

By-Laws of The Jersey City Parks Coalition, Inc.
Revised June 11, 2015

INDEX

Article 1: Name	1
Article 2: Purposes	1
Article 3: Office	1
Article 4: Definitions	1
Article 5: Members	2
<u>Section 1 – Eligibility</u>	2
<u>Section 2 – Applying for Membership in the JCPC</u>	2
<u>Section 3 – Number of Members</u>	2
<u>Section 4 – Suspension of Membership</u>	2
<u>Section 5 – Termination</u>	2
<u>Section 6 – Resignation</u>	3
<u>Section 7 – Reinstatement</u>	3
<u>Section 8 – Automatic Suspension of Absent Members</u>	3
Article 6: Governance	3
<u>Section 1 – In General</u>	3
<u>Section 2 – Composition of Board of Trustees</u>	3
<u>Section 3 – Eligibility for Trustee Positions</u>	3
<u>Section 4 – Term</u>	3
<u>Section 5 – Powers of the Board of Trustees</u>	4
<u>Section 6 – Duties of Trustees</u>	4
<u>Section 7 – Voting Rights of Members</u>	4
<u>Section 8 – Voting</u>	4
<u>Section 9 – Quorum</u>	4
<u>Section 10 – Resolutions and Motions</u>	4
<u>Section 11 – Monthly Meetings</u>	5
<u>Section 12 – Special Meetings</u>	5
<u>Section 13 – Place of Meeting</u>	5
<u>Section 14 – Public Statements</u>	5
<u>Section 15 – Official List of Members</u>	5
Article 7: Officers	5

<u>Section 1 – Officer Titles</u>	5
<u>Section 2 – Eligibility for Officer Positions</u>	5
<u>Section 3 – President’s Duties, Authority and Power</u>	5
<u>Section 4 – Vice President’s Duties, Authority and Power</u>	6
<u>Section 5 – Treasurer’s Duties, Authority and Power</u>	6
<u>Section 6 –Secretary</u>	6
<u>Section 7 –Term of Office</u>	6
<u>Section 8 – Removal</u>	6
<u>Section 9 – Vacancies</u>	6
<u>Section 10 – Committees</u>	7
<u>Section 11 – Audit</u>	7
Article 8: Nominations and Elections	7
<u>Section 1 – Schedule of Elections</u>	7
<u>Section 2 – Nominations of Officers and Trustees</u>	7
<u>Section 3 – Announcement of Candidates</u>	7
<u>Section 4 – Election Procedure</u>	7
Article 9: Contracts, Loans, Checks, and Deposits	7
<u>Section 1 – JCPC Income</u>	7
<u>Section 2 – Contracts</u>	8
<u>Section 3 – Loans</u>	8
<u>Section 4 – Expenses and Reimbursement for Expenses</u>	8
<u>Section 5 – Deposits</u>	8
Article 10: Amendments	8
Article 11: Articles of Incorporation	8
Article 12: Books and Records	8
Article 13: Dissolution or Sale of Assets	9
Article 14: Conflict of Interest	9
<u>Section 1 – Purpose</u>	9
<u>Section 2 – Disclosure of Actual or Potential Conflicts</u>	9
<u>Section 3 – Board of Trustees Determination of Conflicts</u>	9
<u>Section 4 – Determination of Conflicts to be Recorded in Minutes</u>	9
<u>Section 5 – Recusal from Pertinent Votes</u>	10
<u>Section 6 – Signed Acknowledgements</u>	10

Article 1: Name.

The name of the corporation shall be “The Jersey City Parks Coalition, Inc.,” and shall be abbreviated as the JCPC.

Article 2: Purposes.

Parks and public spaces being essential to social welfare, civic betterment, and community, the JCPC shall support and facilitate the democratic development, use, and maintenance of Jersey City’s new and existing public parks, community gardens, open spaces, and historic sites; the JCPC shall promote community and cultural events in those parks and public spaces through advocacy, education, and community empowerment, thereby providing local input into the use, safety, and future direction of those parks and public spaces for residents and non-residents.

Article 3: Office.

The registered office of the JCPC shall be located at 80 Sherman Place, Jersey City, NJ 07307.

Article 4: Definitions.

(a) “Trustee” shall refer to an individual serving on the “Board of Trustees.” The term “Trustee” 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 Trustees.” The term “Trustee” shall be synonymous with the term “Trustee” as defined in N.J.S.A. § 15A:1-2(b).

