

**THE BYLAWS OF THE
RIVERVIEW NEIGHBORHOOD ASSOCIATION, INC.
A New Jersey Nonprofit Corporation**
[Revised January 27, 2014 — As submitted for Member Consideration]

154 Ogden Avenue, Ste. 3E
Jersey City, New Jersey 07307
Phone: 201-876-1980

ARTICLE I. NAME, PURPOSES, AND ACTIVITIES	1
<u>Section 1. Corporate Name</u>	1
<u>Section 2. Registered Agent and Address</u>	1
<u>Section 3. Objective</u>	1
<u>Section 4. Location of Activities</u>	1
ARTICLE II. DEFINITIONS	2
ARTICLE III. MEMBERS	2
<u>Section 1. Qualifications</u>	2
<u>Section 2. Voting Rights</u>	3
<u>Section 3. Transfer of Membership</u>	3
<u>Section 4. Termination and Suspension</u>	3
<u>Section 5. Evidence of Membership</u>	3
ARTICLE IV. MEETINGS OF MEMBERS	4
<u>Section 1. General Meetings</u>	4
<u>Section 2. Annual Meeting</u>	4
<u>Section 3. Special Meetings</u>	4
<u>Section 4. Place of Meetings</u>	4
<u>Section 5. Notice of Special Meetings</u>	4
<u>Section 6. Quorum</u>	4
<u>Section 7. Voting</u>	4
<u>Section 8. Conduct of Meetings</u>	5
ARTICLE V. BOARD OF DIRECTORS	5
<u>Section 1. General Powers</u>	5
<u>Section 2. Qualifications, Number, and Election</u>	6
<u>Section 3. Voting Rights</u>	6
<u>Section 4. Quorum and Voting</u>	6
<u>Section 5. Manner of Voting, No Proxies, Electronic Voting Permitted</u>	6
<u>Section 6. Regular Meetings of the Board</u>	7
<u>Section 7. Special Meetings of the Board</u>	7

Section 8. Notice of Special Board Meetings 7

Section 9. Resignation 7

Section 10. Removal..... 7

Section 11. Vacancies..... 8

Section 12. Confidentiality..... 8

Section 13. Compensation..... 8

Section 14. Public Statements..... 8

Section 15. Reservation of Authority..... 8

ARTICLE VI. OFFICERS 8

Section 1. Number 8

Section 2. Qualification of Officers 9

Section 3. Term of Office, Election, and Qualifications 9

Section 4. Removal of Officers 9

Section 5. Vacancies..... 9

ARTICLE VII. DUTIES OF THE OFFICERS..... 9

Section 1. President 9

Section 2. Vice President..... 10

Section 3. Secretary 10

Section 4. Treasurer 11

Section 5. Director At-Large 12

Section 6. Employees 12

ARTICLE VIII. PROTECTIONS OF DIRECTORS AND OFFICERS 12

Section 1. Non-Liability of Directors and Officers 12

Section 2. Indemnification by RNA of Directors and Officers..... 12

Section 3. Insurance..... 12

ARTICLE IX. COMMITTEES 12

Section 1. Establishment 12

Section 2. Leadership and Membership 13

ARTICLE X. POLITICAL ACTIVITY..... 13

ARTICLE XI. INCOME, CONTRACTS, AND OBLIGATIONS 13

Section 1. RNA Income 13

Section 2. Contracts..... 13

Section 3. Loans 13

Section 4. Expenses and Reimbursement for Expenses 14

Section 5. Deposits 14

DRAFT

ARTICLE XII. BOOKS AND RECORDS	14
ARTICLE XIII. NON-DISCRIMINATION.....	14
ARTICLE XIV. AMENDMENTS	14
<u>Section 1. Amendments to the Bylaws</u>	14
<u>Section 2. Amendments to the Certificate of Incorporation</u>	15
ARTICLE XV. DISSOLUTION	15
ARTICLE XVI. CONFLICT OF PROVISIONS.....	15
ARTICLE XVII. CONFLICT OF INTEREST	15
<u>Section 1. Purpose</u>	15
<u>Section 2. Disclosure of Actual or Potential Conflicts</u>	15
<u>Section 3. Board of Directors' Determination of Conflicts</u>	16
<u>Section 4. Determination of Conflicts to be Recorded in Minutes</u>	16
<u>Section 5. Recusal from Pertinent Votes</u>	16
<u>Section 6. Signed Acknowledgements</u>	16

ARTICLE I. NAME, PURPOSES, AND ACTIVITIES.

Section 1. Corporate Name.

This corporation is Riverview Neighborhood Association, Inc. (“RNA”), a nonprofit corporation incorporated in the State of New Jersey pursuant to the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A *et seq.*

Section 2. Registered Agent and Address.

The principal office of RNA shall be located at 154 Ogden Avenue, Ste. 3E, Jersey City, New Jersey 07307. RNA shall have and continuously maintain in the State of New Jersey a registered office and registered agent, whose address is identical to the registered office. The registered office and agent may be changed by a majority vote of the Board of Directors, who shall thereafter provide oversight for filing the change with the State of New Jersey.

