

BYLAWS OF THE WASHINGTON PARK ASSOCIATION OF HUDSON COUNTY, INC.

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DEFINITIONS

General Member(ship): Individuals associated with the Washington Park Association of Hudson County, Inc. who pay dues but are not Trustees.

Good Standing: Current with the payment of statutory dues and filing of required periodic reports (in the context of the Washington Park Association of Hudson County, Inc.), or individuals that have satisfied the minimum requirements for performing their respective roles for the Washington Park Association of Hudson County, Inc (in the context of Trustees, Officers and General Membership of the Washington Park Association of Hudson County, Inc.)

Officer: Any Trustee or General Member serving in one of the following positions: President, Vice-President, Treasurer, or Secretary.

Leadership: Officers and Trustees of the Washington Park Association of Hudson County, Inc.

ARTICLE I – NAME & ACTIVITIES

A. Corporate Name

This organization has been incorporated as, and shall conduct business under the name of, the Washington Park Association of Hudson County, Inc (“WPA”).

B. Objective

The WPA is organized exclusively for charitable and educational purposes. Its objectives shall be to work with the community to revitalize, maintain and protect Washington Park in Hudson County, New Jersey, and promote its use through the development of programs and activities that enhance the quality of life of park users and local residents. In doing so, the WPA foresees that it may ease the burden on government institutions, aid in the development of amateur sports, and make distributions to organizations that qualify as exempt organizations as defined in 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The WPA is committed to ensuring quality care, maintenance and improvements for all public parks and recreational activities associated therein.

ARTICLE II – OFFICES & REGISTERED AGENT

A. Registered Office

The address of the WPA's registered office in New Jersey shall be as follows

Washington Park Association of Hudson County, Inc.
662 Palisade Avenue,
Jersey City, NJ 07307

B. Other Offices

The WPA may also maintain such other offices within or outside New Jersey as the Board of Trustees ("Board") may from time to time determine.

C. Registered Agent

The agent of the WPA, registered with the State of New Jersey, shall have a business address identical with the registered office of the WPA. The registered agent shall ensure that the WPA files an Annual Report with the State of New Jersey and remains in Good Standing.

ARTICLE III – MEMBERS

The WPA shall have no members entitled to vote on any matter. Any provision of the New Jersey Nonprofit Corporation Act, as amended, or any other provision of law requiring notice to, the presence of, or the vote, consent or other action by members of the WPA, shall be satisfied by notice to, the presence of, or the vote, consent or other action by the Board.

ARTICLE IV – BOARD OF TRUSTEES

A. Powers

All powers of the WPA shall be exercised by or under the authority of the Board, and the activities, property and affairs of WPA 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.

B. Composition

The Board shall consist of no less than nine, and no more than fifteen, Trustees.

C. Eligibility

Trustees shall be at least 18 years and residents of the County of Hudson, NJ. All trustees will be expected to enter into a statement of understanding with the WPA regarding their roles and responsibilities as trustees.

D. Trustee Classes

The Trustees shall be divided into two classes (A and B) of approximately equal size, who shall serve for a term of two years. Elections of Trustees shall be held each year on a rotating basis. At the annual meeting for 2010, Class A Trustees shall be up for election. At the annual meeting for 2011, Class B Trustees shall be up for election. All subsequent elections for Trustee classes shall occur every second year from the initial election, except in the cases of vacancy appointments and/or the expansion of the total number of Trustees sitting on the Board. Except in the case of resignation or removal under these bylaws, each Trustee shall hold office until the expiration of his or her term and the election of his or her successor.

E. Apportionment of Trustees into Classes

In the event of a vacancy, the Board may nominate and elect an interim Trustee for the duration of the affected term into the same class as the vacating Trustee. In the event of an additional Trustee due to an expansion of the total number of Trustees, new Trustees shall be assigned to classes in an alternating fashion, with the goal to keep said classes balanced.

F. Term Limits

Trustees may serve an unlimited number of terms.