(c) “Community Group” shall mean any organization or association of individuals, which has, as part of its mission, the protection, preservation, maintenance, use, enjoyment, or advocacy on behalf of any new or existing public park, community garden, open space, or historic site falling within the geographic boundaries of Jersey City.

(d) “Fiscal Year” shall mean the period of time commencing with July 1 of a given calendar year and ending on June 30 of the immediately following calendar year.

(e) “JCPC” shall refer alternatively to the Jersey City Parks Coalition as a corporate, non-profit entity as well as the entity comprised of and acting collectively on behalf of its Members, Officers, and Trustees.

(f) “Member” shall mean any new or existing public park, community garden, open space, or historic site falling within the geographic boundaries of Jersey City, which has a Community Group associated with it and which Community Group meets the eligibility requirements for membership set forth in these Bylaws.

(g) “Member Representative” shall mean an individual designated by a Member to serve as such Member’s representative to the JCPC. Every Member is entitled to one Member Representative.

(h) “Officer” shall mean any Member Representative to the JCPC serving simultaneously as a Trustee and in the executive officer capacity of President, Vice President, Treasurer, Secretary, or other executive office created by the JCPC in its discretion.

(i) “Written” or “In Writing” shall mean any writing, whether in hard, paper copy or electronic format.

(j) “Monthly Meeting” shall mean the meeting held each month of the calendar year, presided over by the Officers and which Members are required to attend. The regular business of the JCPC will be conducted at Monthly Meetings.

Article 5 : Members.

Section 1 – Eligibility. A Community Group is permitted to seek recognition as a Member where such Community Group meets any two of the following criteria: (a) the Community Group has six (6) members, however such organization or association defines eligibility for membership; (b) the Community Group has 501(c)(3) non-profit status; (c) the Community Group has incorporated as a nonprofit organization under the laws of the State of New Jersey or can demonstrate that its application for incorporation is pending State approval; or (d) the Community Group has registered with the City of Jersey City as a community group. In rare occasions, the JCPC is permitted to, by a majority vote of its Members, recognize an organization or association as a Community Group although it does not meet two of the criteria (a), (b), (c) or (d) so long as it is determined that the benefits of a Community Group’s membership in the JCPC outweighs any drawback to its inability to meet the criteria. As a condition of membership, all Community Groups shall have bylaws, duly approved by the organization’s board and/or members, which bylaws shall include a process for the nomination and election of board members and officers. The JCPC is permitted to grant newly founded Community Groups a limited grace period to put bylaws in place and elect board members and officers when the Community Group initially applies to join the JCPC.

Section 2 – Applying for Membership in the JCPC. To be considered for membership in the JCPC, a Community Group shall make a written request to the JCPC Secretary. Such request shall be made by the president or other lead executive officer or designee of the Community Group seeking membership, and further supported by a majority approval of that Community Group’s members, however members are identified by that Community Group. In the letter of request, the Community Group shall also state that it subscribes to the mission articulated by the JCPC, as set forth in these Bylaws, and shall provide documentation requested by the JCPC, including but not limited to documentation supporting the Community Group’s eligibility for membership, as set forth in Article 5, Section 1.

Section 3 – Approval of Membership. All applications for membership in the JCPC shall be considered in a timely manner and approved by a majority vote of the Members. Neither a Community Group’s meeting the eligibility criteria for membership set forth in Article 5, Section 1 nor its adherence to the application process set forth in Article 5, Section 2, guarantees its membership in the JCPC. The JCPC retains full discretion to approve or deny Member status for any lawful, nondiscriminatory reason.

Section 4 –Periodic Recertification of Membership. Every two years or as deemed necessary by the board the JCPC Board shall request that all Members recertify their membership in the JCPC to (a) ensure Members have provided the JCPC with their most up-to-date list of officers, governing documents, and any documentation of tax-exempt status; and (b) require Members to reaffirm their commitment to the mission of the JCPC, these Bylaws, and any contract, memorandum of understanding, or other agreement between the JCPC on behalf of itself and its Members and the City of Jersey City, County of Hudson, or other government entity. Members agree to provide the JCPC with an immediate update if there has been an organizational change, change of structure or member representative prior to the 2 year period