Section 3. Objective.

RNA’s mission is to improve and enhance the quality of life in the Jersey City Heights community by renewing pride and promoting community awareness. RNA achieves this mission by:

- being a conduit for information to the community;
- advocating on behalf of members for services and other quality of life improvement needs;
- holding events that build community pride and participation;
- promoting responsible development;
- advancing educational opportunities and sustainability;
- helping those less fortunate;
- fostering cooperative efforts among neighbors, businesses, public officials, and other organizations;
- addressing safety concerns and quality of life issues;
- supporting neighborhood beautification efforts, particularly at Riverview-Fisk and Janet Moore Parks, where RNA serves as the steward for these parks;
- educating neighbors on community issues and City services as well as providing a forum for which to resolve these issues;
- encouraging volunteerism and organizing projects that meet community goals;
- promoting goodwill and neighborliness through social activities;
- fostering local arts, including promoting and supporting the growth of the Riverview Arts District;
- supporting educational initiatives and efforts;
- encouraging economic development; and
- contributing to community-building projects and programs.

Section 4. Location of Activities.

RNA may conduct activities in such other places, within or without the State of New Jersey, as its business and activities may require.

ARTICLE II. DEFINITIONS.

- (a) “Director” shall refer to an individual serving on the “Board of Directors.” The term “Director” shall be synonymous with the term “Trustee” as defined in N.J.S.A. 15A:1-2(i).
- (b) “Board” shall refer to the “Board of Directors.” The term “Board” shall be synonymous with the term “Director” as defined in N.J.S.A. 15A:1-2(b).
- (c) “Fiscal Year” shall mean the period of time commencing with January 1 and ending on December 31 of a given single calendar year.
- (d) “RNA” shall refer alternatively to the Riverview Neighborhood Association, Inc. as a corporate, nonprofit entity as well as the entity comprised of and acting collectively on behalf of its Members, Directors, and Officers.
- (e) “Member” shall be synonymous with the term “Member” as defined in N.J.S.A. 15A:1-2(h).
- (f). “Officer” shall refer to the executive officers of RNA serving in the capacity of President, Vice President, Treasurer, Secretary, and Director At-Large.
- (g) “Written” or “In Writing” shall mean any writing, whether in hard, paper copy or electronic format.

ARTICLE III. MEMBERS.

Section 1. Qualifications.

RNA shall have Members possessing all of the powers and responsibilities set forth herein. Any individual is eligible to become a Member of RNA, eligible to vote on all matters submitted to a vote of the membership, if he or she:

- (a) resides or is a principal owner of a business or residential property within the following geographical boundaries, including addresses on both sides of the boundary streets:
 - 1. The northern boundary shall be constituted by North Street between Sherman Avenue and Webster Avenue; Webster Avenue between North Street and Paterson Plank Road; and Paterson Plank Road between Webster Avenue and South Wing Viaduct (a.k.a. County Road 683);
 - 2. The eastern boundary shall be constituted by the city line of the City of Jersey City (i.e. the border between Jersey City and Hoboken, N.J.);
 - 3. The southern boundary shall be constituted by Observer Highway (a.k.a. New York Avenue) between Harrison Street and Palisade Avenue; and Booraem Avenue between Palisade Avenue and Abbett Street; and
 - 4. The western boundary shall be constituted by Abbett Street between Booraem Avenue and Ferry Street; Ferry Street between Abbett Street and Sherman Avenue; and Sherman Avenue between Ferry Street and North Street.¹
- (b) is eighteen (18) years of age or older;

¹ See Addendum A, “Map of Riverview Neighborhood Association Boundaries.”

DRAFT

- (c) pays the annual membership fee set by the Board;
- (d) has attended at least one (1) General Meeting within the twelve (12) months preceding payment of such annual membership fee; and
- (e) has his or her name and address entered in the membership list maintained by RNA and reviewed and updated annually.

Admission to membership shall not be denied for arbitrary, unreasonable, or discriminatory purposes.

Section 2. Voting Rights.

Each Member shall be entitled to one (1) vote in the election of Directors and Officers held at the Annual Meeting, defined in Article IV, Section 2; on any proposed changes to these bylaws or the Certificate of Incorporation; and on any other matter that the Board submits to the membership for a vote.

Section 3. Transfer of Membership.

Membership in RNA is not transferable or assignable to any other person, group, or entity.

Section 4. Termination and Suspension.

If a Member moves out of the geographical area, or sells his or her property or business, membership in the organization is terminated. A Member may be suspended or expelled for cause by a majority vote of the Board only after receiving due notice of a hearing before the Board and an opportunity for the Member to be heard by the Board. "Cause" for suspension or expulsion includes, but is not limited to, a Member's breach of these bylaws or failure to abide by any Code of Conduct implemented by the Board pursuant to Article IV, Section 8 herein. A Member whose suspension or expulsion arises from failure to meet eligibility requirements of membership in RNA, such as by failure to pay the annual membership fee, shall be given a reasonable opportunity to cure the defect.

Section 5. Evidence of Membership.