G. Quorum

A majority of the entire Board, or any committee thereof, shall constitute a quorum for the transaction of business, unless the Certificate of Incorporation or these bylaws shall provide that a greater or lesser number constitutes a quorum, which in no case shall be less than the greater of two persons or one-third of the entire Board or committee, except that when a committee of the Board consists of one Trustee, then one Trustee shall constitute a quorum. A quorum shall only consist of Officers and Trustees in Good Standing.

H. Binding Effect of Quorum Decisions

The act of the majority present at a meeting at which a quorum is present shall be the act of the Board or the committee, unless the act of a greater number is required by the Act, the Certificate of Incorporation or these bylaws or any amendments formally adopted by resolution of the Board. Any action required to be authorized by a vote of the Trustees greater than a majority shall be rescinded or modified only by a like vote.

I. General Duties and Responsibilities

- (1) The Board shall determine its own rules of governance and meetings, provided the rules do not conflict with these bylaws.
- (2) All Trustees must agree to accept a chairmanship, co-chairmanship, or sit on a committee of a standing or ad hoc committee.

J. Particular Duties, Authority and Powers

The Board shall

- (1) have custody of all property belonging to the WPA,
- (2) manage the affairs of the WPA in accordance with these bylaws,
- (3) have the right and authority to conclude all contracts,
- (4) have the right to make necessary expenditures,
- (5) have the power to suspend or expel any General Members of the WPA for violations of the rules of the WPA,
- (6) formulate the policies of the WPA,
- (7) see to it that the policies and the terms of these bylaws are faithfully observed,
- (8) supervise all activities and functions of the WPA,
- (9) review the budget for the coming fiscal year at the November meeting of the Board, and
- (10) draft and implement an annual budget.

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.

K. Contracts and Instruments of Conveyance

The Board, by voting on proposals made by any Trustee or agent of the WPA, may authorize any Trustee or agent of the WPA to enter into any contract or execute and deliver any instrument in the name of and on behalf of the WPA. Such authority may be general or confined to specific instances. All contracts and instruments of conveyance will be co-signed by the President and one other Trustee or Board designee.

L. Absences; Vacancy

The office of any elected Trustee who shall be absent for three meetings without satisfactory explanation may be declared vacant by a quorum of the Board. Such a Trustee will be deemed to be not in Good Standing.

M. Death, Resignation, Incapacity

In the event of the removal, death, resignation or incapacity of any Trustee, a successor shall be elected by the Board based on the recommendations of the Nominating Committee, to fill the vacancy for the unexpired term.

N. Removal

Trustees can be removed for cause from offices and committees by majority vote of a quorum of the Board. Possible causes for removal include, but are not limited to, illegal violations of civil and ethics codes, breaches of these bylaws, failure to participate in WPA activities, et cetera.

O. Compensation

Trustees shall receive no salary for their services. However, by resolution by the Board, any Trustee may be reimbursed for expenses and costs, including professional contractual costs associated with the WPA.

P. Reservation of Authority.

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

ARTICLE V – OFFICERS

A. Positions

At its Annual Meeting, the Board shall elect the following Officers for a term of two years:

President
Vice President
Treasurer
Secretary

B. Restrictions on Holding Office

No Officer shall hold more than one office at the same time. At least two of the positions of Officers shall be held at all times by a Trustee.

C. Death, Resignation, Incapacity; Successorship

In the event of the removal, death, resignation or incapacity of any Officer, a successor shall be elected by the Board, based on the recommendations of the Nominating Committee, to fill the vacancy for the unexpired term.

D. President: Duties, Authority and Power

The President shall

- (1) preside at all meetings of the WPA,
- (2) see to it that these bylaws are observed and that the Officers faithfully discharge their duties,
- (3) appoint all committee chairs,
- (4) designate the duties for the Vice-President as defined in section 2(a) of this article,
- (5) have power to authorize non-budgeted single expenditures between regular meetings of the membership or Board, provided the expenditures shall not exceed \$800,
- (6) prepare an annual report in writing that shall be disseminated at the annual meeting of the membership in October,
- (7) be a voting member of all committees except the nominating committee, and
- (8) be responsible for all tax and registration filings.

E. Vice President: Duties, Authority and Power

The Vice President shall assist the President in the discharge of his/her duties and, in the absence of the President, the Vice President shall perform the duties of that office.

