

CONSTITUTION OF THE HADDON HEIGHTS BUSINESS & PROFESSIONAL ASSOCIATION, INC. (HHBPA):

The purpose and objects of the Haddon Heights Business & Professional Association, Inc. (HHBPA) are to advocate and advance the welfare of the Business and Professional Associations in the Borough of Haddon Heights in all public matters through whatever means necessary, and to advance and safeguard the interests of the Members.

FIRST ARTICLE: Organization

- A. Name:** The name of the Association shall be the Haddon Heights Business & Professional Association, Inc. (HHBPA), PO Box 5, Haddon Heights, NJ 08035.
- B. Formation:** The Association has been and shall remain a Section 501, (C) (6) of the Internal Revenue Code, not for profit Association under the laws of the State of New Jersey. Tax Identification Number 22-2454534.
- C. Governance:** The governance of the Association shall be vested in the President and the Executive Board of Officers, except as required by the laws of the State of New Jersey or otherwise provided in the Constitution or Bylaws.
- D. Laws, Rules & Traditions:** The Association shall adopt as its Bylaws, a comprehensive set of laws, rules and traditions as the membership finds desirable and necessary to carry out the purpose and objects of the Association. The Association shall be authorized to advocate and advance the welfare of the Association in all public matters through whatever means necessary; and to advance and safeguard the interests of the members.

SECOND ARTICLE: Membership

- A. General Provisions - Active Members:** Any citizen of the United States, who resides in or, maintains a principle business or professional association in the Borough of Haddon Heights, shall be eligible for membership in the Association.
- B. General Provisions - Associate Members & Membership Classes:** The Association shall have two classes of Members: Active Members and Associate Members. Associate Members are those who do not reside or have their principle business or professional association in Haddon Heights. The Association may also have such sub classifications as it deems appropriate from time to time.

The Association's active membership shall determine the qualifications for membership as well as the rights and privileges for each classification and sub classification of members.

- C. General Provisions - Membership Year:** The Membership Year shall be October 1 - September 30.

THIRD ARTICLE: Meetings

- A. Meetings:** The Association shall have regular meetings on the second Wednesday of the month at an appropriate local time. Special meetings of the Membership may be called at any time. At which time the officers shall be installed for the following year.

FOURTH ARTICLE: Officers

A. In General: The following offices for the Association are hereby established:

President, Vice President, Treasurer, Secretary, First Trustee, Second Trustee, Third Trustee and Solicitor. With the exception of the Solicitor, who shall be appointed by the President, the Officers of the Association shall be elected by the members in the manner established by this Constitution and Bylaws.

1. **Executive Board of Officers:** The Executive Board of Officers shall consist of the President, Vice President, Secretary, Treasurer and Solicitor.
2. **Board of Trustees:** The Board of Trustees shall consist of three Trustees.

B. Duties of the Officers: The Duties of each officer shall be as established by the Association in the Bylaws.

FIFTH ARTICLE: Elections

A. Qualifications: As established in the Bylaws.

B. Nominations: As established in the Bylaws.

C. Voting: As established in the Bylaws.

SIXTH ARTICLE: Vacancies

A. Declaring Vacancies: As established in the Bylaws.

B. Filling Vacancies: As established in the Bylaws.

SEVENTH ARTICLE: Committees and Appointments

A. Committees: As established in the Bylaws.

EIGHTH ARTICLE: Association Finances and Property

A. Fees, Dues and Assessments: Annual Dues are to be paid by the 1st of October. The Association may assess and collect the following dues:

1. \$75.00 per Business or Professional Association
2. \$75.00 per Associate Member
3. \$25.00 per Non-profit Organization

B. Banking/Checking Account: To be maintained at a Haddon Heights located institution.

C. Treasurer's Report

NINTH ARTICLE: Amendments

TENTH ARTICLE: Miscellaneous Provisions

A. Conflict of Interest Policy for Executive Committee and Board of Trustees (Per IRS Recommendation)

HADDON HEIGHTS BUSINESS & PROFESSIONAL ASSOCIATION, INC.

BYLAWS

CHAPTER ONE:

All references to the Haddon Heights Business & Professional Association, Inc. (HHBPA) shall be known as the Association. The Association has adopted these Bylaws as a comprehensive set of laws, rules and traditions necessary to carry out the purpose and objects of the Association.

Each member shall conduct himself or herself accordingly and shall obey these Bylaws and the Constitution.

CHAPTER TWO:

Active Members: Any member of the Association who is a registered member, has paid his or her dues for membership and who has attended two meetings in the preceding twelve months shall be considered an Active Member. Active Members shall enjoy all of the rights and privileges of membership.

Associate Members: Any member of the Association who has paid his or her dues for membership but who does not reside in or maintain a principle place of business in Haddon Heights shall be considered an Associate Member; this category also includes non-profit members. Associate Members shall enjoy only the right to attend regular meetings and the annual meeting, but not to vote. Associate Members may make a motion, but will not have voting rights on motions.