Section 5 – Use of the JCPC’s Tax-Exempt Status. As a privilege of membership, a Member is permitted to request that the JCPC serve as a fiscal sponsor for any of its endeavors, programs or activities by providing to such Member JCPC’s tax-exempt status under § 501(c)(3) of the Internal Revenue Code. Any Member shall put its request for fiscal sponsorship in writing to the JCPC Secretary, detailing (i) the Member’s proposed endeavor, program or activity, (ii) how it comports with the JCPC’s mission, and (iii) the reason the JCPC’s fiscal sponsorship is necessary. All requests for fiscal sponsorship shall be sent to the JCPC Secretary at least thirty (30) days before the Member intends to make use of the JCPC’s tax-exempt status. Given the significance of JCPC’s tax-exempt status, the Board is permitted to request that the Member provide additional documentation to support its request for fiscal sponsorship, including but not limited to updated governing documents, certificates of good standing, budgets, and business plans as it relates to the request. All requests for fiscal sponsorship shall be considered and approved by a majority vote of the Board; such approval shall neither be guaranteed nor unreasonably withheld.

Section 6 – Number of Members. The JCPC shall consist of no fewer than seven Members.

Section 7 – Suspension of Membership. At the motion of any Officer, the JCPC, by affirmative vote of two-thirds of the Members present and voting, is permitted to suspend the membership of a Member for cause after providing at least fourteen (14) days’ notice to the Member and an opportunity for such Member to be heard at the next Monthly Meeting or Special Meeting of the JCPC following such notice. “Cause” as used in this paragraph shall include but not be limited to (a) failure of the Member to abide by these Bylaws in any respect; (b) unruly, disruptive, or inappropriate behavior of the Member Representative of the Member at Monthly Meetings or Special Meetings of the JCPC; (c) the Member’s use of the JCPC name for unauthorized purposes, specifically where these Bylaws require authorization by any of the Trustees, Officers, or Members; (d) failure of the Member to put in place its own bylaws, including a process for the nomination and election of board members and officers in accordance with Article 5, Section 1 of these Bylaws; and (e) failure of the Member to abide by any contract, memorandum of understanding, or other agreement between the JCPC on behalf of itself and its Members and the City of Jersey City, County of Hudson, or other government entity or the Member’s engaging in any conduct that threatens to undermine such contract, memorandum of understanding, or other agreement. A suspension shall be for a minimum of sixty (60) days but no more than a maximum of six (6) months, depending on a consensus of the Members as to the seriousness of the offense constituting “cause.” A Member who is suspended shall lose its right to vote on all JCPC business, including elections occurring at an Annual Meeting; a Member Representative is permitted to attend any Monthly, Annual, or Special Meeting on behalf of a suspended Member, but such attendance shall not count toward quorum. The suspension processes shall be carried out in good faith, and where “cause” to suspend a Member has been established, the JCPC shall demonstrate (i) that it first attempted a conciliatory resolution to any dispute or conflict with such Member and (ii) that suspension is a necessary and appropriate response to the Member’s conduct. Written notice of the proposed action shall be given by first-class or certified mail and sent to the Member’s current or last known address.

Section 8 – Termination. At the motion of any Officer, the JCPC, by affirmative vote of two-thirds of all Members present and voting, is permitted to terminate the membership of a Member for cause after providing at least fourteen (14) days’ notice to the Member and an opportunity for such Member to be heard at the next Monthly Meeting or Special Meeting of the JCPC following such notice. “Cause” as used in this paragraph shall include but not be limited to (a) failure to abide by these Bylaws in any respect; (b) unruly, disruptive, or inappropriate behavior of the Member Representative of the Member at Monthly Meetings or Special Meetings of the JCPC; (c) unethical or

unlawful behavior that in any way concerns, impacts, or has the capacity to impact the business of the JCPC; (d) use of the JCPC name for unauthorized purposes, specifically where these Bylaws require authorization by any of the Trustees, Officers, or Members; (e) failure of the Member to put in place its own bylaws, including a process for the nomination and election of board members and officers in accordance with Article 5, Section 1 of these Bylaws; and (f) failure of the Member to abide by any contract, memorandum of understanding, or other agreement between the JCPC on behalf of itself and its Members and the City of Jersey City, County of Hudson, or other government entity or the Member's engaging in any conduct that threatens to undermine such contract, memorandum of understanding, or other agreement. The termination processes shall be carried out in good faith, and where "cause" to terminate a Member's membership has been established, the JCPC shall demonstrate (i) that it first attempted a conciliatory resolution to any dispute or conflict with such Member and (ii) that termination of membership is a necessary and appropriate response to the Member's conduct. Written notice of the proposed action shall be given by first-class or certified mail and sent to the Member's current or last known address.

