

WHEREAS, By-laws of the Historic James Street Commons Neighborhood Association, Inc. adopted circa 1984, amended in February 1992, are hereby deleted, and replaced in their entirety by these By-Laws, dated (May 2008)
Revised: March 17,2007, April 28, 2010, April 24 2014, April 23, 2019)

**HISTORIC JAMES STREET COMMONS NEIGHBORHOOD ASSOCIATION INC.
BY-LAWS**

ARTICLE ONE

Organization

1.1 The name of this organization shall be The Historic James Street Commons Neighborhood Association, Inc. (Newark, New Jersey) hereafter referred to as the "HJSCNA"., or the "Association", formerly known as the James, Eagle, Burnet Street and Vicinity Association. Inc.

1.2 The area served by the HJSCNA shall be the James Street Commons Historic District

(those twenty blocks that have been placed on the State and National Registers of Historic Places). The boundaries of these twenty blocks begin at the corner of Boyden and Orange Streets and continue east on Orange Street to Broad Street. South on Broad Street to Washington Place, one block west to Halsey Street, south on Halsey Street to Warren Street, west on Warren Street to Washington Street. Continuing north on Washington Street to Bleeker Street, west on Bleeker Street to Colden Street, north on Colden to Sussex Avenue, east on Sussex Avenue to Summit Street, north on Summit Street to James Street and west on James Street to Boyden Street then north on Boyden Street to Orange Street.

ARTICLE TWO

Purpose

2.1 To improve the quality of life in the historical community and prevent community deterioration.

2.2 To preserve, repair, restore or maintain historic or unique homes, buildings and natural landmarks, including infilling, that exist in HJSCNA and to encourage owners of such sites to participate in such preservation, repair, maintenance, restoration or publicity to raise funds for the purchase or restoration or obtaining rights to continue the character of such sites.

2.3 To serve as a forum for its membership and for the entire HJSCNA and surrounding communities, and to express their needs and concerns; to serve as a clearing house of these matters to the Mayor, the Municipal Council of the City of Newark and the departments of the city's administration when deemed necessary; and as a resource pool for its membership.

- 2.4 To work in conjunction with the Newark Police Department and all relevant law enforcement agencies to prevent burglary, breaking and entering, loitering, and potentially socially abusive actions.
- 2.5 To encourage property owners to improve and maintain their property in HJSCNA, to recognize and encourage the heritage of such homes, landmarks or buildings, and to publicize the unique value of historic neighborhoods.
- 2.6 To formulate and promote a marketing a publicity program highlighting the advantages of living in the City of Newark focusing primarily on HJSCNA.
- 2.7 To foster acceptance by the community of all races, creeds, national origins, sexual orientations, color, religion, sex, handicap, or familial status, to allow all to live together in peace and harmony, aware of each other's' differences and accepting such differences as each person's right of existence, and to eliminate prejudice and discrimination.
- 2.8 To conduct the work of the Association not for profit but exclusively for charitable, educational and community development purposes in such a manner that no part of its income or property shall inure to the private benefits of any donor, member, officer, trustees, or individual having personal or private interest in the activities of the corporation. Notwithstanding any other provision of this certificate, the corporation shall not conduct activities not permitted to be conducted by an organization exempt under Section (501) (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE THREE

Membership and Dues

- 3.1. Application for Membership. Application for membership shall be submitted on a form which has, at minimum, questions to the requirements of Section 3.2.
- 3.2. Qualifications.
- 3.2.1. Full Membership - To qualify for full membership with the right to vote, a person must have attained the age of twenty-one (21) years, have as a primary residence an address in the HJSCNA (based on voting and or IRS filings) twelve months of the year, and indicate an interest and involvement in the purposes of the Association and have currently paid their Dues.
- 3.2.2. Associate Membership - To qualify for associate membership without the right to vote, a person must have attained the age of eighteen (18) years, indicate an interest and involvement in the purposes of the Association and have currently paid their Dues.
- 3.3. Termination of Membership - Membership shall be terminated upon verbal or written resignation moving outside of the district or removal for cause. A member may be removed for cause

by the Board of Trustees by two-thirds of the votes cast at a meeting of the full Board of Trustees. Dues are not refundable in the case of resignation.

