

Journal Square Community Association

Bylaws

The Journal Square Community Association's mission is to promote a clean, green, and safe Journal Square. We advocate for the rights and interests of residents and celebrate the rich history of the area. Our non-profit association is open to all residents of Jersey City. Come join us, meet your neighbors, and find out what's happening in this vibrant community.

Article I: Members

Section One: Qualifications. To be a member of the Association, an individual must meet the following criteria:

1. Resides in Jersey City or owns property, transits through, worships, works, owns a business, or attends school within the boundaries of Rte 139 to the north, Highland Avenue to the south, Summit Avenue to the east, and Corbin Avenue to the west.
2. Is over eighteen (18) years of age.
3. Has fulfilled the annual financial commitment to the Association or such amount as determined by the Association from time to time.

Section Two: Associate Members: Businesses may be associate members. There are three (3) classes of associate members – silver, gold and platinum, with various benefits based on annual financial contributions [to be determined].

Section Three: Voting Rights. Each member shall be entitled to one vote on issues offered by the Board of Trustees ("Board"), subject to the following limitations:

1. In order to qualify to vote regarding the elections of trustees, the member must have attended at least three (3) of the general meetings held during the previous twelve (12) months prior to the meeting in which the election is to be held.
2. In order to qualify to vote regarding any change in the Certificate of Incorporation or Bylaws, the member must have attended at least two (2) of the general meetings held during the twelve (12) months prior to the meeting at which changes are being considered.
3. Members must sign the meeting attendance sheet during the general meeting as provided by the Secretary or the Secretary's designee.
4. Member's financial obligations must be paid-to-date.
5. Member must be present and vote in person at the time of the vote.
6. Associate members and non-members have no voting rights.

Section Four: Transfer of Membership. Membership is neither assignable nor transferable to any other person, group, or other entity.

Article II: Meetings of Members

Section One: Annual and General Meetings. Annual and general meetings are held at a time and place as determined by the Board. The Association's annual meeting for members in good standing will be held in April. General meetings will be made known to the members and non-members.

Section Two: Special Meetings. Special meetings may be called by the President, the Board, or by no less than ten percent (10%) of members by presenting a petition to the Board requesting a special meeting signed by these same members and stating the purpose of the meeting. The Board must approve the petition. At the discretion of the petitioning members and the Board, non-members may attend special meetings as observers.

Section Three: Notice of Meetings. The President shall have the obligation to ensure that written notice, including an agenda, for all annual, general and special meetings, is disseminated in a timely manner.

Section Four: Quorum. A quorum required to hold a valid annual, general or special meeting and for voting purposes shall consist of ten percent (10%) of members and a majority of the Board.

Section Five: Manner of Voting. Voting ordinarily must be done in person by the member. However, the Board may allow voting by email in certain cases. The Board may conduct electronic voting among itself.

Section Six: Robert's Rules. General and special meetings shall be conducted in accordance with Robert's Rules of Order.

Article III: Board of Trustees ("Board")

Section One: General Powers. The affairs of the Association shall be managed by its Board in accordance with the requirements of the Bylaws, and as expressed by the will of the membership pursuant to their vote.

The Board has the authority to establish and end committees as deemed appropriate. The members of an appointed or standing committee will meet from time to time at the discretion of the Chairperson or at the direction of the trustees.

Section Two: Annual and General Meetings of the Board. The Board shall hold annual and general meetings at a time and place in the Journal Square area satisfactory to them. The annual meeting will be held in April of every year. The purpose of the annual meeting is to formulate proposals for Association activities for the coming year and to review and evaluate the prior year's activities.

The Board shall also meet at least quarterly to review and determine agendas and priorities for the Association.

Section Three: Special Meetings. Special meetings of the Board may be called by or at the request of the President or a majority of the elected trustees. The person or persons authorized to call special meetings or the Board may fix the time and place within the Association's area for holding the meetings, which must be reasonable. Notice of these meetings must be given to the other Board members in a timely manner by telephone, electronic mail or personal communication.

Section Four: Quorum. A majority of the Board shall constitute a quorum for the transaction of business at a meeting of the Board.

Section Five: Manner of Acting. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by law or by the Certificate of Incorporation or Bylaws.

Section Six: Qualifications, Election, and Term of Office. The Board shall consist of nine (9) members of the Association who shall be:

- The Officers of the Association as set forth in Article IV, Section One.
- Five at-large trustees.

