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COVER SHEET

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SCOTT M. COLABELLA, COUNTY CLERK  
OCEAN COUNTY, NEW JERSEY

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DATE OF DOCUMENT: (Enter Date as follows:00/00/0000)

06/30/2022

TYPE OF DOCUMENT: (Select Doc Type from Drop-Down Box)

DEED

OFFICIAL USE ONLY - REALTY TRANSFER FEE

FIRST PARTY NAME: (Enter Last Name, First Name)  
Holiday Heights Homeowners' Association, Inc.

SECOND PARTY NAME: (Enter Last Name, First Name)

Holiday Heights Homeowners  
Association, Inc

ALL ADDITIONAL PARTIES: (Enter Last Name, First Name)

RETURN NAME AND ADDRESS:

Boudwin Ross Roy Leodori PC  
10000 Midlantic Drive, Suite 100E  
Mt. Laurel, New Jersey 08054

THE FOLLOWING SECTION IS REQUIRED FOR DEEDS ONLY

BLOCK:

LOT:

MUNICIPALITY: (Select Municipality from Drop-Down Box)

BERKELEY

CONSIDERATION:

MAILING ADDRESS OF GRANTEE: (Enter Street Address, Town, State, Zip Code)

Street

Address

Town

State

Zip

THE FOLLOWING SECTION IS FOR  
ORIGINAL MORTGAGE BOOKING & PAGING INFORMATION FOR ASSIGNMENTS, RELEASES,  
SATISFACTIONS, DISCHARGES & OTHER ORIGINAL MORTGAGE AGREEMENTS ONLY

ORIGINAL BOOK:

ORIGINAL PAGE:

1M  
240 cash  
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OCEAN COUNTY CLERK'S OFFICE RECORDING DOCUMENT COVER SHEET

Please do not detach this page from the original document as it  
contains important recording information and is part of the permanent record.

Prepared by:



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By-Laws Passed Pursuant To N.J.S.A. 45:22A-46d.(5)(b) And Applicable To All Rights, Title And Interests Arising From And Relating To The Declaration Of Covenants And Restrictions Filed By the Developer and Recorded in the Ocean County Clerk's Office on March 31, 1987 in Deed Book 4531 at Page 0756; Amendment Of Declaration Of Covenants And Restrictions Holiday Heights Homeowners Corporation Recorded in the Ocean County Clerk's Office on September 18, 1998 in Deed Book 5617, Page 0791; Amendment Of Declaration Of Covenants And Restrictions Holiday Height Homeowners Corporation Recorded in the Ocean County Clerk's Office on August 12, 2003 in Deed Book 11603, Page -0317; Declaration Of Covenants And Restrictions Holiday Heights Homeowners Corporation Recorded in the Ocean County Clerk's Office on November 7, 2003 in Deed Book 11764 at Page 1400 and following; and Amendment Of Declaration Of Covenants And Restrictions Holiday Heights Homeowners Corporation Recorded in the Ocean County Clerk's Office on November 21, 2006 in Deed Book 13419 at Page 1418; Amendment Of Declaration Of Covenants and Restrictions Holiday Heights Homeowners Corporation recorded in the Ocean County Clerk's Office On October 2, 2012 in Deed Book 15328 at Page 122 and following.

**RESOLUTION RELATING TO AMENDMENT TO THE HOLIDAY HEIGHTS  
HOMEOWNERS' ASSOCIATION, INC. BY-LAWS**

**WHEREAS** the Board of Directors of the Holiday Heights Homeowners' Association, Inc. (hereinafter referred to as "Holiday Heights") determined to revise the Holiday Heights By-Laws in accordance with N.J.S.A. 45:22A-46(5)(b) to delete and replace Articles I, III, IV, V, VI, VII and VIII of the By-Laws pursuant to and in accordance with the "Notice Of Proposed Amendments To By-Laws For Holiday Heights Homeowners Association, Inc. And Rejection Ballot" which is attached hereto as Exhibit A.

