and shall be waived by attendance at the meeting without protesting lack of notice.
- e) A majority of the entire existing membership of the Board shall constitute a quorum.

- f) A meeting of the Board may be called at any time by the President and one other Officer. A written petition to the President by at least five (5) Trustees for a special meeting shall obligate the President to convene a meeting of the Board.
- g) The presiding Officer of any meeting of the Board is not entitled to vote unless there is a tie, in which case he/she will cast the deciding vote.
- h) No Association stand or position on a subject which the Board deems to be controversial will be expressed or valid unless approved by a majority of the Board. The views, policy or position of the Association on a controversial topic may be expressed publicly by the President, Vice President or other person specifically designated by the Board, but no statement on a controversial topic may be made publicly, purporting to be on behalf of the Association, by a person who is not so authorized.
- i) Any Trustee or Officer absent without justification from more than three (3) official meetings per term year will be considered as having resigned and will be so notified in writing by the Secretary. The resulting vacancy shall be filled as provided in Section IV (a) of these bylaws.
- j) The members of the Board or any Committee thereof may participate in a meeting of such Board or Committee by means of audio and/or video conference telephone or internet connection or similar communications equipment which permits all persons participating in such meeting to hear each other.
- k) No contract or other transaction between the Association and one or more Trustees shall be void or voidable solely by reason of a potential conflict of interest or a common interest, or solely because such Trustee or Trustees are present at the meeting of the Board or Committee thereof which authorizes or approves the contract or transaction, providing that such Trustee or Trustees shall have been recused from voting upon the contract or transaction which presents a potential conflict of interest or a common interest, and further providing that the contract or other transaction is fair and reasonable to the Association at the time it is authorized and either:
 - (1) The fact of the potential conflict of interest or common interest is disclosed or known to the Board or Committee and the Board or Committee authorizes, approves or ratifies the contract by affirmative vote of a majority of the disinterested Trustees; or
 - (2) The fact of the conflict of interest or common interest is disclosed or known to the Members of the Association, and they authorize, approve, or ratify the contract or transaction.

ARTICLE V – OFFICERS

- a) The Officers of the Association shall consist of a President, a Vice President, a Treasurer, a Chief Information Officer, and a Secretary. The Officers will hold a two (2) year term and serve also as Trustees. They will be elected by the Trustees and subsequently approved by the Membership of the Association at the fall Annual Member Meeting, and assume office immediately following the meeting.
- b) Terms of office of the President and the Vice President are to be overlapping so the President's and one Officer's terms expire together, and the Vice President's and another Officer's terms expire the following year. No Officer may be elected to more than two (2) consecutive terms in the office served. No Officer may serve in more than one (1) office at the same time.
- c) In the absence of an Officer, the duties of the office will be assumed by the line of succession, i.e., President, Vice President, Treasurer, Chief Information Officer, Secretary, in that order.
- d) An Officer of the Association elected to a public office in local, county, or state government which has jurisdiction over the Borough of Stone Harbor, or appointed to such elected office to fill a vacancy, shall automatically cease to be an Officer of the Association upon taking such public office.
- e) The President shall preside at all meetings of the Association and Board; shall be an ex-officio member of all Committees; shall have general supervision of all Officers; and shall report to the Members at all Member Meetings of the Association.
- f) The Vice President shall perform all duties and exercise all powers of the President when the President is absent and shall assist the President in his/her role as an ex-officio member of all Committees.
- g) The Treasurer shall have custody of all monies of the Association and arrange for the deposit in the name of the Association in such depository as may be directed by the Board. The President shall appoint a Committee comprised of one Officer other than the Treasurer and two (2) other members of the Board, whose duties shall be to perform an annual review of the financial statements of the Association. A similar review shall be conducted whenever a new Treasurer is elected to office. The findings of such reviews shall be reported to the Board within ninety (90) days of the review. A safe deposit box, if rented, will be in the name of the Association. The Treasurer shall propose expenditure procedures to be approved by the Board for the expenditures of all funds of the Association.

- h) The Treasurer, President, and Vice President shall be authorized to sign checks individually, and to have access individually to the Association's safe deposit box. The Officers shall be bonded for the faithful performance of their duties. The bond shall be of an amount to be set by the Board; the cost of which is an expense of the Association. No contract or financial obligation exceeding \$2,000 will be valid unless signed by two (2) Officers after authorization by the Board.
- i) The Chief Information Officer shall direct and manage, at the Officer level, all "social media", "technology", and "database" activities and related initiatives, by and for the Board, Committees, and Members of the Association.
- j) The Secretary shall keep minutes of all Association and Board meetings and shall arrange to have copies (which may consist of digital copies only) thereof sent to all Officers and Trustees and shall be responsible for all notices and records of the Association other than financial records. Certain duties, including the pickup and distribution of mail, may be delegated to another Officer or Trustee.