To be elected as a trustee, a member must be in good standing and have attended three (3) meetings in the twelve (12) month period prior to, and including, the meeting during which the election is held after the first year of operation.

The elections the second year (February 2018) were for nine (9) trustees, divided into three classes: three candidates for a one year-term; three candidates for a two-year term; and three candidates for a three-year term. In subsequent years, beginning in February 2019, members will elect three candidates to three-year terms.

A trustee can be elected for a maximum of two consecutive terms (a total of two 3-year terms for a total of six years of service as a trustee except for any initial trustees who were elected to two one-year terms in 2017 and 2018. They will be eligible for a maximum of five years. A trustee who is appointed to fill a term for a vacancy on the Board shall serve until the expiration of the term and then may be elected for a maximum of two consecutive terms. Each trustee shall hold office immediately upon election until the term of the Board seat expires and their successor has been elected.

The number of trustees may at any time be increased or decreased by Resolution of the members at any general or special meeting.

Former trustees may be re-elected to the Board after a two-year absence.

Section Seven: Vacancy. Any vacancy occurring on the Board due to death, resignation removal, and disqualification or otherwise, shall be filled by the affirmative vote of a majority of the remaining trustees, though less than a quorum of the Board may exist. A trustee elected to fill a vacancy shall be elected by the Board for the unexpired term of the predecessor.

Section Eight: Removal of Elected Trustees. Any trustee may be removed for cause as a trustee upon the majority vote of the remaining members of the Board at a meeting at which a quorum is present. Cause will include any act detrimental to the wellbeing of the Association or its membership and /or any act contrary

to one or more of the purposes of the Association as determined by the Board, including continued disruptive behavior. In the event that any trustee is absent for four (4) or more consecutive Board meetings, that member shall be deemed to have resigned from the Board, unless the remaining trustees override such designation or resignation.

Any vacancy resulting from the resignation and/or removal may be filled by a majority vote of the remaining trustees.

Any member of the Association serving on the Board who ceases to be a member because of resignation or transfer from their place of business or transfers property ownership no longer qualifies for service on the Board, and relinquishes their seat on the Association's Board of Trustees.

Section Nine: Compensation. Trustees shall not receive any stated salaries for their services except by Resolution of the Board and majority vote approval of the members in attendance at a general or special meeting of the membership. Any trustee may be indemnified for expenses and costs, including attorney's fees, actually and necessarily incurred by the trustee in connection with any claim asserted against him/her, by action in court or otherwise, by reason of his or her being or having been such trustee, except in relation to matters as to which he/she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Article IV: Officers

Section One: Officers. The officers of the Association shall be a President, a Vice President, a Treasurer and Secretary. The officers will be elected by the trustees at the next Board meeting immediately following the meeting at which the trustees are elected. The officers must be among the elected trustees.

Section Two: Qualifications and Term of Office. To be elected as an officer, a member must have attended three (3) meetings in the six (6) month period prior to and including, the meeting during which the election is held.

Term of office shall be for one year, in accordance with Article V of these Bylaws, commencing immediately upon election until the next annual election in the following year.

Section Three: Compensation. Officers shall not receive any stated salaries for their services, but by resolution of the Board and majority vote approval of the members at a general or special meeting. Any officer may be indemnified for expenses and costs, including attorney's fees, actually and necessarily incurred by the officer in connection with any claim asserted against him/her, by action or otherwise, by reason of his or her being or having been such officer, except in relation to matters as to which he or she shall have been guilty of negligence, misconduct, malfeasance or misfeasance in respect of the matter in which indemnity is sought.

Section Four: Vacancy. Upon vacancy due to death, resignation, removal, disqualification, or otherwise, of the office of President, the Vice President shall move up in rank.

A vacancy in the offices of Vice President, Treasurer or Secretary shall be filled by election by the remaining trustees at their next Board meeting.

Section Five: President. The President shall be the principal Executive Officer of the Association, Chairperson of the Board, and shall, in general, supervise and control all of the business and affairs of the Association. He/she shall preside at all meetings of the members and the Board. He/she may sign, with the Secretary or any other proper Officer of the Association authorized by the Board, any deeds, mortgages, bonds, notes, checks, contracts, or other instruments that the Board has authorized to be executed, upon consent of a majority of the members of the Association, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other Officer or agent of the Association. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

The President shall appoint, at the general meeting in January of every year, the Elections Officer.

The President shall create committees and appoint chairpersons and members as the need arises. These committees shall continue in existence until abolished by the President or are no longer necessary.