Section 9 – Resignation. Any Member is permitted to resign by providing a written resignation to the Secretary.

Section 10 – Reinstatement. As long as a former JCPC Member meets all qualifications for and procedures attendant to membership as set forth in these Bylaws, the JCPC shall consider such former JCPC Members for Member status on equal footing to any potential Member seeking to join the JCPC for the first time.

Section 11 – Automatic Suspension of Absent Members. Any Member who misses three consecutive Monthly Meetings shall be automatically suspended for sixty (60) days, unless such Member has provided prior notice of the absences to the President or Secretary. As long as the Member attends all scheduled Monthly Meetings or Special Meeting occurring during the suspension, the Member's suspension shall be automatically lifted at the conclusion of sixty (60) days.

Article 6: Governance.

Section 1 – In General. The business and affairs of the JCPC shall be managed by the Board of Trustees, except where the Bylaws specifically delegate duties, authority, and power to Officers, in conjunction with the Members, who shall exercise voting rights over certain decisions attendant to functioning and management of the JCPC. The Board may recommend to the Members, for approval by a majority vote of the Members, that a Committee be created for any purpose. Such Committees may exercise any authority delegated to it by the Members. These powers are subject to the provisions of the New Jersey laws applying to non-profit organizations as well as the limitations set forth in the Articles of Incorporation and these Bylaws.

Section 2 – Composition of Board of Trustees. The Board shall be composed of seven (7) individuals, each of whom shall be entitled to one (1) vote on the Board or at Monthly Meetings and Special Meetings. At least four (4) Trustees shall be current Member Representatives. The remaining Trustee positions may be either current or former Member Representatives or residents of Hudson County who subscribe to the mission of the JCPC.

Section 3 – Eligibility for Trustee Positions. Trustees must be at least eighteen (18) years of age and reside in Hudson County, New Jersey. A Trustee need not be a current Member

Representative although non-Member Representatives are ineligible to serve simultaneously as Officers.

Section 4 – Term of Office. Elections of Trustees shall be conducted every two (2) years at an Annual Meeting, as governed under the procedures set forth herein in Article 8. If the election is not held at such Annual Meeting, such election shall be held as soon as possible thereafter as is determined by a majority vote of the Members. Each current Trustee shall hold office until his or her successor has been duly elected and qualified, or until his or her death, resignation, or removal in the manner hereinafter provided. Trustees shall serve terms of two (2) years, with no term limit.

Section 5 – Powers of the Board of Trustees. The Board shall:

- (a) have custody of all property belonging to the JCPC;
- (b) manage the affairs of the JCPC in accordance with these Bylaws;
- (c) have the right and authority to approve and negotiate all contracts on behalf of the JCPC;
- (d) have the right to authorize necessary expenditures;
- (e) formulate the policies of the JCPC;
- (f) see to it that the policies and the terms of these Bylaws are faithfully observed;
- (g) Ensure compliance in activities that relate to grants obtained by JCPC on behalf of member groups, as it relates to the MOU or for activities that JCPC is coordinating and facilitating among members; and
- (h) review and approve the budget for the coming fiscal year at the Annual Meeting.

Section 6 – Duties of Trustees. The Board of Trustees shall meet in person with Officers at least on a quarterly basis through the calendar year to review all Monthly Meeting and Special Meeting minutes; review JCPC expenditures and funds received; vote on any necessary business reserved to Trustees; and shall attend and participate in all Monthly Meetings and Special Meetings.

Section 7 – Voting Rights of Members. Each Member shall be entitled to one vote on each matter submitted to the JCPC for a vote, including but not limited to votes concerning:

- (a) Acceptance of new Members into the JCPC;
- (b) The suspension or termination of existing Members;
- (c) Election of Trustees or Officers;
- (d) Providing public support to any organization, municipality, or County, including but not limited to whether to provide a letter of support, issue a press release, or sign a petition; or
- (e) Any other decision submitted to the Members for a vote by the Board or Officers.

Section 8 – Voting. At the discretion of the Trustees and Officers, any action submitted to the Trustees and/or Members for a vote may be decided via written ballot in lieu of a meeting.