**WHEREAS** on May 2, 2022, the Board of Directors of Holiday Heights caused to be sent out via regular mail the "Notice Of Proposed Amendments To By-Laws For Holiday Heights Homeowners Association, Inc. And Rejection Ballot" which is attached hereto as Exhibit A to all Holiday Heights Lot Owners in accordance with N.J.S.A. 45:22A-46(5)(b);

**WHEREAS** on June 3, 2022, the Holiday Heights Election Committee counted thirty-eight and one-half (38 ½) negative ballots which opposed this amendment out of a

**EXHIBIT A**

## **Notice Of Proposed Amendments To By-Laws For Holiday Heights Homeowners Association, Inc. And Rejection Ballot**

Your Board of Directors has voted to amend the By-Laws for Holiday Heights Homeowners Association, Inc. (hereinafter "Holiday Heights") to address changes in statutory law made in 2017 due to the so-called "Radburn Act" and administrative regulations thereafter promulgated by the Department of Community Affairs in 2020 which, in effect, override and modify our By-Laws. It has been and remains the commitment of the Holiday Heights Board of Directors to maximize transparency to all Lot and/or Unit Owners about the Director election process which has required significant revisions. Accordingly, The Board is proposing the deletion of Articles I, III, IV, V, VI, VII and VIII of the By-Laws and replacing them with those documents attached hereto and Bates Stamped BL-1 to BL-12.

**You are being provided with this notice as required by N.J.S.A. 45:22A-46(5)(b). If you do not agree with the proposed Holiday Heights By-Law amendments attached hereto and Bates Stamped BL-1 to BL-12 you have the right to indicate your rejection of the proposed amendments by returning this notice and rejection ballot to:**

**Holiday Heights Election Committee  
Attn: Election Chairperson  
P.O. Box 258  
Lakehurst, New Jersey 08733**

**by regular mail within thirty (30) days of the mailing of this notice to you. (Please refer to postmark on envelope.) Kindly note that any ballots mailed and/or returned to the Holiday Heights office will be null and void. If at least ten (10) percent of the Holiday Heights Owners vote to reject these proposed By-Law**

amendments, by mailing this "Notice Of Proposed Amendments To By-Laws For Holiday Heights Homeowners Association, Inc. And Rejection Ballot" to the above post office box address so it is received within thirty (30) days of the postmark upon the envelope you have received enclosing this notice, the proposed By-Law amendments shall be deemed defeated.

It is not necessary to return this notice if you do not oppose the proposed By-Law amendments.

**THIS PROPOSED AMENDMENT IS HEREBY REJECTED BY THE UNDERSIGNED:**

Print Owner(s) Name(s): \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Address of Unit: \_\_\_\_\_

Owner(s) Signature(s): \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Dated: \_\_\_\_\_, 2022

# Bylaws

## ARTICLE I - DEFINING THE BYLAWS

### Section 1. Definition of Terms

The following words when used in these Bylaws shall have meaning as follows:

1. "Association" shall mean The Holiday Heights Homeowners Association, Inc., a New Jersey non-profit corporation.
2. "Board" shall mean and refer to the Association Board of Directors.
3. "Bylaws" shall mean the Association Bylaws and all amendments thereto.
4. "Common Properties" shall mean and refer to the real property or real property interests owned by the Association including those areas of land devoted to the common use and enjoyment of the Owners, Residents and guests, designated as "Green Areas" on any filed subdivision map of The Properties, together with any and all facilities thereon.
5. "Declaration" shall mean and refer to this Association Declaration of Covenants and Restrictions and all amendments thereto.
6. "Developer" shall mean and refer to Hovson's Inc., a corporation of the State of New Jersey, its successors or assigns.
7. "Director" shall mean and refer to a member of the Association Board of Directors.
8. "Good Standing" shall mean an Owner or Resident who does not owe any monies to the Association, or, an Owner who has been offered the opportunity to participate in alternate dispute resolution by either the Association or another Owner and has not declined to participate in alternative dispute resolution, or an Owner or Resident who is not in violation of the Declaration, Bylaws and Rules.
9. "Living Unit" shall mean and refer to all or any portion of a building situated upon The Properties designated and intended for use and occupancy as a residence
10. "Lot" shall mean and refer to any plot of land shown on the filed subdivision map of The Properties, which was owned by the Developer, with the exception of Common Properties as herein defined.
11. "Membership Privileges" shall mean the rights afforded to each Owner and/or Resident who is in full compliance with the Declaration, Bylaws and Rules. For an Owner, in Statutory Good Standing this includes the right to vote in Association matters, to nominate themselves or another Owner in Statutory Good Standing to run for the Board, to be elected or appointed or to serve on the Board, or vote to amend the Association Bylaws. For an Owner or Resident in Good Standing this includes the right to serve as an officer for any club sanctioned by the Board, to participate in any activity sponsored by any club sanctioned by the Board, to serve as a captain or leader or officer of any group sanctioned by the Board, to participate in any activity sponsored by any groups sanctioned by the Board, to receive the Association publication or any other publication or communication from