Upon a Member's joining RNA or annually renewing his or her membership in RNA, the Board may issue certificates, cards, graphical images, or other instruments permitted by law to all Members whose names appear on the membership list, which certificate, card, graphical image, or other instrument evidences membership in RNA for the term covered by the annual dues paid by the Member to RNA. Such membership certificate, card, graphical image, or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card, graphical image, or other instrument. Membership certificates, cards, graphical images, or other instruments, if issued, shall bear the signature(s) of an Officer(s) designated by the Board. The Secretary shall maintain copies of all membership certificates, cards, graphical images, or other instruments in RNA's records.

ARTICLE IV. MEETINGS OF MEMBERS.

Section 1. General Meetings.

General meetings of RNA (hereinafter “General Meetings”) shall be held monthly at a date and time to be prescribed by the Board, and are open to the public, Members and non-Members alike. During the months of July and August, monthly meetings may be suspended by a majority vote of the Board. The Secretary shall send a reminder notice of all General Meetings to each Member in writing at least four (4) days in advance of the meeting, which notice shall state the place, day, and hour of the meeting and shall include an agenda and the text of any motion requiring a vote by the Members.

Section 2. Annual Meeting.

An annual meeting of the membership (hereinafter “Annual Meeting”) shall be held each year in February, or such other time as the Board shall prescribe. Members of the Board as well as Officers will be elected at the Annual Meeting. The President shall provide and distribute an annual report at the Annual Meeting; if the President is concluding his or her term in office and not seeking reelection at the Annual Meeting, the annual report shall be prepared and distributed by the out-going President. The Treasurer shall provide a written annual report to the Members showing the financial condition of RNA, including all net assets and liabilities, either at the Annual Meeting or at the conclusion of the Fiscal Year; if the Treasurer provides such written annual report at the Annual Meeting and the Treasurer is concluding his or her term in office and not seeking reelection at the Annual Meeting, the written annual report shall be provided by the out-going Treasurer.

Section 3. Special Meetings.

Special meetings of the membership (“Special Meetings”) may be called by the Board or upon the request of not fewer than fifteen (15%) percent of the membership of RNA. Special Meetings shall not be spurious or frivolous in nature or substance and should be called for matters of extreme urgency that cannot be postponed until the next General Meeting. Business discussed at Special Meetings shall be limited to the matter for which the meeting is called.

Section 4. Place of Meetings.

The Board may designate any place, which is accessible to all members, within the geographic boundaries of RNA as the place for the General Meeting or for any Special Meetings.

Section 5. Notice of Special Meetings.

Notice of all Special Meetings shall be sent to each Member in writing at least four (4) days in advance of the meeting, which notice shall state the place, day, and hour of the meeting and shall include an agenda and the text of any motion requiring a vote by the Members. Such notice shall be sent by the Secretary at the direction of the President or the Officers or persons calling the meeting.

Section 6. Quorum.

Twenty-five percent (25%) of the membership (the total number of Members being defined by the current membership list) shall constitute a quorum necessary for the determination of any motions submitted to the membership for a vote.

Section 7. Voting.

The act of a majority (50% plus 1) of the membership present at a meeting at which a quorum is present shall be an act of RNA, except where otherwise provided herein. All votes shall be

DRAFT

recorded accurately in RNA minutes. Members must vote in person. There shall be no voting by proxy, mail, or by substitute representative.

Section 8. Conduct of Meetings.

General Meetings and Special Meetings shall be presided over by the President, or in his or her absence the Vice President, or if none of the foregoing is in office or present at the meeting, by an acting President to be chosen by a majority of the Members in attendance. The Secretary shall keep detailed minutes of the meeting.

At the first Board meeting following the Annual Meeting, the Board shall fashion and approve by a majority vote the rules of procedure to govern all official proceedings of RNA.

The Board may institute a Code of Conduct policy to govern how Directors, Officers, Members, and guests address each other and comport themselves at any RNA meetings and events.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers.

All powers of RNA shall be exercised by or under the authority of the Board, and the activities, property, and affairs of RNA shall be managed by or under the direction of the Board. The Board may exercise all such powers and may delegate any and all such powers as it sees fit, subject to restrictions imposed by the Certificate of Incorporation, these bylaws, the New Jersey Nonprofit Corporation Act, and Section 501(c)(3) of the Internal Revenue Code. Specifically, the Board shall:

- (1) have custody of all property belonging to RNA;
- (2) manage RNA's affairs in accordance with these bylaws;
- (3) meet at such times and places as needed to prudently and fully discharge its duty of due care toward RNA;
- (4) have the right and authority to enter into and conclude all contracts, agreements, and transactions;
- (5) have the right to make necessary expenditures;
- (6) formulate RNA rules or policies;
- (7) have the power to suspend or expel any Members for violations of RNA policies or rules;
- (8) see to it that RNA rules and policies, and the terms of these bylaws, are faithfully observed;
- (9) supervise all RNA activities and functions as well as all Officers, agents, and employees of RNA to assure that their duties are performed properly;
- (10) partner with others in any corporate entity, nonprofit entity, partnership, limited partnership, or other association of any kind in any joint venture, transaction,

DRAFT

undertaking or arrangement, which the participants would have the power to conduct independently, and whether that participation involves sharing or delegating control with or to others outside of RNA; and

(11) review and approve RNA's budget in advance of each Fiscal Year. In the event the budget is not approved by reason of lack of a quorum, the prior year's budget shall be carried forward until a quorum is achieved.