Section 9 – Quorum. A majority of Trustees shall constitute a quorum for the transaction of JCPC business, including official votes, unless the Certificate of Incorporation or these Bylaws shall provide that a greater or lesser number constitutes a quorum. A quorum shall consist of active, voting Trustees only. No official business on behalf of the JCPC can be conducted without a quorum except a resolution to cancel a scheduled meeting. When a quorum is present, the act of a majority (or a

supermajority, where called for in these Bylaws) of the Trustees present (for purposes of a Trustees-only meeting) or of the Members present (for purposes of a Monthly Meeting or Special Meeting) shall be the act of the JCPC. Any action consented to in writing shall be as valid as if adopted by the JCPC at a duly noticed and held meeting of the JCPC, provided such written consent is inserted in the JCPC minutes. Cancelled meetings shall be noted in the official minutes by the Secretary.

Section 10 – Resolutions and Motions. All resolutions and motions offered for the consideration of the Members shall be, if possible, presented in writing prior to discussion before the Membership. Members may introduce resolutions for a vote at a Monthly Meeting or Special Meetings if the Board deems the timeliness to be important to the JCPC.

Section 11 – Monthly Meetings. The JCPC will hold regular Monthly Meetings, for a minimum of twelve (12) each year.

Section 12 – Special Meetings. Where necessary and appropriate, Special Meetings of the Trustees and/or Members may be called by or at the request of any Officer or the lesser of one-third (1/3) or ten (10) Members. Notice of any Special Meeting shall be given at least forty-eight (48) hours before the time fixed for the meeting, by written notice or phone call.

Section 13 – Place of Meeting. The JCPC may designate any place within the City of Jersey City as the place of meeting for any Monthly Meeting or Special Meeting.

Section 14 – Public Statements. The JCPC shall speak with one voice on behalf of the organization and for the many communities for which it advocates. As a condition of membership, Members agree that they shall not, either individually or in concert, issue any public statement concerning routine JCPC business, including but not limited to nominations, elections, memberships, funding, allocation of resources, or expenditures. On any matter of public concern on which the JCPC issues any public statement, the JCPC may, but is not obligated to, communicate the viewpoints of dissenting Members to the public, if deemed necessary and appropriate. On any matter of public concern on which the JCPC issues any public statement, any Member possessing a divergent position may independently issue its own public statement so long as (a) it provides at least forty-eight (48) hours notice to all JCPC Officers together with a copy of the statement to be issued and (b) such public statement makes clear that the Member is expressing its individual position and not the position of the JCPC.

Section 15 – Official List of Members. The Secretary must maintain on file a current list of Members, including each Member Community Group's name, Member Representative and any alternate representative, current contact information, and the starting and end date of the Member Representative's term in office within his or her Community Group. Outdated lists are to be retained in the file for historical purposes. This list may not be used for any purpose unless sanctioned through a JCPC vote. Member information may not be used for commercial gain.

Article 7: Officers.

Section 1 – Officer Titles. The JCPC shall maintain the standing executive offices of President, Vice President, Treasurer, and Secretary to the JCPC. The JCPC, by a vote of a majority of its Trustees, may create new executive offices in its discretion, as necessary. The election procedures set

forth herein in Article 8 shall govern the filling of new executive offices.

Section 2 – Eligibility for Officer Positions. Officers must be at least eighteen (18) years of age and reside in Hudson County, New Jersey. Each Officer must be both a current Member Representative and a Trustee. A candidate for Officer simultaneously will seek election as a Trustee.

Section 3 – President’s Duties, Authority and Power. The President shall:

- (a) preside at all Monthly Meetings or Special Meetings of the JCPC;
- (b) preside at all Board of Trustee Meetings;
- (c) see to it that these Bylaws are observed and that the Officers faithfully discharge their duties;
- (d) appoint all Committee chairs;
- (e) designate specific duties for the Vice President, as necessary;
- (f) have power to authorize non-budgeted, single expenditures between the JCPC Meetings, provided the expenditures shall not exceed \$800;
- (g) prepare an annual report in writing that shall be disseminated at the Annual meeting of the membership in June;
- (h) be a voting member of all committees;
- (i) be the responsible signatory to all JCPC tax, corporate registration, and contractual filings or documents; and
- (j) be the spokesperson on behalf of the JCPC unless he or she delegates the authority to speak to the public on behalf of the JCPC to another Trustee, Officer, or Member.