CHAPTER THREE:

Regular Meetings: All meetings will be conducted in accordance to Robert's Rule of Order. Regular meetings shall be held on the 2nd (second) Wednesday of every month. Meetings for even numbered months (February, April, June, August, October and December) shall be held in the evening (6PM). Meetings in odd numbered months (January, March, May, July, September and November) are held in the morning (8AM). Regular meetings shall be convened at such place as shall be designated by the President. Active Members and Associates may attend the regular meetings; others (e.g. presenters, speakers) must be invited by the President.

Notice: All members shall be given at least seven (7) days' notice prior to any regular meeting.

Order of Business: The Order of Business at regular meetings shall be as follows:

- Call to order
- Secretary's minutes of the last meeting
- Treasurer's Report
- Report of Committees
- Communications
- Old Business
- New Business
- Elections for Association Officers (if applicable)
- Matters for the Good of the Association and the Community
- Motion to adjourn.

Quorum: Five (5) members shall constitute a quorum to transact business at a regular meeting.

Special Meetings: Special meetings of the membership may be called at any time upon notice to all members.

When Special Meetings may be called:

- The Officers: The President, or in his or her absence, the Vice President, or in his or her absence, the Treasurer, or in his or her absence, the Secretary may individually call a special meeting.
- The Board of Trustees: The three (3) members of the Board of Trustees may collectively call a special meeting, or
- Active Members: Any five Active Members may collectively call a special meeting.

Order of Business: The Order of Business at special meetings shall be as follows:

- New Business
- Motion to Adjourn

Quorum: Five (5) members shall constitute a quorum to transact business at a special meeting.

Installation of Officers: Nomination and Election of Officers will occur at the November meeting and administrative changes will occur in December. Recognition of officers will be held at the December meeting for the following year.

CHAPTER FOUR:

Executive Board of Officers: The Executive Board of Officers shall consist of the President, Vice President, Treasurer, Secretary and the Solicitor.

Board of Trustees: The Board of Trustees shall consist of three trustees.

Meetings of the Boards: There shall be no regular meetings of the Executive Board of Officers or the Board of Trustees, but only such meetings of the Boards as may be called by the President at his or her discretion.

Order of Business: The Order of Business at meetings of the Executive Board of Officers or the Board of Trustees shall be as follows:

- New business
- Motion to adjourn

Quorum: Three (3) members shall constitute a quorum to transact business at a meeting of the Executive Board of Officers or the Board of Trustees.

Duties of the Officers: The duties of each officer shall be as follows:

- **President:** The duty of the President shall be to preside at all meetings; represent the Association at any and all public functions; and be the official spokesperson for the Association. He or she shall be empowered to enforce the Constitution and Bylaws, appoint a Solicitor, establish committees as he or she deems expedient of which he or she shall be an ex officio member, appoint other members to such committees, fill all vacancies in other

offices subject to confirmation by the membership at the next regularly scheduled meeting, perform and carry out the business of the Association and day to day affairs as its chief executive officer and delegate duties to subordinate officers. He or she shall be a member of the Executive Board of Officers and shall preside over all meetings of the Executive Board of Officers.

- **Vice President:** The duty of the Vice President shall be to perform such duties as delegated to him or her by the President, and in the absence of the President, to perform duties of the President as herein above defined. He or she shall be a member of the Executive Board of Officers and shall attend all meetings of the Executive Board of Officers unless his or her absence is excused by the President.
- **Treasurer:** The duty of the Treasurer shall be to receive all moneys for the Association, giving a proper receipt therefore, and shall deposit same in the name of the Association in such depository shall be determined by the Association. He or she shall render a monthly report of receipts, disbursements and future financial obligations to the Association at all regular meetings, and shall provide budgetary and compliance guidelines to all Committee chairs. He or she shall be a member of the Executive Board of Officers and shall attend all meetings of the Executive Board of Officers unless his or her absence is excused by the President.
- **Secretary:** The duty of the Secretary shall be to take and keep a record of the minutes of all meetings. He or she shall render a monthly report of the minutes of the previous meeting to the Association at all regular meetings. The Secretary shall also maintain and keep records of such items as the names and addresses of the membership and to notify them of upcoming events and any and all meetings. He or she shall be a member of the Executive Board of Officers and shall attend all meetings of the Executive Board of Officers unless his or her absence is excused by the President.
- **Trustees:** The Association shall have three (3) trustees who are responsible to make themselves available to the President for advice and consultation on matters of importance to the Association. The duties of the Trustees are to perform the annual audit of the Association and to review the Association's Bylaws. They must submit their report no later than the regular May meeting.
- **Solicitor:** The duty of the Solicitor shall be to make himself or herself available to the President for advice and consultation on matters of importance to the Association; drafting of appropriate resolutions, review and preparation of ordinances, review and preparation of required contracts, agreements and other related services; rendering legal opinions approving the validity of any resolution, ordinance and contract or other such agreements; providing opinion letters regarding the legality and validity of each as well as the legality and validity of the requisite documentation and procedures; advising the Officers and/or Trustees on legal considerations within the context of code, statutory, regulatory and constitutional constraints; attending all meetings, conferences, hearings, etc. at such times as are requested; and providing legal representation of the Association and all of its members in all facets of litigation with appropriate litigation support including but not limited to paralegal, secretarial and computerized research and telecommunications, but only if authorized or directed to do so by the President.