At its discretion, the Board, upon motion approved by a majority vote at any meeting where a quorum of the Board is present, may submit any matter to a vote of the Members at a subsequent General Meeting or properly noticed Special Meeting; the text of any motion requiring a vote by the Members must be included in the notice of such General or Special Meeting and sent at least four (4) days in advance of the General or Special Meeting. The Board is responsible for overall policy and direction of RNA, and may designate responsibility for day-to-day operations to RNA's Officers and/or Committees.

Section 2. Qualifications, Number, and Election.

Directors shall be at least eighteen (18) years of age and shall reside within the geographic area of RNA. The number of Directors shall be not less than five (5) and not more than nine (9). Directors shall be elected at the Annual Meeting of the Members by a majority vote of the quorum of Members present and voting. Nominations and qualifications shall be submitted orally or in writing at the General Meeting preceding the Annual Meeting. Nominations shall also be permitted from the floor at the Annual Meeting. All Board members shall serve one-year terms and may be reelected to successive terms.

Section 3. Voting Rights.

Each Director shall be entitled to one (1) vote on each matter submitted to a vote of the Board.

Section 4. Quorum and Voting.

The majority of the Board shall constitute a quorum at any meeting of the Board for the transaction of administrative business. An act of the Board is carried by the affirmative votes of a minimum of three (3) Board members. Every act or decision by a majority of the Directors present at a meeting at which a quorum is present is the act of the Board, unless the Certificate of Incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for a given matter. Directors who participate in a meeting of the Board via conference call or any other telephonic or remote means shall be deemed present at a meeting and shall count toward quorum, provided that every person participating in the meeting may clearly hear one another. All votes shall be recorded accurately in RNA's minutes.

Section 5. Manner of Voting, No Proxies, Electronic Voting Permitted.

Whenever a motion or matter is submitted for a vote of the Board at a properly noticed meeting where a quorum of the Board is present, Directors shall vote in person or orally via conference call or any other telephonic or remote means. There shall be no voting by proxy, mail, or by substitute representative. In the absence of a meeting of the Board, RNA shall not take any action unless there is unanimous written consent in support of the action, which written consent may be in electronic form as long as such electronic written consents can be verified and authenticated pursuant to best practices and under Federal and State laws governing electronic signatures. Discussions

DRAFT

among the Directors may be held via electronic mail or via other electronic medium, however, such discussions shall be considered informal and do not constitute a “meeting” of the Board.

Section 6. Regular Meetings of the Board.

There shall be at least six (6) regularly scheduled Board meetings (hereinafter “Regular Board Meetings”) per year, with the goal that such meetings shall be held monthly as necessary and practical. Such meetings shall include all Directors, Officers and may include Committee chairs, agents, or representatives. The President, in consultation with the Board, shall schedule all Regular Board Meetings and may designate any place within the geographic boundaries of RNA as the place to hold Regular Board Meetings. A notice of Regular Board Meetings shall be provided in writing by the Secretary to the Directors at least five (5) days prior to the Regular Board Meeting. An agenda for the Regular Board Meeting, containing the text of any motion(s) to be submitted for approval by the Board, shall be provided to all Directors at least twenty-four (24) hours prior to the scheduled Regular Board Meeting.

Section 7. Special Meetings of the Board.

Special meetings of the Board (hereinafter “Special Board Meetings”) may be called by, or at the request of, the President or any two Officers on less than five (5) days prior, but in no case less than twenty-four (24) hours prior, to the scheduled date and time of the meeting. Such meetings shall include all Directors and Officers and may include Committee chairs, agents, or representatives. Those authorized to call a Special Board Meeting may designate any place within the geographic boundaries of RNA as the place to hold Special Board Meetings.

Section 8. Notice of Special Board Meetings.

Notice of any Special Board Meeting shall be given in writing by the President (or his or her designee) or the Secretary (in the event the President is not one of the two Officers calling for or requesting the meeting). Such notice shall be provided to all Directors and Officers by two (2) different methods, including but not limited to via electronic mail, telephone, or first-class mail. The purpose of the Special Board Meeting must be stated in the notice as well as the text of any motion(s) to be voted on. Only the business stated in the notice shall be transacted at such Special Board Meeting.

Any Director can agree to waive the notice requirements of this Section in writing, signed by the Director, whether before or after the time of the Special Board Meeting. Alternatively, a Director’s attendance at any Special Board Meeting without objection prior to the conclusion of such meeting will constitute waiver of the notice requirements.

Section 9. Resignation.

Any Director may resign from the Board at any time by giving written notice of his or her resignation to the Board or to the President, and such resignation shall take effect at the time specified therein, or, if not specified, at the time of its receipt.

Section 10. Removal.