Section 4 – Vice President’s Duties, Authority and Power. The Vice President shall assist the President in the discharge of his or her duties and, in the absence of the President, the Vice President shall perform the duties of that office. The President shall designate specific duties to the Vice President, as necessary.

Section 5 – Treasurer’s Duties, Authority and Power. The Treasurer shall:

- (a) have custody of all JCPC funds;
- (b) have the power to write checks and makes deposits on behalf of the JCPC;
- (c) be responsible for payment of all bills rendered to the JCPC, corresponding to approved or authorized expenditures;
- (d) present a summary of the JCPC’s total bank deposits, total expenditures, and existing cash on hand, at each Monthly Meeting;
- (e) present an annual report showing the financial condition of the JCPC at the Annual Meeting;
- (f) collect all monies or assets due to the JCPC; and
- (g) be responsible for preparing, or having prepared, all tax documentation on behalf of the JCPC, including final tax returns or other documents requiring the JCPC President’s final signature.

Section 6 –Secretary. The Secretary shall (a) prepare minutes of all Monthly Meetings, Special Meetings, and Trustee meetings, and shall authenticate the records of the JCPC upon request; (b) coordinate the development, review, and distribution of formal communications on behalf of the JCPC;

(c) ensure consistent branding of the organization in all formal communications; and (d) keep all records of the organization, including but not limited to all hard copy and electronic documents.

Section 7 – Term of Office. Elections for Officers shall be conducted every two (2) years at an Annual Meeting, as governed under the procedures set forth herein in Article 8. If the election is not held at such Annual Meeting, such election shall be held as soon as possible thereafter as is determined by a majority vote of the Members. Each current Officer shall hold office until his or her successor has been duly elected and qualified, or until his or her death, resignation, or removal in the manner hereinafter provided. Officers shall serve terms of two (2) years, with no term limit.

Section 8 – Removal. Any Officer or Agent elected or appointed by JCPC may be removed by JCPC, by majority vote, whenever in its judgment the best interests of the JCPC would be served thereby.

Section 9 – Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the JCPC for the unexpired portion of the term.

Section 10 – Committees. All Committees are created through a resolution defining the Committee goals. Committees can be comprised of Members, volunteers, or other experts or consultants in a specified field or discipline, though a Committee must be chaired by a Member Representative. The actions of the Committees are governed by these Bylaws.

Section 11 – Audit. An external audit must be conducted at least every five (5) years, though the JCPC, by a majority vote of its members, may call for an external audit sooner. An official report of any audit shall be maintained in the JCPC records.

Article 8: Nominations and Elections.

Section 1 – Schedule of Elections. Elections of Trustees and Officers shall occur at the JCPC Annual Meeting to be held each year in March.

Section 2 – Nominations of Officers and Trustees. At the Monthly Meeting falling at least sixty (60) days prior to the Annual Meeting, the Secretary shall announce to the Members that nominees for Officer positions or Trustees are being sought. The Secretary shall announce the invitation for nominees as an agenda item at that Monthly Meeting and provide written notice to all Members as soon thereafter as practicable.

- (a) Members may nominate any current Member Representative for a Trustee and/or Officer position, and may also nominate a non-Member Representative to fill a Trustee position if such nomination is seconded by a fellow Member.
- (b) A Member Representative may nominate him or herself for a Trustee and/or Officer position.
- (c) An existing Trustee and/or Officer shall announce his or her intention either to seek reelection to his or her current position, to run for a different position, or to step down at the conclusion of his or her term.

Section 3 – Announcement of Candidates. At the Monthly Meeting falling at least thirty (30) days prior to the Annual Meeting, the Secretary shall announce to the Members the nominees submitted for all Officer and/or Trustee positions. The Secretary shall circulate a written list of all nominees to the Members in advance of the Annual Meeting.

Section 4 – Election Procedure. At commencement of the Annual Meeting, the Secretary shall call for the Members to designate an “Election Officer” to preside over and count ballots following the vote. The Election Officer shall be a Member Representative, who is not seeking election for the coming term and may be an outgoing Trustee or Officer. 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 Election Officer will announce the names of the members of the new Board. Members can vote by proxy, by mail or through cumulative voting.

Article 9: Contracts, Loans, Checks, and Deposits.