3.4. Transfer of Membership - Membership *shall* not be transferable.

3.5. Dues - Dues shall be **\$25.00 per** for each individual. The figure may be modified by a simple majority vote of the membership present. **Associate member's dues are \$20.00 per individual. Small Business and/or Merchant (under 20 employees) annual dues are \$120.00, (or in-kinds services exceeding annual dues). Corporate/Institution partners, annual dues \$400.00 .**

3.6. Dues of **\$15.00** for Senior Citizens who reach the age of 65.

3.7 – Membership shall be for one year, from January 1st through December 31st. All Dues are payable to the Membership Chairman who shall turn over Dues to the Treasurer as he/she secures them.

3.8. – The right to vote at the Annual Meeting or to be eligible for nomination to an office shall be restricted to those adult members in good standing with HJSCNA who live within the boundaries of the HJSCNA neighborhood as set forth in Paragraph 1.2. A member in “good standing” shall be defined as a person who has paid his/her Dues to date.

3.9 – Membership Dues are due by January 1st with a grace period extending to the second Wednesday of February. All returning and new members must submit the membership application and dues before the end of the grace period to be eligible for nomination to an office, or to vote at the following Annual Meeting.

3.10. The President shall have served for no less than. one (1) year as a member of the Board of Trustees at any time prior to holding the position of President.

ARTICLE FOUR

Meetings of HJSCNA

4.1 – Annual Meeting. The annual meeting of HJSCNA shall be held in **April** at a time and place to be designated by the President and Board of Trustees. Notice stating the date, time, and place, of the Annual Meeting shall be communicated personally, by either phone, newsletter, flyer, regular mail, or electronic mail.

4.2. Notice. Notice shall be sent to all members in good standing at a minimum of fifteen (15) days prior to the meeting.

4.3. General Meeting. General meetings shall be held quarter1y. Notice of the meetings shall be given to membership at least one (1) week prior to the date. At each general meeting of the membership, the Board of Trustees shall report to the membership on the state of the Association.

4.4. Vote Required. Any matter submitted to the members shall require a simple majority of the votes cast at a meeting.

4.5. Order of Business for General Meetings. The agenda for meetings shall include:

Opening - President
Minutes of Last Meeting - Recording Secretary
Corresponding Secretary's Report
Treasurer's Report
President's Report
Committee Reports
Old Business
New Business
Miscellaneous

4.6. (25%) of the eligible to vote members' of HJSCNA present shall constitute a quorum at the annual meeting, or any general or special meeting of the membership.

4.7. Special meetings shall be called by the President and/or Board of Trustees from time to time as necessary for the best interest of HJSCNA or by written request of 10 full members of the Association in good standing to the Board of Trustees. A special meeting is a separate session different from that of any regular meeting, and convened only to consider one or more items of business specified in the call for meeting.

4.7.1. Notices of Special meetings shall be mailed to all members at their addresses as they appear in the membership records at least seven (7) days, days before the scheduled date set for such special meetings. Such notice shall state the reasons that such meeting has been called, the business to be transacted at that meeting, and who called the meeting. This provision will not apply in the event of a meeting necessary with an immediate decision.

4.7.2. No other business but that specified in the notice may be transacted at such special meeting.

4.8. At any General Membership meeting a vote of at least two-thirds the Full Members present on any issue of concern raised by a member can be referred to the Board of Trustees for action.

ARTICLE FIVE

Board of Trustees

5.1. The Board of Trustees The Board of Trustees shall consist of no less than seven (7) and no more than fifteen (15) members, the exact number to be determined annually by resolution of the Board of Trustees. To qualify as a member of the Board of Trustees, a person must be a full member of the Association and meet any other criteria for membership and qualification. **The elected Board of Trustees shall work as a liaison, to an assigned committee to insure its functionality.**

5.2. Election and Term of Office. Candidates for the office of Trustee must be a Full Member in good standing. The Nominating Committee will certify the eligibility of each

candidate and submit a slate of candidates to the General Membership. The General Membership shall elect the Trustees. Each Trustee shall hold office for two (2) years, unless they were elected to fill a vacancy. That Trustee will serve out the balance of that term. The terms of office of all Trustees shall not expire at the same time. One-half plus one of the seats of the Board of Trustees will stand for election on even years and one-half of the seats of the Board of Trustees will stand for election on odd years.

5.3. Power of the Board of Trustees. The Board of Trustees shall conduct the business and manage the affairs and property of Association. The Board of Trustees shall determine the policies and programs of the Association.