F. Treasurer: Duties, Authority and Power

The Treasurer shall

- (1) have custody of all corporate funds,
- (2) be responsible for payment of all bills rendered to the WPA after approval by a committee chairman provided same are within the limits of the committee's budget,
- (3) present financial reports quarterly to the Board, and at each meeting of the General Membership,
- (4) present an annual report showing the financial condition of the WPA,
- (5) collect all monies due to the WPA, and
- (6) keep an account of the dues of each General Member.

Expenditures in excess of budgetary allowances must be approved by the Board.

G. Secretary: Duties, Authority and Power

The Secretary shall

- (1) keep a true and correct record of the minutes of the WPA and of the Board. These written records shall be maintained permanently.
- (2) be present at all meetings. If for some reason the Secretary cannot be present, the President shall select an ad hoc replacement.
- (3) conduct the correspondence from the Board to the General Members.
- (4) report a record of attendance and list of reasons for absences at meetings of the Board to the President.
- (5) keep a record of attendance at General Membership meetings. The attendance records shall be maintained permanently with the official minutes of the meeting.

H. Authority to Sign Checks

All checks must be signed by either the Treasurer or the Secretary. Checks in excess of \$800 must have an additional signature from one of the following Officers: President, Vice President, Treasurer (if in addition to the Secretary), or Secretary (if in addition to the Treasurer).

I. Leadership Authorities and Requirements

Individual Officers have the authority for fulfilling responsibilities delegated by the Board. Each Officer may further delegate duties and authorities, but the responsibility for the fulfillment of those duties remain theirs. Each Officer shall exercise the necessary responsibility to perform appropriate duties, and shall be accountable to the Board for execution of duties and acceptance of responsibilities.

J. Vacancies

A vacancy for an Officer position can be filled by a majority vote of a quorum of the Board. These vacancies can be filled at regularly scheduled meetings or special meetings. If the position of the President is vacated, the vice President shall call a timely meeting for the purpose of filling the vacancy. The vacancies can be filled by candidates announcing their desire to fill the positions.

ARTICLE VI – NOMINATIONS AND ELECTIONS

A. Nominating Committee Generally

From time to time, a Nominating Committee shall be designated by the President, subject to the approval of the Board, for the purposes of nominating individuals as Officers and Trustees for the subsequent elections.

B. Nominating Committee Composition

The Committee shall consist of five members.

- (1) Three members shall be from the General Membership.
- (2) Two members shall be from the Board.
- (3) There shall be one General Membership alternate and one Trustee alternate.

C. Nominating Committee Appointment

The appointment of the Nominating Committee shall be announced no later than February 1st. The President shall appoint the chair of the committee.

D. Nominating Committee Meetings & Duties

The Nominating Committee shall hold no less than two meetings for the consideration of a slate of Officers and Trustees. The first meeting, to be held in March, shall be open to the Leadership and General Membership, which shall be given notice thereof. At the March meeting, a request shall be made for suggestions and recommendations of candidates for the various positions.

Subsequent meetings shall be limited to Trustees. At these meetings, a slate of candidates shall be decided upon where one candidate shall be nominated for each position.

E. Effect of Nomination

Any member of the Nominating Committee who accepts a nomination for any position as Officer or Trustee shall resign from the committee forthwith and shall be replaced by an alternate.

F Posting of Nominations

The Nominating Committee shall deliver a list of the proposed Officers and Trustees to the Secretary who shall arrange for a copy to be posted on the WPA's website not less than twenty days prior to the September meeting of the WPA.

G. Notice to General Membership

The Secretary shall email to the General Membership, not less than twenty days prior to the October meeting, a notice containing the slate of candidates. The notice of meeting shall also contain a statement as follows: “additional nominations may be made by petition signed by five General Members in Good Standing and presented to the Secretary not less than one week prior to the election.”