CHAPTER FIVE: Elections

Qualification: Only those Active Members who are in good standing at or before the regular November meeting shall be eligible for nomination and or endorsement in a public election, or election as an officer of the Association, or be eligible to vote at any Association election. Any elected Borough official or school board member cannot hold an Association Officers position.

Nominations: Nominations and or endorsement for officers shall be entertained at the November meeting.

Voting: All Executive Board Officers shall be elected by ballot or voice vote at the regular meeting in November and installed in December and shall hold office for one year, or until their successors have been elected and qualified.

CHAPTER SIX: Vacancies

Declaring Vacancies: The Executive Board Officers, by a majority vote, may declare an office vacant if the incumbent shall resign or shall be absent for three consecutive regular meetings, without valid reason.

Filling Vacancies: Vacancies shall be filled by the President for the unexpired term at the first regular meeting after the vacancy occurs.

CHAPTER SEVEN: Committees and Appointments

Committees:

- Special Events
- Fall Festival
- Membership/Calendar
- Website/Social Media
- Marketing/Promotional
- Scholarship

CHAPTER EIGHT: Association Finances and Property

Fees, Dues and Assessments: Annual dues are to be paid by the 1st of October. The Association may assess and collect the following dues:

- \$75.00 per Business or Professional Association
- \$75.00 per Associate Members
- \$25.00 per Non-profit Organizations

Bank/Checking Account: Must be maintained at a Haddon Heights-located institution.

- All checks to be signed by the Treasurer
- Any checks over \$500.00 must be signed by two authorized account signatories
- All disbursements to be approved by the Treasurer
- Bank statements to be reconciled monthly, within ten days of receipt
- Trustees to audit bank accounts annually and report (by May)

Treasurer's Report: Shall be remitted monthly to membership.

CHAPTER NINE: (Amendments) - Reserved.

CHAPTER TEN: (Miscellaneous Provisions)

Appendix A: Sample Conflict of Interest Policy - IRS Instructions for Form 1023

Refer to attached information under the same heading.

Prior Versions Repealed: All prior versions of the Bylaws of the Association are hereby repealed effective immediately upon the execution of these Bylaws.

IN WITNESS WHEREOF, and a vote taken and affirmatively ratified by a sufficient number present of the members of the Association at the next regular membership meeting, with ten days notice given to all members, the undersigned parties have hereunto set their hands and seals on the dates hereinafter endorsed intending that these Bylaws shall be effective on the last date hereinafter endorsed.

Date and President's Signature:

June 10, 2015 Pratt W. Damm

Date and attested to by Secretary's Signature:

Melinda K. Wise, June 10, 2015

HADDON HEIGHTS BUSINESS & PROFESSIONAL ASSOCIATION
CONFLICT OF INTEREST POLICY - IRS INSTRUCTIONS FOR FORM 1023
SIGNATURE SHEET

Statement to be signed by each director, principal officer, and member of a committee with governing board delegated powers.

The undersigned _____ (position) signs this statement in compliance with Internal Revenue Service Instructions for Form 1023:

- A. I have received a copy of the conflicts of interest policy;
- B. I have read and understand the policy;
- C. I have agreed to comply with the policy; and
- D. I understand that the Haddon Heights Business & Professional Association is a charitable organization. In order to maintain its Federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Date: _____

Signature: _____

Print Name: _____

Appendix A: Sample Conflict of Interest Policy - IRS Instructions for Form 1023

ARTICLE I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

If a person is an interested person with respect to any entity in the health care system which the organization is a part, he or she is an interested person with respect to all entities in the health care system.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, as interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Instructions for Form 1023-25

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

ARTICLE VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

HADDON HEIGHTS BUSINESS & PROFESSIONAL ASSOCIATION

Statement to be signed by each director, principal officer, and member of a committee with governing board delegated powers.

The undersigned _____ (position) signs this statement in compliance with Internal Revenue Service Instructions for Form 1023:

- A. I have received a copy of the conflicts of interest policy;
- B. I have read and understand the policy;
- C. I have agreed to comply with the policy; and
- D. I understand that the Haddon Heights Business & Professional Association is a charitable organization. In order to maintain its Federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Date: _____

Signature: _____

Print Name: _____