The President shall consult with the Board on all matters of significance and relevance to the Association, and act in concert with them on such matters.

The President, in conjunction with the Treasurer, shall be responsible for seeing that the necessary federal, state, and local income tax returns, or any other tax returns are filed on time each year, quarter, or other time, for the Association. The President, in conjunction with the Secretary, shall be responsible for seeing that any change of officers and trustees, or changes in the Certificate of Incorporation or Bylaws are filed with the appropriate state agencies and county clerk; that appropriate documents are filed with the Attorney General of New Jersey if the Association intends to solicit or receive monies from any private or public source; and shall consult with an attorney when necessary to determine if any action taken or to be taken by the Association, its officers, trustees, or members conflicts with the Certificate of Incorporation, Bylaws, or local, state, or federal laws.

After completing his or her term, the former president shall serve as president emeritus(a) during the tenure of the next president. If his or her term as a trustee is over, he or she shall remain a non-voting member of the Board.

Section Six: Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions on the President.

The Vice President shall generally have responsibility for managing the fund raising and internal affairs of the Association, as those activities are defined by the Board.

Section Seven: Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever and deposit all such moneys in the name of the Association in such banks or other depositories as are selected by the Board; and, in general, perform all duties incident to the office of Treasurer and such duties as from time to time may be assigned to him/her by the President or by the Board.

The Treasurer shall chair the Finance Committee, which shall be appointed by the President of the Association and shall include at least two trustees of the Association. The Finance Committee shall formulate financial policies for review and approval by the Board; shall formulate an annual Budget containing a complete plan of proposed yearly expenditures and estimated revenues for each fiscal year of the Association for approval by the Board; and shall conduct such other activities as are assigned to it from time to time by the Board.

Section Eight: Secretary. The Secretary shall keep the minutes of the Board, annual, general and special meetings in one or more books provided for that purpose; be custodian of the corporate records; keep a register of the names and post office address of each member; keep meeting attendance records, and, perform all duties incident to the office of secretary and such other duties as may be assigned by the President or the Board. The Secretary has the responsibility for maintaining records of attendance at all general and special meetings of the Association.

Article V: Election Procedures

Section One: Election Officer. During the January general meeting, the President shall appoint an Elections Officer, who will be nominated from and elected by a majority vote of the members. The Elections Officer may not run for office during their time of service.

Section Two: Duties - Nominations. After appointment, the Elections Officer will receive names of nominees for all offices at the January meeting, or in writing, delivered, emailed or mailed to the Elections Officer. The Elections Officer must contact all persons nominated for office to verify that the person is willing to serve in office. All nominations must be received by the Elections Officer at least ten (10) days prior to the date of the election in order to be considered.

Section Three: Duties - Elections. The Elections Officer will conduct the election at the February membership meeting. He/she will announce the names of all those persons nominated to each office at the beginning of the meeting and again prior to taking any votes. The voting will be done by secret ballot at the meeting. The Elections Officer will tabulate all votes and announce the results before the meeting adjournment.

Section Four: Election by Majority Vote. A majority vote of the members present who vote will determine the outcome. There must be at least a quorum of the membership votes cast in order to validate the election of any trustee. If there is no majority vote cast for any candidate, a runoff election between the two people with the most votes will be held immediately. There can be no vote by proxy, by mail, or cumulative voting. Newly elected trustees begin their term immediately upon election.

Article VI: Amendments to Bylaws and Certificate of Incorporation

Amendments shall be made, after notice to the membership, by a two-thirds (2/3) majority vote of the members present and eligible to vote at the next general meeting held after the amendment(s) is (are) proposed. Amendments cannot be adopted at the time of their proposal.

Article VII: Budget and Annual Meeting

The Board shall have responsibility for the development of a proposed annual budget and work plan for the Association. The proposed budget and work plan shall be presented to the members for their action at the

Association's annual meeting. The budget and work plan shall include the projected costs for advocating and implementing the priorities of the Association as well as the proposed source of payment for those costs.

The membership may approve of the budget and work plan with a majority of those members in attendance.

Article VIII: Conflicts of Interest

No trustee, officer or member shall have or acquire any interest, direct or indirect, in any project which the Association is promoting, or in any contract or proposed contract for materials or services or in any lease, mortgage, sale or contract of any nature whatsoever, relating to any such project or to the Association without forthwith making written disclosure of the same. Such disclosure shall be entered in writing in the minutes of the Association. No trustee, officer or member who has such interest shall vote or represent the Association on any matter relating to such interest.