the Association, to use, enjoy and/or otherwise occupy the Common Properties, or, to attend or participate in any Board meetings. If the Owner of a Lot or Living Unit is not in Good Standing or is not entitled to enjoy Membership Privileges, all Residents of such Lot or Living Unit shall not be allowed to enjoy Membership Privileges. All Residents can enjoy Membership Privileges excluding the right to participate in the Association Board nominations or election process or voting on proposed amendments to the Declaration or Bylaws or voting in any Association election or upon any Association issue, provided that both the Resident and the Owner of the Living Unit in which such Resident resides are in Good Standing.

Even though an Owner or Resident is not entitled to enjoy Membership Privileges, such Owner or Resident must otherwise comply with and abide by all obligations and duties as set forth in the Declaration, Bylaws and Rules.

12. "Owner" shall mean persons with a current fee interest in a deed for a Lot and/or Living Unit recorded with the Ocean County Clerk's Office authorized to hold title pursuant to and in accordance with the Declaration, Bylaws and Rules, but not withstanding any applicable theory or mortgage or lien. Owners shall not refer to a mortgage or lien holder of any Lot and/or Living Unit. Pursuant to and in accordance with Berkeley Township Ordinance No. 22-13-OAB, 42 U.S.C. 3601 et seq., 24 CFR 100.306(4), 24 CFR 100.306(5) and 24 CFR 100.306(6) only persons fifty-five (55) years of age and older, along with either their respective spouse or domestic partner, or otherwise if expressly authorized by the Declaration, these Bylaws or Rules are entitled to be an Owner of a Lot or Living Unit.
13. "Resident" shall mean and refer to any person or persons who occupy any Lot and Living Unit without regard to ownership.
14. "Rules" shall mean Rules and Regulations adopted by the Board.
15. "Statutory Good Standing" shall mean and refer to N.J.S.A. 45:22A-23r which in pertinent part states as follows:

"Good Standing" means the status – solely with respect to eligibility to (1) vote in executive board elections, (2) vote to amend the Bylaws, and (3) nominate or run for any membership position on the executive board – applicable to an Association member who is current on the payment of common expenses, late fees, interest on unpaid assessments, legal fees, or other charges lawfully assessed, and which Association member has not failed to satisfy a judgment for common expenses, late fees, interest on unpaid assessments, legal fees, or other charges lawfully assessed. An Association member is in good standing if he is in full compliance with a settlement agreement with respect to the payments of assessments, legal fees or other charges lawfully assessed, or the Association member has a pending, unresolved dispute concerning charges assessed which dispute has been initiated through a valid alternative to litigation pursuant to subsection c. of section 2 of P.L. 1993, c.30 (C.45:22A-44).
16. "The Properties" shall mean and refer to all the lands described in Article II of the Declaration.

## **Section 2. Precepts Of The Bylaws**

1. Applicability: These Bylaws shall be applicable to all Owners, Residents, their respective guests and all occupants of a Lot or Living Unit.
2. Invalidity: The invalidity of any part of these Bylaws shall not impair the validity, enforcement, or the effect of the balance of these Bylaws.

3. Waiver: No restriction, condition, obligation, or provision contained in these Bylaws shall be deemed to have been abrogated, repealed, nullified or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.
4. Captions: The captions herein are inserted only as a matter of convenience and for reference and in no way define, limit or describe the scope of these Bylaws or the intent of any provisions thereof.
5. Gender: The use of the masculine gender in these Bylaws shall be deemed to include all genders, and the use of the singular shall be deemed to include the plural whenever the context so requires.