5.4. No action may be taken independently by the officers of the Association unless approved by the Board of Trustees or delegated by the Board of Trustees. No officers or members of the Board of Trustees representing the interest of the HJSCNA shall meet alone with any organization, elected official or appointed official person(s) representing any corporation, partnership or organization without the approval or delegation of the Board of Trustees. Any meeting held as noted above shall not be recognized by the Association.

5.5. Any officer or member of the Board of Trustees missing more than three (3) consecutive meetings, except under extenuating circumstances, as may be determined by the Board of Trustees, shall forfeit their position on the Board of Trustees.

5.6. Officers and members of the Board of Trustees shall turn over materials related to their position to their successor upon vacating their office or chair. In the absence of a successor, materials shall be turned over to the Recording Secretary.

5.7. Meeting of the Board of Trustees

5.7.1. Meetings. The Board of Trustees shall have its regular monthly meeting and at no time have less than six (6) meetings per year. Board of Trustee meetings shall be open to any member in good standing as an observer. At the recommendation of a member of the Board of Trustees, the Board by a majority vote, may allow a member in good standing to participate in discussion.

5.7.2. Special Meetings. Special meetings of the Board of Trustees may be called at any time by the President or by one-third of the entire membership of the Board of Trustees.

5.7.3. Notice of Meetings. Notice of the date, time and place of each meeting of the Board of Trustees shall be given to each member of the Board at least five (5) days prior to the meeting.

5.7.4. Quorum and Votes Required. A majority of the Board of Trustees shall

constitute a quorum at any meeting of the Board of Trustees. A majority of the votes cast. at any such meeting shall be regarded as an act of the Board of Trustees.

5.7.5. Additional Powers of the Board of Trustees. With respect to existing committees, the Board of Trustees shall have the power to:

- a) fill any vacancy
- b) appoints one or more members to serve as alternates in the absence or disability of members, and/or Chairpersons of any committee
- c) remove any member from such committee at any time for cause.

ARTICLE SIX

Officers

6.1. Officers Enumerated. The General Membership shall elect a President, a Vice President, a Recording Secretary, a Corresponding Secretary, a Treasurer and, a Parliamentarian from the elected Board of Trustees. No person may hold more than one office

6.2. Election and Term of Office. Each officer shall hold office until the next annual election when that officer's two-year term expires, or until their successor has been elected. An officers term of office will not extend beyond the time in which he or she serves as a board trustee. Therefore, an officer elected to fill a one year board trustee vacancy will have a one year term in that office unless re-elected to the board.

6.3. Removal and Resignation. Any officer may be removed for cause by two-thirds vote of the full Board of Trustees at any regular or special meeting. Any officer may resign at any time by giving written notice of such resignation to the Board Trustees or to the President. The acceptance of a resignation shall not be necessary to make it effective.

6.4. Powers and Duties of Officers. The powers and duties of the officers are as follows:

6.4.1. President. The President shall have the following duties and responsibilities:

1. To preside at all meetings of the Association.
2. To coordinate all the Association activities.
3. To delegate such responsibility as (s)he deems necessary.
4. To vote only by secret ballot, to call or to break a tie vote.
5. To serve as the spokesperson for the Association.
6. To establish, as needed, Special or Ad hoc Committees in accordance with Article 8.
7. To appoint a Solicitor for the Association with the advice and consent of the Board of Trustees.
8. To be an ex-officio member of all committees.
9. To coordinate contacts with other organizations, elected and appointed officials and person(s) representing any organization, partnership or corporation.
10. To call additional meetings of the Association as may be required.

11. To perform all other duties incidental to the office.
12. To approve an correspondence and the use of his/her signature
13. To be one of the officers who may sign the checks and drafts of the Association.
14. To annually appoint the individual(s) who shall serve as the auditor(s).

6.4.2. Vice President. The Vice-president shall have the following duties and responsibilities:

1. In the absence of the President the Vice-president shall serve as President.
2. To sit on and be a consultant to the standing committees under his/her area as determined by the President and/or Broad of Trustees.
3. To coordinate activities which relate to his/her overall area of responsibility.
4. To ensure that committee reports are available for the information of the Board of Trustees and the membership.
5. To perform such additional duties as may be assigned by the President.