Directors can be removed for cause from any and all offices and committees upon motion approved by a majority vote at any properly noticed meeting where a quorum of the Board is present. “Cause” for removal includes, but is not limited to, a Director’s three (3) unexcused, consecutive absences from Board Meetings; violations of civil and ethics codes; breaches of these bylaws; or failure to participate in RNA activities. The Board’s vote upon a motion for removal shall occur no less than two (2) weeks following the making of the motion. The Director subject to removal shall be

DRAFT

given notice of the meeting when the motion is to be heard and afforded an opportunity be heard by the Board.

Section 11. Vacancies.

Any vacancy on the Board due to the death, resignation, removal, increase in the total number of Directors or other cause may be filled by a majority vote of the remaining Directors (even if less than a quorum). A Director so elected shall hold office until the next Annual Meeting, at which time a permanent successor shall be elected and qualified. In the event of a vacancy caused by the resignation of one or more Directors to become effective at a future date, any such Director or Directors may participate in the vote by the Board to fill the future vacancy. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office. Nominations to fill a vacant Director position must be received by the Secretary from present Board members at least two (2) weeks in advance of a Regular or Special Board Meeting.

Section 12. Confidentiality.

It is the intent of RNA to conduct its business in open sessions whenever possible. However, in those circumstances where the Board is discussing or acting upon any matter which the Board feels must be dealt with in confidence (limited to topics which concern the administration of RNA), the Board may close its meeting to non-Directors.

Section 13. Compensation.

The Board shall serve without compensation, but reasonable expenses incurred may be reimbursed when expended for and in the interest of RNA and approved by the Board. "Reasonable" herein shall not exceed fifty dollars (\$50.00) per month without prior approval of the Board. These expenditures will be included in the Treasurer's quarterly and annual reports.

Section 14. Public Statements.

Consistent with exercising his or her duties to supervise and manage all of the business and affairs of RNA, and subject to the control and approval of the Board as set forth in Article VII, Section 1 herein, the President shall be the spokesperson on behalf of RNA unless he or she delegates the authority to speak to the public on behalf of RNA to another Officer, Member, agent, or representative. Any statements prepared by RNA for publication, including but not limited to letters to the editor of a local newspaper expressing the opinion of the Board or press releases, shall be approved by a majority vote of the Board prior to submission or publication. No Director, Officer, Member, agent, or representative, either or individually or in concert, shall purport to represent the position of RNA on any matter without the President's or Board's approval.

Section 15. Reservation of Authority.

Any authority or power not mentioned herein shall be specifically reserved for the Board.

ARTICLE VI. OFFICERS

Section 1. Number.

The number of executive officers ("Officers") shall be five (5), all of which shall reside within the boundaries of RNA. There shall be one President, one Vice-President, one Secretary, one Treasurer, and one Director At-Large.

DRAFT

Section 2. Qualification of Officers.

Any Director may serve as an Officer of RNA.

Section 3. Term of Office, Election, and Qualifications.

Each Officer shall serve concurrently for a one-year term from the date of election. Thereafter, all Officers shall be eligible for re-election. Each Officer is expected to attend all General and Special Meetings, Regular and Special Board Meetings, and Annual Meetings. Each Officer shall hold office until his or her successor shall be elected and qualified.

Officers shall be elected at the Annual Meeting of the membership by a majority vote of the quorum of Members present and voting. Nominations and qualifications shall be submitted orally or in writing at the General Meeting preceding the Annual Meeting. Nominations shall also be permitted from the floor at the Annual Meeting.

Officers must be residents within the geographical boundaries and Members of the organization. No Officer may hold more than one office at one time.

Section 4. Removal of Officers.

Officers can be removed for cause from any and all offices and committees upon motion approved by a majority vote at any properly noticed meeting where a quorum of the Board is present. "Cause" for removal includes, but is not limited to, an Officer's three (3) unexcused, consecutive absences from Board Meetings; violations of civil and ethics codes; breaches of these bylaws; or failure to participate in RNA activities. The Board's vote upon a motion for removal shall occur no less than two (2) weeks following the making of the motion. The Officer subject to removal shall be given notice of the meeting when the motion is to be heard and afforded an opportunity be heard by the Board.

Section 5. Vacancies.

Any vacancy of an Officer position due to death, resignation, removal, creation of a new Officer position or other cause may be filled by a majority vote of the Board (even if less than a quorum of the Board can be convened). An Officer so elected shall hold office until the next Annual Meeting, at which time a permanent successor shall be elected and qualified. An Officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Nominations to fill a vacant Officer position must be received by the Secretary from Board members at least two (2) weeks in advance of a Regular or Special Board Meeting.

ARTICLE VII. DUTIES OF THE OFFICERS

Section 1. President.