H. Nominating Petitions; Voting; Multiple Candidates

There shall be no limit to the number of nominations by petition that can be made for each position. A successful candidate for a contested position of an Officer or Trustee must receive an affirmative vote from the majority of quorum of the Board. If there are more than two candidates for a position, and no candidate has a majority, a run-off election shall be held between the two candidates receiving the highest number of the total votes cast. The person receiving the majority of votes in the run-off shall be declared elected.

I. Election Procedure

All Officers and the Trustees shall be elected collectively, except in the case of a contested position. In the event of a contest, the vote for that position shall be by secret ballot. If there is only one nominee for any of the positions, the Election Officer will announce that fact during the meeting and at the end of the meeting the President will announce the names of the members of the new Board who take office without contest. There can be no vote by proxy, by mail or through cumulative voting.

ARTICLE VII – GENERAL MEMBERSHIP

A. Dues and Assessments

General Membership dues and assessments shall be determined from time to time by the Board.

B. Term

General Membership dues are good for one calendar year from the date paid.

C. Good Standing

General Members in Good Standing are defined as individuals who (1) pay dues to WPA in a timely fashion; and (2) attend at least four meetings within a twelve-month period.

ARTICLE VIII – MEETINGS

A. Annual Meeting

- (1) Location: The annual meeting of the Board shall be held at the registered office of the WPA, or at such other place, within or outside New Jersey, as may be determined by the Board.
- (2) Time: The annual meeting of the Board for the election of Trustees, and such other business as may be brought before the Annual meeting, shall be held on the first Monday of October in each year at 7:30 p.m., unless the day of the scheduled meeting falls on a legal holiday.
- (3) Alternative Time: In the event that the scheduled date of the annual meeting falls on a legal holiday, such meeting shall be held on the following business day at the same time and place set by the Board.

B. Regular Meetings

- (1) Location: Regular meetings of the Board and the General Membership shall be held without formal notice, unless such meetings have agendas, at a location to be determined by the Board.
- (2) Time: These meetings shall occur on the first Monday of each month at 7:30 p.m. unless otherwise determined by the Board.
- (3) Alternative Time: In the event that it shall be found necessary, the President, in consultation with the Officers, shall have the authority to change the date of the meeting to a date within thirty days of the original date.

C. Notice of Regular Meetings Having Agendas

Notice of Regular Meetings having agendas shall be mailed or forwarded by the Secretary to the Trustees and General Membership at least five days prior to the scheduled meeting. The notice shall also contain the text of any motion to be submitted by the Board. Informal notice shall be made via posting the same on the web page for WPA or by any other non-certified means of notice, including email and phone notice to Trustees.

D. Special Meetings

The President or, in his/her absence, a Vice President may call a special meeting. It shall also be his/her duty to call a special meeting of the WPA whenever requested to do so in writing by ten General Members of the WPA who are in Good Standing. At least, four days written notice (including e-mails) of the special meeting shall be given to the entirety of the General Membership by the Secretary. The purpose of the special meeting must be stated in the notice, as well as the text of any motions to be voted on. Only the business stated in the notice shall be transacted at said special meeting.

ARTICLE IX – RULES OF THE WPA

A. Code of Conduct

In the interest of fostering community relations and assuring the on-going health of the WPA, all meetings will maintain an atmosphere of courtesy and civil conduct. When there is a disagreement of any kind, people will address each other with respect. An individual's presence at a meeting indicates acceptance of this policy. Anyone whose words or actions go against the policy may be required to leave a meeting.

B. Status of General Public at Meetings

Non-Trustees may attend and speak at all Regular and Special Membership meetings. At any time, the President may call for a closed session, and any or all non-Trustees may be excluded.

C. Conflict of Interest Policy

It is recognized that occasions may arise when a member of the Board or an Officer of the WPA has a financial interest or has a familial relationship with a person who has a financial interest in a contract or transaction involving the WPA or a committee thereof. In such cases it is the policy of the WPA and of its Board that:

- (1) Any material facts as to such financial interest shall be disclosed by such interested Trustee or Officer to the members of the Board or committee.
- (2) The Trustee or Officer having such financial interest in any matter shall not vote or use any personal influence with regard to the matter (except that he or she may state a position on the matter and respond to questions about it). Additionally, such interested Trustee or Officer may not be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and that such Trustee or Officer abstained from voting. At the Board's discretion, the interested Trustee(s) or Officer(s) shall leave the room during discussion and voting on the matter(s) subject to the conflict of interest.