6.4.3. Corresponding Secretary. The Corresponding Secretary shall have the following duties and responsibilities:

6.4.4. Recording Secretary. The Recording Secretary shall have the following responsibilities:

1. Take and keep minutes of all meetings of the membership and the Board of Trustees.
2. The Recording Secretary shall have charge of the seal of the Association.
3. The Recording Secretary shall perform such other duties and possess such other power as are incident to the office or as are assigned to the Recording Secretary by the Board of Trustees or the President.
4. Responsible for collecting Association mail.

6.4.5. Treasurer. The Treasurer shall have the following duties and responsibilities:

1. To maintain all financial records of the Association, said records to be kept on a Fiscal year basis, to be determined by the Broad of Trustees.
2. To receive all monies from all Association activities for deposit of these funds in the organization bank account(s).
3. As directed by the Board of Trustees to disburse Association funds for payment of Bills on specific authorization by the President. All checks shall require the signature of both the President and the Treasurer.
4. To submit written financial reports at each Board of Trustees meeting and after each major Association activity involving finance.
5. To submit a written financial report on the condition of the Association's treasury at the annual meeting and to the membership at the close of the year.
6. To meet with the Auditor(s) at the end of the fiscal year for the audit of the organization's financial records.
7. The Treasurer should be bonded at the expense of the Association.

6.4.6. Parliamentarian. The Parliamentarian shall have the following duties and responsibilities:

1. Parliamentarian shall cause the business of the Association to be conducted according to the by-laws of the Association and Robert's Rules of Order.
2. He/she shall advise the presiding officer on questions of procedure and transacting the business of the assembly, legally, efficiently and impartially.

ARTICLE SEVEN Standing Committees

7.1. There shall be Standing Committees as hereinafter set forth, to discuss, clarify and make recommendations to the Board of Trustees relative to any actions within each Standing Committee's jurisdiction.

7.2. Establishment of Standing Committees - The Board of Trustees may establish special committees as it deems necessary.

7.3. Membership - HJSCNA is a volunteer organization believing that the more active the membership the more effective the Association. Membership on all standing committees shall be open to all Full Members in good standing.

7.4. Chairperson for Committee. The Board of Trustees may designate a Chairperson for any committee. Appointments shall be made annually and as soon as possible after a vacancy occurs. If the Board of Trustees does not designate a Chairperson, then each committee shall designate one of its members to act as committee Chairperson.

7.5. Meetings. Each Standing Committee shall adopt its own rules and procedures and shall meet at such time as it deems necessary.

7.6. Quorum and Vote Required. A quorum at any meeting of any committee shall not be less than two people or one-third of the entire committee. Decisions of a committee shall be by majority vote.

7.7. A Report of Activities. A report of activity shall be presented by the Committee Chairperson to the Board of Trustees at each -meeting -and a report of committee activities shall be made at general membership meetings.

7.8. Standing Committees. Standing committees of this Association shall be:

1. Social Services - The committee will focus on community events that enhance social, cultural and educational development in the area.
2. Finance Committee - The committee will be responsible for fiscal matters including budget, audit, investment policies and procedures.
3. Membership Committee - The committee will be responsible for recruiting and retention of members~ supervision of membership services, the development of membership application, collection of Dues, and transfer of Dues to the Treasurer.
4. Development Committee - The committee will act as liaison with municipal government: Department of Economic Development, Code Enforcement and the Tax

Assessors office to insure the neighborhood receives the appropriate services. Additionally utilize and develop various strategies so as to maintain the viability and the integrity of the historic district.

5. Public Relations Committee - The committee will promote the image and purpose of the Association by developing publicity for the community~ including but not limited to, website development.

6. Crime Prevention and Safety Committee - The committee will be the liaison with police and fire departments and develop programs to prevent crime and promote safety.

7. Beautification Committee - The committee is responsible for bringing community members together in order to realize creative ways to beautify green-space landscaping and clean the neighborhood while maintaining its historical integrity and quality.

ARTICLE EIGHT

Special and Ad hoc Committees

8. 1. The President may, with approval of the Board of Trustee, appoint a Special or Ad hoc committee to consider any matters not within the jurisdiction of a Standing Committee.

8. 2. Dissolution of a special or Ad hoc committee shall occur at the time the goals of the committees have been met.

ARTICLE NINE

Nomination Procedure and Election of Officers

9.1. A nominating committee of three (3) members in good standing shall be appointed by The Board of Trustees. The nominating committee shall consist of at least two (2) members who are not currently serving on the Board of Trustees. One member of the committee shall be a previous Board of Trustees member

9.2. The Chairperson of the nominating committee shall be selected by and from the committee's membership.

9.3. The committee shall have the responsibility-to run the election and certify the eligibility of all members of the slate.