### **Section 3. Amendments To The Bylaws**

1. An amendment to the Bylaws require a vote by the Owners in Statutory Good Standing in two ways, namely, by an affirmative vote in favor of the proposed amendment, or, by an affirmative vote against the proposed amendment, unless the Board is otherwise required to the extent necessary to render the Bylaws consistent with State, federal or local law pursuant to N.J.S.A. 45:22A-46d(5)(a).
2. The Bylaws may be amended upon a proposed amendment approved by a two-thirds (2/3) vote of the full Board: (i) from the Bylaws Committee; or (ii) from Lot Owners in Statutory Good Standing who have signed a petition representing at least twenty-five percent (25%) of all Lots; or (iii) from the Board, by either providing notice to all Owners via United States regular mail of the proposed amendment which notice shall include a ballot to reject the proposed amendment and if Lot Owners in Statutory Good Standing representing less than ten percent (10%) of all Lots vote to reject the amendment within thirty (30) days of its mailing, the amendment shall be deemed approved, or, providing notice and a ballot to approve the proposed amendment to all Owners and if two-thirds (2/3) of Lot Owners in Statutory Good Standing representing at least four hundred (400) Lots vote in favor of the proposed amendment, the proposed amendment shall be deemed approved.
3. Notice of proposed amendments to the Bylaws shall be published in the Association publication and on the Association website.
4. Where more than one amendment to a portion of the Bylaws is being voted, the Board shall determine whether such vote to approve such voting on proposed amendments shall be voted upon individually or voted upon as a group.
5. To be effective, Bylaw amendments shall be recorded with the Ocean County Clerk. A copy of the recorded amendments with Book and Page numbers shall be made available to all Owners within ninety (90) days of being recorded with the County Clerk.

## **ARTICLE III – VOTING**

### **Section 1. Owner Voting Rights**

1. Every Lot and the corresponding Living Unit is apportioned one (1) full vote. If a Lot and Living Unit is owned by two or more persons, each Owner of that Lot and Living Unit shall be entitled to a fractional share of one (1) full vote. For example, two Owners shall each have a half (1/2) vote; three Owners, one-third (1/3) and so on. Residents who are not Owners of the Units in which they reside shall not be entitled to vote.



2. Where a Lot and Living Unit has been placed "In Trust" or a "Life Estate" as permitted by the Rules has been established by deed, one person shall be designated by the Trust or Life Estate and that person shall be identified to the Association to have exclusive voting rights in Association matters.

## **Section 2. Elections**

1. The Election of Directors shall be conducted in accordance with Section 3 of this Article III.
2. Special Elections shall be conducted and the results determined as stipulated in the applicable Bylaw or the Declaration. One of the following shall apply at the discretion of the Board:
  - a) The majority of the votes cast in-person by Owners in Good Standing shall determine the results.
  - b) A quorum of fifty-one percent (51%) of Owners in Good Standing, with votes cast by in-person ballot and/or mail-in ballot and/or absentee ballot and the result shall be determined by a majority of said quorum.

## **Section 3. Methods**

1. At the discretion of the board, all voting by Owners to elect persons to the Board shall be by one or more of the following: in-person ballot, mail-in ballot or absentee ballot.
2. Where the vote is exclusively by mail-in ballot, not less than twenty-one (21) days shall be allowed for Owners' receipt and return of mail-in ballots.

# **ARTICLE IV - MEETINGS**

## **Section 1. Notice Of Meetings**

Notices of meetings shall be published in the Association publication, on the Association website and posted in the clubhouses by the Secretary of the Board. Unless such meetings are being conducted under exigent circumstances, such notice shall be given not less than ten (10) days before the date of such meeting.

## **Section 2. Annual Meeting**

The month following their annual organizational meeting, the Board shall hold the annual meeting at which the summary of receipts and disbursements of the fiscal year ended August 31 shall be presented. If the new fiscal year's Operating Budget projects an increase of the monthly assessment, it shall be reviewed and discussed with the Owners at this meeting.

## **Section 3. General Meetings**

General Meetings of the Owners shall be held alternate months, September through July, at days and times designated by the Board. In addition to a minimum of six (6) meetings per year, the Board may schedule additional meetings as deemed appropriate. General meetings are held for the recommendations of Owners and for the dissemination of information; no quorum is necessary. Only matters that pertain to the Association as a whole may be discussed. The Order of Business shall be as follows unless a Special Order of Business motion has been carried:

1. Call to Order

6. Reports of Standing Committees & Clubs

- |   |   |
|---|---|
| 2. Pledge of Allegiance/Minute of Silence | 7. Reports of Special (ad hoc) Committees |
| 3. Minutes of the Previous Meeting        | 8. Unfinished Business                    |
| 4. The Treasurer's Report                 | 9. New Business                           |
| 5. Reports of the Directors               | 10. Adjournment                           |

#### **Section 4. Special Meetings**

The President of the Board shall call a Special Meeting of the Owners when so directed by the Board or upon a petition, signed by at least twenty-five percent (25%) of Owners in Good Standing, being presented to the Board.