ARTICLE VI – COMMITTEES

The President shall be empowered to appoint committees, with the exception of the Nominating Committee, from the Board and Membership, to monitor key activities in the Borough of Stone Harbor, and to carry out the purposes of this Association. The President is authorized to fill vacancies occurring in the committees. The President may appoint ad hoc committees to attend to special or emergency situations. All committees shall submit formal reports to the Board for approval. Committee Chairs shall provide timely, relevant status reports to the Board as requested by the President.

ARTICLE VII – NOMINATING PROCEDURE

On or before the April meeting of the Board each year, the Board shall approve a Nominating Committee, proposed by the President, composed of three (3) or more Trustees. The Nominating Committee will review and select candidates for each open Officer and Trustee seat.

Any Member of the Association may, not later than July 1 of the current year, file with the Secretary written nominations for Trustees.

The Nominating Committee shall submit to the Board the names of the Officer and Trustee candidates selected by the Committee for a vote of approval at the regular August meeting of the Board. (No vote may be cast for any persons other than those candidates nominated as prescribed herein.)

The Board approved Officers and Trustees for the vacant Officer and Trustee seats shall be presented to the Membership at the fall Annual Meeting of the Association for ratification.

ARTICLE VIII – MEETINGS OF THE GENERAL MEMBERSHIP

- a) There shall be at least two (2) meetings of the Members of the Association each year and the Annual Meetings of the Members of the Association shall be held in the spring and fall of each year.
- b) Special meetings of the Members of the Association may be called by a majority of the Board or by petition of ten percent (10%) of the Members of the Association, upon payment in advance of the reasonable and necessary costs of the meeting.
- c) Meetings of Members of the Association shall be held within the Borough of Stone Harbor, New Jersey.
- d) Notification of meetings of the Members of the Association shall be posted on the Association website, social media or by email to all Members at least ten (10) days prior to the meeting.
- e) At all meetings of the Members of the Association, a quorum shall consist of five (5) percent of the Membership represented in person or by proxy.
- f) Only Members of the Association shall be entitled to vote and only Members of the Association, or others at the discretion of the Chairperson, will be recognized to speak from the floor. The Chairperson of a meeting shall be authorized to establish supplemental approval procedures provided that they are in accordance with these Bylaws.
- g) A floor Member vote on an issue will only convey to the Board the obligation of promptly investigating the issue and reporting their findings and conclusions to the Membership of the Association.

ARTICLE IX – AMENDMENTS

These Bylaws may be amended only upon a vote of approval of at least twelve (12) Trustees present at any regular or special meeting of the Board. At least ten (10) days' written notice of the meeting must be given to all Officers and Trustees stating the substance and effect of the proposed amendment.

ARTICLE X – DISSOLUTION

- a) The Association may be terminated and dissolved only upon a vote of fifteen (15) members of the Board provided that at least twenty (20) days' written notice of the proposed termination and dissolution shall have been given to all officers, Trustees, and Members.
- b) Following such termination and dissolution, all assets of the Association including all personalty, realty and mixed assets shall be distributed absolutely and irrevocably in fee to The Stone Harbor Museum Corporation to be used to foster historical observances and education exhibits relating to the founding and incorporation of the Borough of Stone Harbor in 1914.

ARTICLE XI – INDEMNIFICATION

Every person who was or is a party or 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 an Officer or Trustee of the Association performing his or her duties for the Association, acting in good faith and with the reasonable belief that his or her actions were in the best interests of the Association, 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 any and all expenses, liabilities, and losses (including attorneys' fees, judgments, fines and amounts paid in settlement) reasonably incurred or suffered by such person in connection therewith. Such right of indemnification shall be in addition to, and not be exclusive of, any other right of indemnification or contribution which such Officer or Trustee or their legal representative may have or may hereafter acquire.

ARTICLE XII – USE OF ROBERT'S RULES OF ORDER

In the event that at any time a situation(s) shall arise which is not provided for in the Bylaws, the Rules of Robert's Rules of Order, 4th Ed., shall apply thereto.