9.4. The nominating committee shall provide a written report to the membership prior to the annual meeting at which elections are held

9.5. The newly elected Board of Trustees prepare a slate of Officers, and present this slate to the membership. If the proposed slate is not ratified by the membership, nominations for officers shall be accepted by **majority of membership** from the floor at the annual meeting. If this occurs, the election process for the affected position(s) shall be by secret ballot, which shall be tabulated by the nominating committee. Voting by proxy shall not be permitted.

9.6. The election of officers at the annual meeting shall be run by the chairperson of the nominating committee. The sitting President shall resume the chair of the annual meeting upon the completion of all election proceedings, including the certification of results by the committee.

ARTICLE TEN

Vacancies

10.1. In case of death, resignation, incapacity or removal of the President, his/her powers shall be exercised until the removal of the incapacity or until the next annual meeting, whichever occurs first, by the vice-president.

10.2. A vacancy in any other office shall be filled at a special election by a majority vote of the general members where a quorum exists at a general or special meeting. Written notice of the special election must be given no less than eight (8) days before this meeting takes place.

10.3. The officers so elected shall serve for the remainder of the unexpired term of his/her predecessor.

10.4. The removal of any officer, for cause, shall be by motion and approval of the Board of Trustees.

ARTICLE ELEVEN

Audits

11.1. Audits. There shall be an annual audit of the financial records of the Association. The audit shall be conducted by (an) Auditor(s) who shall be appointed by the Board of Trustees no later than the end of the fiscal year.

11.2. The audit shall take place as soon as possible after the close of each fiscal year. Other audits shall be conducted as may be deemed necessary by the President or the Board of Trustees. Neither the time nor the place of any audit need to be announced in advance.

11.3. The auditor(s) shall submit a written report to the Board of Trustees at the next meeting of the Board following the completion of the audit.

ARTICLE TWELVE

By-Law Amendments

12.1. The Board of Trustees shall review any proposed by-law amendment submitted by a member in good standing of the Board or the General Membership, and the proposed amendment will be referred to committee. The Board of Trustees shall vote on the committee's recommendation and submit any resulting amendment to the membership for approval. The membership shall receive at least twenty (20) days written notice of any proposed amendment. Approval of the amendment shall require a two-third vote of members in good standing present at such meeting.

**ARTICLE THIRTEEN Waiver of
Notice**

13.1. Any notice required by these By-Laws, by the Certificate of Incorporation, or by law may be waived in writing by any person entitled to notice. The waiver or waivers may be executed either before or after the event with respect to which notice is waived.

**ARTICLE FOURTEEN
Parliamentary Procedure**

14.1. A. Robert's Rules of Order as newly revised shall govern in all matters not covered by these bylaws.

**ARTICLE FIFTEEN General
Provision**

15.1. The Association shall indemnify any present or future Trustees, Officers and/or agents against cost expenses, counsel fee, paid or incurred in connection with any suit or proceeding to which any such Trustee, Officer, agent, or his/her legal representative may be made a party to by reason of his /her being or having been such Trustee, Officer, or agent providing such action, suit, or proceeding shall be prosecuted against each Trustee, Officer or agent to final determination and it shall not be finally adjudged in any action, suit, or proceeding. The foregoing indemnification shall be in addition to and not in restriction or limitation of any privilege or power of Trustees, Officers, or agents.

15.2. Directors and Officers liability Insurance. Liability insurance indemnifying the directors and officers of the HJSCA Association against liability for errors and omissions occurring in connection with the performance of their duties, in an amount of at least \$100,000, with any deductible amount to be in the sole discretion of the Board of Trustees.

15.3. Public Liability Insurance: To the extent obtainable and necessary, public liability insurance for personal injury and death from accidents occurring on property owned, operated, and/or managed (any other areas which the Board may deem advisable), and the defense of any actions brought as a result of injury or death of a person or damage to property, and not arising by reason of any act or negligence of any individual. terms insurance shall be in such limits as the Board of Trustees may, from time to time, determine, covering each member of the Board, and their agents, shall also cover cross liability claims of one insured against another.

15.4. These by-laws are subject to the provisions of Title 15 of the New Jersey Statutes as amended and the Associations Certificate of Incorporation as it may be amended from time to time. If any provisions of the law, then New Jersey state law shall govern.