#### **Section 5. Open Meetings**

1. Board meetings at which binding actions are taken shall be open to attendance by all Owners in Good Standing and adequate notice of any such meetings shall be given to all Unit Owners.
2. A schedule of open meetings for the ensuing year shall be published within seven (7) days of the annual organizational meeting. If the schedule is revised, the new schedule must be published not less than seven (7) days prior to a change.
3. Meetings shall be scheduled as frequently as the Board deems necessary for the conduct of the business of the Association.
4. Open meetings shall not have public discussions about matters relating to litigation, personnel or any unwarranted invasion of individual privacy, but any binding votes on such matters must be taken publicly.
5. Minutes of open meetings and the actions taken shall be published in the next edition of the Association publication and on the Association website.

### **ARTICLE V - THE ELECTION OF DIRECTORS**

#### **Section 1. Election To Office**

1. Directors shall be elected annually to the Board for a three (3) year term of office. Unless electing a Board member for a position vacated prior to the full three (3) year term, there shall be staggered terms which, at a minimum, will result in two (2) Directors being elected twice in a three year period and (3) Directors in the same three year period.
2. Should a vacancy occur on the Board before the next regularly scheduled Director election, a majority of the remaining members of the Board may appoint an interim Director to fill the vacancy. At the next regularly scheduled Director election, with the three (3) year terms going to the candidates with the highest number of votes, the remaining vacancies will be filled by the candidate receiving the next highest number of votes.
3. Public notice of the impending Election shall be published in the July, August and September editions of the Association publication, on the Association website and shall be posted in the clubhouses.

4. Pursuant to N.J.S.A. 45:22A-45.2, each calendar year the Association shall send to every Owner via regular United States Mail, no sooner than July 9 and no later than July 15, a written invitation to every Owner in Statutory Good Standing, in a form authorized by the Board, to nominate them self or another Owner in Statutory Good Standing to be a candidate for the Board. Any Owner in Statutory Good Standing may fully complete this form and return same via regular mail to: Election Committee Chairperson, Holiday Heights Homeowners Association, Inc. 96 Prince Charles Drive, Toms River, New Jersey 08757 by no later than August 5. -
5. Although any Owner in Statutory Good Standing may nominate numerous persons, only one nominee per form is permitted and each form must be legibly completed in full, and received no later than August 5 for any nominee to be placed as a candidate on the sample in-person ballot and/or mail-in ballot for the Director election.
6. Each nominee may also attach to their Nomination Form a one 8.5 by 11 inch page resume or personal statement not to exceed 200 words, about themselves and why they want to run for the Board, which shall be mailed via regular United States mail to all Owners along with mail-in ballots, with voting instructions, a small blank envelopes and a larger self-addressed stamped envelope to each Owner of each Lot by August 15.
7. The Election Committee Chairperson, with the assistance of the Treasurer, shall validate whether a candidate is in Statutory Good Standing. If such candidate is not in Statutory Good Standing, such candidate shall be prohibited from participating in all aspects of the election process. And unless and until such candidate is in Statutory Good Standing, such candidate shall be prohibited from participating in all aspects of the election process.
8. The mail-in ballot shall contain the names of all persons nominated and found to be in Statutory Good Standing as candidates for the Board, listed in alphabetical order by last name.
9. The mail-in ballot shall list each candidate's name in the same font, in the same size, and in the same font color.
10. The mail-in ballot shall include a space for write-in candidates for as many seats as are up for election.
11. On or before August 9, the Election Committee Chairperson shall advise the Board in writing who the candidates are that have accepted their nomination and who are in Statutory Good Standing so such persons' names and resume/personal statement may be published in the September issue of the Association publication and on the Association website. Only these persons shall be allowed to speak as candidates on Candidate's Night which shall be the third Friday in August and presided over and conducted by the Election Committee Chairperson.
12. Election Day shall be the second Tuesday after Labor Day.
13. The tallying of all mail-in ballots shall be done publicly.
14. The mail-in ballots shall be open to inspection by any Owner of the Association for a period of 90 days from the date of the election.

These Bylaws, the Declaration and the Rules shall regulate the selection, term and duties of the members of the Board in accordance with the New Jersey law.

### **Section 1. Term Of Office**

1. The Board of Directors shall consist of seven (7) members. A Director's term shall be three (3) years.
2. Two (2) Directors shall be elected to full three-year terms every year. However, every third year, three (3) Directors shall be elected to full terms. All Directors shall be elected by the Owners in accordance with Section 3 of Article III of these Bylaws.
3. There shall be no alternate or substitute members on the Board.