The President shall supervise and manage all of the business and affairs of RNA, subject to the control and approval of the Board, and specifically shall:

- (1) preside at all General and Special Meetings, Regular and Special Board Meetings, and Annual Meetings of RNA;
- (2) ensure that these bylaws are observed and that the Officers faithfully discharge their duties;
- (3) appoint all committee chairs and serve as an *ex officio* member of all committees;

DRAFT

- (4) designate the duties for the Vice President;
- (5) have power to authorize non-budgeted single expenditures between General Meetings or Board Meetings, provided the expenditures shall not exceed \$500;
- (6) exercise the power, subject to approval by the Board as required under these bylaws, to sign, with the Secretary or other officer(s) of RNA, all contracts, checks, and instruments of conveyance in the name of RNA and to appoint and discharge agents and sub-contractors subject to the approval of the Board;
- (7) prepare an annual report in writing that shall be disseminated at the Annual Meeting;
- (8) review and sign all Federal, State, and local tax and other nonprofit corporation registration filings; and
- (9) be responsible for maintaining open communications and good-working relationships with representatives of local government, the Jersey City Heights community, and Members of RNA.

Section 2. Vice President.

The Vice President shall have all powers and perform such duties as may be assigned to him or her by the President or as prescribed by the Board. The Vice President shall, in the absence of the President or when delegated by the President, or in the event of the President's inability to act, perform all of the duties and exercise all of the powers of the President, subject to the same restrictions.

Section 3. Secretary.

The Secretary shall:

- (1) compile and maintain detailed minutes of the meetings of the Members, Board, and Committees;
- (2) ensure, or provide oversight to ensure, that all notices are duly given in accordance with the provisions of these bylaws and as required by law;
- (3) maintain true and correct books and records of account of RNA and facilitate inspection by Members, Directors, and the general public in accordance with Article XII herein;
- (4) be present at all General and Special Meetings, Regular and Special Board Meetings, and Annual Meetings. If for some reason the Secretary cannot be present, the President shall select an ad hoc replacement to record the minutes of the meeting. The Secretary need not attend Committee meetings, but shall be responsible for obtaining minutes of all Committee meetings and maintaining them among RNA's books and records;
- (5) conduct the correspondence from the Board to the Members;

DRAFT

(6) maintain the membership list and copies of any certificates, cards, graphical images, or other instruments permitted by law that RNA provides to Members evidencing membership in RNA;

(7) record attendance at meetings. The attendance records shall be maintained with the official minutes of the meeting; and

(8) perform any other duties as specified in these bylaws.

Section 4. Treasurer.

The Treasurer shall:

(1) have charge and custody of all monetary assets of RNA and deposit or cause to be deposited all such funds in the name of RNA in such banks, trust companies, or other depositories as shall be authorized by the Board;

(2) be responsible for payment of all bills and invoices rendered to RNA;

(3) maintain or cause to be maintained adequate and correct accounts of RNA's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(4) receive, and give receipt for, monies due and payable to RNA from any source whatsoever;

(5) present quarterly financial reports of income and expenses to the Board, and at each General Meeting. Such reports may be given orally, using written notes, if so desired;

(6) present a written annual report to the Members, either at the Annual Meeting or at the conclusion of the Fiscal Year, showing the financial condition of RNA, including all net assets and liabilities;

(7) exhibit or cause to be exhibited at all reasonable times the books of account and financial records to any Director or Officer of RNA, or to his or her agent or attorney, on request therefor;

(8) facilitate the preparation of all Federal, State, and local tax and other nonprofit corporation registration filings for the President's signature;

(9) keep a written record of the dues paid by each Member and provide the Secretary accurate and up-to-date information on dues paid for purposes of maintaining the membership list; and

(10) prepare, or cause to be prepared, an annual budget for each Fiscal Year, in consultation with the Directors and Officers, for approval by the Board.

DRAFT

Section 5. Director At-Large.

The Director At-Large shall perform all duties as from time to time may be assigned to him or her by the President or the Board, which may include organizing volunteer participation in RNA events, programs, and activities; managing, in consultation with the Board, communications with the general public, including any RNA newsletters, press releases, or electronic or social media communications; or other assigned duties.

Section 6. Employees.

RNA shall have the power to hire employees to oversee, supervise, and manage the day-to-day affairs of RNA. Employees shall receive such compensation (whether in the form of wages, salary, benefits, or other forms of remuneration) as determined by the Board as reasonable and not excessive, and shall have such duties and authority as determined by the President or the Board.

ARTICLE VIII. PROTECTIONS OF DIRECTORS AND OFFICERS

Section 1. Non-Liability of Directors and Officers.

The Directors and Officers shall not be personally liable for the debts, liabilities, or obligations of RNA.

Section 2. Indemnification by RNA of Directors and Officers.

RNA may indemnify a Director, Officer, employee or agent of RNA against reasonable costs, disbursements, counsel fees and liabilities in connection with any proceeding involving such Director, Officer, employee or agent of RNA because of that person's present or former capacity as a Director, Officer, employee or agent of RNA in the manner, and subject to any conditions, prescribed by the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A:3-4, or corresponding section of any future New Jersey Act, to the extent of RNA's relevant insurance coverage. Such person, however, shall not be indemnified where the action or proceeding is based upon or arises out of his own intentional or negligent misconduct in the performance of his duties on behalf of RNA.

Section 3. Insurance.

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of RNA (including a Director, Officer, Member, employee or other agent of RNA) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not RNA would have the power to indemnify the agent against such liability under the Certificate of Incorporation, these bylaws, or provisions of law.

ARTICLE IX. COMMITTEES.