Failure to disclose a conflict of interest is grounds for removal from the Board.

D. Public Actions

No Trustee may, on behalf of the WPA, take any public action or issue press statements without getting approval in advance from a majority of the Board.

E. External Written Correspondence

No Trustee may, on behalf of the WPA, send a letter, fax, press release, newsletter, flyer or other written material, without meeting the following conditions:

- (1) If the content is in accord with existing WPA policy, the written material must be read and approved by at least two other Trustees before being sent, or
- (2) If there is no existing WPA policy to support the content, the written material must be read and approved by a majority of the Board before being sent. For any matter that the Board determines to be controversial to the membership, a vote of the membership at a regular or special membership meeting is required in advance.
- (3) This section shall not apply to internal memorandum or correspondence within the WPA. All such written material will be given to the Secretary for filing and will be read or circulated at the next regular meeting.

F. Political Activity

The WPA will not endorse any candidate for political office. The WPA will neither engage in any political activity in the name of the organization, nor utilize WPA resources for or against any candidate for political office.

G. Non-Discrimination

The WPA will not discriminate on the basis of race, creed, color, age, gender, sexual preference, ancestry, national origin or other arbitrary reason.

H. No Smoking Policy

For the comfort and health of attendees, smoking will not be permitted at any WPA Board or committee meeting, and smoking will not be permitted at any indoor WPA event.

I. Dissolution

In the event of the dissolution of the WPA, no member will be entitled to any distribution or division of its remaining property or proceeds. The balance of all monies received by the WPA from any source after the payment of all debts and obligations of the WPA will be distributed to a community organization chosen by the Board. Such distribution will only be made to an organization qualified pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE X – COMMITTEES

A. Standing Committees

From time to time, the Board may appoint one or more Trustees to constitute a standing committee of the Board through a majority affirmative vote of quorum, with such powers and duties as the Board may prescribe.

B. Ad Hoc Committees

Special task forces or advisory committees may be appointed by the President with the consent of the other Trustees, and shall have only the powers specifically delegated to them by the Board. Any task force and any special committee or advisory committee may include committee members who are not Trustees, however, their service is advisory only, and only Trustees have a vote with respect to an action of a Committee.

C. Advisory Committees

From time to time, the Board may appoint at least one Trustee and one or more General Members to constitute an Advisory Committee with such duties as the Board may prescribe. The actions of Advisory Committees shall be advisory only, and in no event shall Advisory Committees be authorized to bind the WPA.

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ARTICLE XI – ORDER OF BUSINESS

A. Generally

The normal order of business for all meetings of the Board shall be:

- (1) Ratification of minutes and correspondence.
- (2) President's report.
- (3) Treasurer's report.
- (4) Vice-President's report.
- (5) Secretary's report.
- (6) Unfinished business.
- (7) New business.
- (8) Good and welfare.

B. Modification

The order of any Board meeting may be modified by a majority vote of the Trustees present.

ARTICLE XII – AMENDMENTS

These Bylaws, or any portion thereof, may be amended in the following manner:

- (1) The proposal to amend or suspend one or more articles of these bylaws, or to introduce new articles to it, shall be submitted in writing to the Board and be signed by not less than four Trustees in Good Standing.
 - (2) The Board shall consider the proposal at its next meeting.
 - (3) Within sixty days after consideration of the proposal by the Board, a special Board meeting shall be called by the President to consider and vote on the proposal, or it may be considered and voted on at the next regular business meeting of the WPA if the meeting will take place within sixty days after consideration of the proposal by the Board. The notice of the meeting shall include a copy of the proposal.
 - (4) At the meeting, a report shall be submitted on the recommendation of the Board as to action to be taken.
 - (5) If two-thirds of the vote of the Trustees in Good Standing are present, and voting favors the proposal, it shall be declared adopted.
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These bylaws were adopted by resolution of the Board of Trustees of the Corporation on [date] _____:

Signed, Secretary of the Corporation