### **Section 2. Qualifications For Office**

1. A candidate for the Board shall be an Owner in Statutory Good Standing.
2. Being an Owner in Statutory Good Standing shall be the sole criterion for an Owner to be eligible to run as a nominee, be elected to the Board and serve as a member of the Board.
3. Not more than one Owner of a Lot shall run for or serve on the Board simultaneously with another Owner of the same Lot.
4. A Director shall not serve, pro-tem or otherwise, as a chairperson or member of either a standing or "ad hoc" committee, or as an officer of any club in the Holiday Heights Community and this shall not be subject to grandfathering.

### **Section 3. Responsibilities Of Office**

1. To read, understand, abide by and uphold the Certificate of Incorporation, Bylaws, Declaration, and the Rules, including the Directors' Code of Conduct.
2. To understand and agree that a Director is elected as one of seven (7) equal Directors by the Owners of the Association and that each Director has an equal voice in the affairs of the Board and the conduct of the Association.
3. To aid and assist in the ongoing work of the Board and in the management of the Association and to accept a fair share of the tasks deemed necessary by the Board to accomplish same.
4. To accept the role of Liaison Director to one or more Association committees and the work it entails.
5. To understand and agree that no member of the Board shall receive compensation from the Association, except for reimbursement of legitimate expenses incurred, with the prior approval of the Board, in the performance of duties and obligations as a member of the Board.
6. To understand and agree that a Director may not speak for or commit the Board to any action, purchase or position without proper authority of the other members of the Board.
7. To agree and accept that if a purchase is made or work is authorized by a Board member without approval or ratification by a quorum of the Board, the Board is under no obligation to pay and instead the Director who authorized to commit the Association would be personally responsible and the Association shall be defended, indemnified and held harmless by the unauthorized Director for all claims arising from and relating to such unauthorized purchase or work.

8. To understand and agree that a Director may take a public position on any subject but shall at all times identify the position as their own personal opinion and not that of the Board or the Association as a whole.

#### **Section 4. Extent Of Liability**

1. The members of the Board shall not be liable to any person, including the Owners for any mistakes in judgement except for willful misconduct or bad faith. The Association shall defend, indemnify and hold harmless each individual member of the Board against all claims and liability to others arising out of their conduct as a member of the Board unless such conduct shall have been made in bad faith or contrary to the provisions of these Bylaws, the Declaration or Rules.
2. Each agreement executed by the Board shall provide that the members of the Board are acting only as agents for the Association. Each Owner's liability shall be limited to their proportional share in the Association.

### **ARTICLE VII - OFFICERS OF THE BOARD**

#### **Section 1. Designations**

The Officers of the Board shall be President, Vice-President, Secretary and Treasurer. No Board member may fill more than one Board office at a time. Board officers may be removed from their office by a majority vote of the Board.

1. The President shall be the Chief Executive Officer of the Board and shall preside at meetings of the Owners and the Board. The President shall execute contracts, agreements and other instruments of the Association.
2. The Vice-President shall have, in the absence of the President, all the powers and duties of the President and shall have such duties and responsibilities as may be assigned by the President.
3. The Secretary shall attend all meetings of the Association and the Board, shall draft resolutions and shall include all proceedings in the minutes, shall record all votes, shall have charge of the Book of Minutes, such records and papers as the Board may direct and shall perform all other duties incidental to the Office of Secretary. The Secretary shall have custody of the corporate seal and, when authorized by the Board, shall affix the same to any instrument requiring it and shall attest to the same when appropriate. The Secretary shall preside in the absence of the President and Vice-President.
4. The Treasurer shall be responsible for the handling of the Association funds, shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the Board provided that such disbursements made in the ordinary course of business shall not need resolutions. The Treasurer shall maintain accurate records of each receipt and disbursement of the Association funds and shall be responsible for submitting to the Board all financial reports required of the Board in accordance with Article X of the Bylaws. The Treasurer shall recommend and, with the approval and in conjunction with the Board, shall implement an investment program for the deposit of reserve funds. The Treasurer shall preside at the general meeting in the absence of the President, Vice President and Secretary.

## **Section 2. Election Of Board Members**

The President, Vice President, Secretary and Treasurer shall each be elected by the members of the Board to one (1) year terms. A Director shall not fill more than one office at a time.