Section 1. Establishment.

From time to time, or at such time as the Board may deem necessary and appropriate, the Board shall constitute committees to assist in carrying out the business of RNA, to fulfill RNA's objectives, to accommodate the interests of Members, or to serve the best interests of the neighborhood and community. A committee shall be formed by motion defining its specific goals and objectives. Any committee shall remain constituted until the purpose for which it has been formed has been fulfilled.

Section 2. Leadership and Membership.

The President in consultation with the Board shall appoint a chair or co-chairs to head each committee. The chair or co-chairs shall lead committee meetings and be responsible for regularly reporting updates on the committee's work to the Board and Members. Committees shall also prepare periodic updates for RNA's monthly newsletter. The Board may also require chair or co-chairs to attend and report at Board meetings. Committee membership shall be open to any Member.

ARTICLE X. POLITICAL ACTIVITY

RNA shall not limit the right of any Director, Officer, or Member of RNA to engage in any political activity as a private citizen except that no Director or Officer shall run for or hold elected or appointed public office while serving as a Director or Officer of RNA. Directors and Officers are not prohibited from attending occasional political events or participating in political fundraising or volunteer activities; however, any Director or Officer who undertakes any recurring or ongoing activities on behalf of or formal position with any candidate for public office, political campaign, or elected or appointed public officeholder shall disclose same to the Board pursuant to the Conflict of Interest provisions set forth in Article XVII herein and shall recuse himself or herself from voting on any matters that come before, or are likely to come before, such office. Neither RNA nor any of its Directors, Officers, or Members shall in any way use RNA funds or RNA name in the furtherance of, nor engage in any political activity for or against, any candidate for public office. Pursuant Section 501(h) of the Internal Revenue Code, RNA may engage in nonpartisan voter education concerning any election or issue.

ARTICLE XI. INCOME, CONTRACTS, AND OBLIGATIONS.

Section 1. RNA Income.

RNA may acquire, receive, purchase, or take by gift, grant, devise, bequest, or otherwise assets including monies or things of monetary value, real, personal, and mixed property of any kind and description, without limit as to amount, as may be necessary or convenient for the conduct of RNA; may hold, reinvest, use, sell, lease, assign, give, exchange, transfer, or otherwise dispose of the same; may borrow money from any natural person, bank or creditor, or Member; and may issue notes or obligations of RNA from time to time for any of the objects or purposes of RNA and secure the same by lawful means; may enter into, make, perform, and carry out contracts of any kind or nature for any of the objects or purposes of RNA without limit as to amount; and may have one or more offices to carry on all or any of the operations and the exercise of any of the powers of RNA.

Section 2. Contracts.

The Board may authorize any Director, Officer, Member, or agent to negotiate and enter into any contract or execute and deliver any instrument in the name of and on behalf of RNA. Such authority may be general or confined to specific business. Once authorized by the Board, activities concerning the contract or instrument will be implemented through the President and the Treasurer, each of whom shall co-sign any obligation on behalf of RNA.

Section 3. Loans.

No loans shall be contracted on behalf of RNA and no evidences of indebtedness shall be issued in its name unless authorized by a majority vote of the Board and memorialized in a written

DRAFT

resolution co-signed by President and the Treasurer. Such authority may be general or confined to specific instances.

Section 4. Expenses and Reimbursement for Expenses.

All RNA expenses, whether to a third party or as reimbursement to Directors, Officers, Members, or agents for expenses on behalf of RNA, shall be approved by a majority vote of the Board, except (a) the President shall have power to authorize non-budgeted single expenditures between General Meetings or Board Meetings, provided the expenditures shall not exceed \$500 and (b) Directors and Officers need not seek prior Board approval for “reasonable” expenses incurred on behalf of RNA less than fifty (\$50.00) dollars per month and can seek reimbursement for such expenses.

Section 5. Deposits.

All funds of RNA not otherwise employed shall be deposited from time to time to the credit of RNA in such banks, trust companies, or other depositories as the Board shall select. The President and the Treasurer shall be co-signatories to all such accounts.

ARTICLE XII. BOOKS AND RECORDS

RNA shall keep correct and complete books and records of account, including but not limited to copies of these bylaws, Certificate of Incorporation, IRS approval of tax-exempt status, annual Federal and State tax returns, official correspondence, records of properties owned and business transactions, bank statements, and contracts or agreements of any kind. RNA shall also keep minutes of all General or Special Meetings, Regular or Special Board Meetings, Annual Meetings, and Committee Meeting, and shall maintain a record of the names and addresses of the Members (i.e. the “membership list”). The Board may adopt a policy governing the length of time and format by which records are to be retained. All books and records of RNA may be inspected by any Director, Officer, or Member for any proper purpose at any reasonable time. RNA shall also provide the public inspection of particular information as per 26 U.S.C. § 6104(d), and other applicable law or regulation, when the request is bona fide and does not constitute harassment. When a request to review RNA’s books and records is made, the Secretary of RNA shall respond.