Section 1 – JCPC Income. The JCPC 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 the JCPC; 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 JCPC Member; and may issue notes or obligations of the JCPC from time to time for any of the objects or purposes of the JCPC 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 the JCPC 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 the JCPC.

Section 2 – Contracts. The Board of Trustees may authorize any Trustee, Officer, Member, Member Representative, Officer, Agent or Agents to negotiate and enter into any contract or execute and deliver any instrument in the name of and on behalf of the JCPC, and such authority may be general or confined to specific business. Once authorized by the Board, such activities will be implemented through the President and the Treasurer, each of whom shall co-sign any obligation on behalf of the JCPC.

Section 3 – Loans. No loans shall be contracted on behalf of the JCPC and no evidences of indebtedness shall be issued in its name unless authorized by a majority vote of the Board of Trustees and memorialized in a written resolution co-signed by the President and the Treasurer. Such authority may be general or confined to specific instances.

Section 4 – Expenses and Reimbursement for Expenses. All JCPC expenses on behalf of the JCPC, or reimbursement to Trustees, Officers, Members, or Agents for expenses on behalf of the JCPC, shall be approved by a majority vote of the Board of Trustees.

Section 5 – Deposits. All funds of the JCPC not otherwise employed shall be deposited from time to time to the credit of the JCPC in such banks, trust companies, or other depositories as the Board of Trustees shall select. The President and the Treasurer shall be co-signatories to all such accounts.

Article 10: Amendments.

These Bylaws, or any of its provisions, may be altered, amended, or repealed, and new Bylaws may be adopted by a majority vote of the Members at any Monthly Meeting or Special Meeting of the JCPC; provided, however, that the number of Trustees set forth in Article 6 shall not be decreased nor shall the provisions of Article 5, concerning the Members, be substantially altered without the prior approval

of two-thirds (2/3) of the Members.

Article 11: Articles of Incorporation.

To amend, add, delete, or otherwise change any provision in the Certificate of Incorporation, a two-thirds (2/3) majority vote of the active, voting Members at a Monthly Meeting or Special Meeting must approve. The request for such a vote must be made in writing to the Secretary at least 30 days prior to the Monthly Meeting at which the vote is to be held.

Article 12: Books and Records.

The JCPC shall keep correct and complete books and records of account and shall also keep minutes of all Monthly Meetings, Special Meetings and other proceedings of its Trustees, Officers, Members, and Committees, and shall keep at the principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the JCPC may be inspected by any Member, or his Agent or attorney, for any proper purpose at any reasonable time.

Article 13: Dissolution or Sale of Assets.

A two-thirds (2/3) vote of the Trustees and two-thirds (2/3) vote of the Members shall be required to sell or mortgage assets of the JCPC not in the regular course of business or to dissolve the JCPC. Upon dissolution of the JCPC, 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 the JCPC shall inure to the benefit of or be paid or distributed to a Trustee, Officer, Member, Member Representative or Agent of the JCPC.

Article 14: Conflict of Interest.

Section 1 – Purpose. The purpose of the conflict of interest policy is to protect the JCPC’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Trustee, Officer, Member, or Member Representative of the JCPC. 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 Trustee, Officer, Member, or Member Representative working in a consulting or vendor capacity with the City of Jersey City or for a Community Group, 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 of Trustees, which must consider all financial transactions or arrangements. Such disclosure must occur before the JCPC enters into any legal or financial transaction with any public or private entity, including but not limited to the City of Jersey City or third-party vendors or consultants and must occur in advance of the Monthly Meeting or Special Meeting at which such transaction is to be approved. In determining whether to disclose a potential conflict, a Trustee, Officer, Member, or Member Representative shall err on the side of full disclosure.

Section 3 – Board of Trustees Determination of Conflicts. After such disclosure, the interested party shall leave the Monthly Meeting or Special 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 counsel. The Board shall determine whether the JCPC 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 Trustees 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, they will inform the interested Trustee, Officer, Member, or Member Representative, whereupon the interested Trustee, Officer, Member, or Member Representative 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 full Membership regarding the conflict of interest and resolution thereof.

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 Trustee, Officer, Member, or Member Representative who receives direct or indirect compensation from the JCPC for services is precluded from voting on matters pertaining to that compensation.

Section 6 – Signed Acknowledgements. Each Trustee, Officer, Member, and Member Representative shall sign a statement which affirms that that person has received a copy of the JCPC'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.