## **ARTICLE VIII - BOARD MEETINGS**

### **Section 1. Quorum**

Five (5) members of the Board shall constitute a quorum for the transaction of business. The vote of a majority of the members present at a meeting at which a quorum is present shall constitute the decision of the Board. This shall not apply where the Bylaws, the Declaration or the Rules specify "full" or "entire" or two-thirds (2/3) Board approval.

### **Section 2. Organizational Meeting**

1. The organizational meeting shall follow the swearing in of the newly elected Directors on the Thursday following the prior Tuesday's Election of Directors.
2. At the organizational meeting, the areas of responsibility of the individual Directors shall be voted upon.
3. Liaisons to the committees may come under discussion but shall be elected by majority vote of the full Board at its first open meeting, which shall be held no later than the second week following the organizational meeting. All seven (7) Directors shall accept liaison responsibilities, which shall be equitably distributed.
4. In the presence of all sitting, incumbent Directors of the Association, the Election Committee Chairperson shall collectively read the oath of office, a specimen form adopted by the Board, to the newly elected Directors. Each newly elected Director shall sign their respective oath of office and upon same being witnessed and signed by the Election Committee Chairperson, and then such newly elected Directors shall be deemed Association Directors.
5. Notwithstanding Paragraph 4 above, the Election Committee Chairperson shall not sign the oath of office of any newly elected Director unless such Director is in Statutory Good Standing. The Election Committee Chairperson, with the assistance of the Treasurer shall, based upon the books and records of the Association, determine who is or is not in Statutory Good Standing.
6. Any write-in candidate receiving enough votes to be elected as a Director but who is not in Statutory Good Standing at the initial organizational meeting shall be prohibited from attending or participating in the initial organizational meeting and shall not be deemed a Director, and unless and until such candidate is in Statutory Good Standing, such candidate shall be prohibited from participating in all aspects of the election process.
7. Immediately following the full administration of the oath of office, the Election Committee Chairperson shall convene all Directors in Statutory Good Standing for the organizational meeting to select from such Directors a President, Vice President, Secretary and Treasurer by a majority of the members of the Board present in person.
8. If there are an insufficient number of Board members present in person at the organizational meeting to constitute a quorum, the Election Committee Chairperson shall select a date and time within ten (10) days to thereafter conduct the organizational meeting. If there are an insufficient number of Board members present in person to constitute a quorum at such re-scheduled organizational

meeting, the Election Committee Chairperson shall thereafter reconvene the Board members as soon and as often as practicable until a quorum of Board members are present in person to conduct the organization meeting.

9. At the organizational meeting with a quorum, each member of the Board may nominate them self or another member of the Board to be a candidate for office provided such nominating Board member or such nominated Board member is in Statutory Good Standing. The Election Committee Chairperson with the assistance of the Treasurer, shall, based upon the books and records of the Association, determine who is or is not in Statutory Good Standing.
10. At the organizational meeting with a quorum, upon soliciting all Board members with respect to candidates for a particular office, the Election Committee Chairperson shall announce to the Board all of the candidates for a particular office and conduct a voting process that preserves anonymity. There shall be a separate and independent nomination and election for each office, starting with the office of President, followed by the offices of the Vice President, Secretary and Treasurer. Only the Election Committee Chairperson shall collect the anonymous votes and count votes. However, all of the votes may be reviewed by any member of the Board.
11. At the organizational meeting with a quorum, the first candidate to receive a majority vote from the Board members present shall be deemed elected to that particular office.
12. At the organizational meeting with a quorum, if no candidate receives a majority vote from the Board members present in the first vote, the two highest vote getters, regardless of how many persons that may be, shall be announced by the Election Committee Chairperson to be the candidates for this particular office. The Election Committee Chairperson shall then conduct a voting process that preserves anonymity. If no candidate receives a majority vote from the Board members present for the particular office, this process shall be repeated until either one candidate receives a majority vote from the Board members present, or, the Election Committee Chairperson deems further voting for this particular office, at that time, will be futile; whichever occurs sooner.
13. If no candidate is elected for a particular position by a majority of the Board members present, that particular position shall remain vacant unless and until at a Board meeting with a quorum in the future, attended and overseen by the Election Committee Chairperson, a majority of the Board members present who are in Good Standing ultimately nominate and vote to elect a person for the particular position.
14. At the organization meeting with a quorum, the Election Committee Chairperson shall oversee and conduct the election of the officers in the following order: President, Vice President, Secretary and Treasurer. If less than all four officers are elected at the organizational meeting, each future election of officers for initial, unfilled positions, shall be attended and overseen by the Election Committee Chairperson or such person's designee, and, a majority of the Board members present who are in Statutory Good Standing may ultimately nominate and vote to elect a person for the particular position provided a quorum is present.
15. The Election Committee Chairperson or such person's designee, shall submit a written report to the Board within ten (10) days of the organizational meeting and within ten (10) days of any Board meeting at which the Board's initial officer position is filled, reporting upon each vote taken in the organizational meeting or subsequent meeting at which the Board's initial officer position is filled. However, the written votes pertinent to each of the votes taken shall be preserved by the Election Committee Chairperson, to the exclusion of all persons, in a locked box kept within the Association clubhouse to which only the Election Committee Chairperson has the key or combination to, unless by unanimous written vote of the entire Board, same are allowed to be released, or, the contents of the box are otherwise ordered by a court or directed by the Department of Community Affairs to be released. Upon the swearing in of all officers in the subsequent year, the Election Committee