ARTICLE XIII. NON-DISCRIMINATION

RNA shall be an Equal Opportunity Employer as that term is defined by Federal law and regulation and shall make available its services, and open its membership to, applicants who comply with the terms of eligibility for membership in Article III, Section 1, without regard to race, creed, age, sex, color, ancestry, national origin, or sexual orientation.

ARTICLE XIV. AMENDMENTS.

Section 1. Amendments to the Bylaws.

These bylaws may be altered, amended, or repealed, and new bylaws adopted at a properly noticed meeting, by a (2/3) majority vote of all Members. After an amendment has been proposed, it

DRAFT

shall be published in the next two consecutive issues of RNA newsletter. The proposed bylaws shall not be voted upon until the second meeting after they are first proposed.

Section 2. Amendments to the Certificate of Incorporation.

RNA's Certificate of Incorporation may be altered or amended at a properly noticed meeting, by a two-thirds (2/3) majority vote of all Members. After an amendment has been proposed and approved by a majority of the Board, it shall be published in the next two consecutive issues of RNA newsletter. It shall not be voted upon by the Members until the second meeting after it is first proposed.

ARTICLE XV. DISSOLUTION.

Pursuant to N.J.S.A. 15A:12-4 and 15A:12-8, RNA may be dissolved by action of the Board and Members. The Board shall adopt a plan for dissolution, which shall be submitted for a vote at a meeting of the Members in accordance with the notice requirements of these bylaws and State law. For dissolution to proceed, two-thirds (2/3) of the Members present at a properly noticed meeting where quorum of the Members is present must approve the plan for dissolution. Upon dissolution of RNA, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted Federal law. No part of the net assets or net earnings of RNA shall inure to the benefit of or be paid or distributed to a Director, Officer, Member, or agent of RNA.

ARTICLE XVI. CONFLICT OF PROVISIONS.

These bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act ("Act") and the Certificate of Incorporation as they may be amended from time to time. If any provision in these bylaws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

ARTICLE XVII. CONFLICT OF INTEREST.

Section 1. Purpose.

The purpose of the conflict of interest policy is to protect RNA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, Officer, Member of RNA. This policy is intended to supplement, but not replace, any State and Federal laws governing conflicts of interest applicable to charitable organizations.

Section 2. Disclosure of Actual or Potential Conflicts.

In connection with any actual or potential conflict of interest, a Director, Officer, or Member working in a consulting or vendor capacity with the City of Jersey City or RNA, must disclose the existence of a personal or financial interest or other potential conflict of interest as well as all material facts to the Board, which must consider all financial transactions or arrangements. Such disclosure must occur before RNA enters into any legal or financial transaction with any public or private entity,

DRAFT

including but not limited to the City of Jersey City or third-party vendors or consultants and must occur in advance of any meeting at which such transaction is to be approved. In determining whether to disclose a potential conflict, a Director, Officer, or Member shall err on the side of full disclosure.

Section 3. Board of Directors' Determination of Conflicts.

After such disclosure, the interested party shall leave the meeting while the Board discusses and votes upon how to address the conflict of interest. The Board shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement and the legalities involved and provide its recommendation to the Board. The Board shall determine whether RNA can obtain a more advantageous transaction or comparable arrangement from a person or entity that will not present a conflict of interest. The Board shall determine by majority vote of the disinterested Directors whether the transactions or arrangement is in the organization's best interest, and whether it is fair and reasonable. If the Board votes that there is a conflict of interest, it will inform the interested Director, Officer, or Member, whereupon the interested Director, Officer, or Member will be required to formally recuse him- or herself from voting on the underlying transaction or arrangement. The Board's affirmative vote on a conflict of interest is not a formal statement that the conflict involves a legal issue. The Board will make a summary statement to the Members regarding the conflict of interest and resolution thereof at the next General Meeting following the Board's vote.

Section 4. Determination of Conflicts to be Recorded in Minutes.

The minutes of the Board shall contain a full record of all conflict of interest disclosures (whether actual or potential) and resolution thereof, including the names of the person or persons with the conflict; the nature of the conflict; actions taken to determine whether a conflict of interest was present; and the decision as to whether a conflict of interest existed.

Section 5. Recusal from Pertinent Votes.

Any Director, Officer, or Member who receives direct or indirect compensation from RNA for services is precluded from voting on matters pertaining to that compensation.

Section 6. Signed Acknowledgements.

Upon being elected, every Director or Officer shall sign a statement which affirms that that person has received a copy of RNA's bylaws which state the conflict of interest policy; has read and understands the policy; agrees to comply with the policy; and understands that charitable organizations must engage in activities which accomplish its tax-exempt purposes. At each Annual Meeting, the Secretary shall read aloud RNA's conflict of interest policy, or an abridged version of the policy approved by the Board, for the benefit of the Members present. The Secretary shall annually re-circulate an electronic copy of the policy to all Members.

DRAFT

ADOPTION OF BYLAWS

We, the undersigned, are all of the Directors of the Riverview Neighborhood Association. Following an affirmative vote of two-thirds (2/3) the Members approving these bylaws held on [DATE], RNA, through its Members and Board hereby adopts, the foregoing bylaws, consisting of sixteen preceding pages, as the bylaws of RNA.

Dated: _____