Chairperson shall arrange to have the preserved votes destroyed but not the report(s) of such elections(s) which shall be retained as if same were Board meeting minutes.

16. All Directors must be in Statutory Good Standing and if a Director is not in Statutory Good Standing for more than thirty (30) consecutive days, such Director shall be deemed to have resigned from the Board and shall no longer be deemed a Director and thereafter be barred from serving as a Director unless thereafter duly elected pursuant to Article III, Section 3 of these Bylaws.
17. No sitting Director shall enter or approve a new settlement agreement whether oral or written with another sitting Director with respect to the payments of assessments, legal fees or other charges lawfully assessed by the Association to a sitting Director.

### **Section 3. Regular Meetings**

Regular, that is "workshop," Meetings of the Board shall be held at such time and place as shall be determined by a majority vote of the Board members.

### **Section 4. Special Meetings**

Special Meetings of the Board may be called by the President or initiated by him at the request of a Board member on a minimum of two (2) days' notice unless exigent circumstances require less notice to each member of the Board. If all seven (7) members of the Board are present at a time when a special meeting is deemed in order by a quorum, then formal notice can be waived and the meeting can be called.



total of 1,415 Lots in Holiday Heights which constitutes less than 10% of all Holiday Heights Lot Owners objecting to the "Notice Of Proposed Amendments To By-Laws For Holiday Heights Homeowners Association, Inc. And Rejection Ballot" which is attached hereto as Exhibit A;

**WHEREAS**, the Holiday Heights Board of Directors has voted to pass this resolution to delete and replace Articles I, III, IV, V, VI, VII and VIII of the By-Laws as explained in the "Notice Of Proposed Amendments To By-Laws For Holiday Heights Homeowners Association, Inc. And Rejection Ballot" which is attached hereto as Exhibit A pursuant to and in accordance with N.J.S.A. 45:22A-46(5)(b);

**WHEREAS**, this Resolution was duly introduced and was thereafter adopted by the Holiday Heights Board of Directors at a regular scheduled general meeting, at which a quorum was present, by a majority vote of the Holiday Heights Board of Directors present and eligible to vote on this matter on June 9, 2022.

**NOW THEREFORE**, the Holiday Heights Board of Directors resolves as follows:

1. That effective upon this Resolution being filed in the Ocean County Clerk's Office to delete and replace Articles I, III, IV, V, VI, VII and VIII of the By-Laws as explained in the "Notice Of Proposed Amendments To By-Laws For Holiday Heights Homeowners Association, Inc. And Rejection Ballot" which is attached hereto as Exhibit A pursuant to and in accordance with N.J.S.A. 45:22A-46(5)(b); and

2. That Holiday Heights authorizes and directs its legal counsel to arrange for the recordation of this Resolution with the Ocean County Clerk's Office, including the "Notice Of Proposed Amendments To By-Laws For Holiday Heights Homeowners Association, Inc. And Rejection Ballot" which is attached hereto as Exhibit A pursuant to and in accordance with N.J.S.A. 45:22A-46(5)(b) in order to establish the recording of this Resolution in the

chain of title of The Properties of Holiday Heights, including but not limited to all Common Properties, Living Units and Lots situate in the Holiday Heights community.

**SPACE BELOW INTENTIONALLY LEFT BLANK**

