

**BY-LAWS OF THE
FOREST HILL
COMMUNITY ASSOCIATION, INC.**

ARTICLE I - Organization

- A. The name of this organization shall be the Forest Hill Community Association, Inc., a New Jersey corporation (hereinafter referred to as FHCA).
- B. FHCA shall serve the area of the Forest Hill Historic District, the boundaries of which are defined in the nomination petition made to the New Jersey Register of Historic Places and the National Register of Historic Places in 1990.

ARTICLE II - Mission

- A. Notwithstanding any other provision of these By-Laws, FHCA is formed exclusively for charitable, religious or educational purposes, as specified in Section 501(c)(3) of the Internal Revenue Code and shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Code Section 501(c)(3).
- B. The mission of FHCA is to protect and maintain the historic nature of the Forest Hill Historic District and to conduct community advocacy, develop community relations, promote community awareness, and work with the City of Newark as well as other communities and organizations to enhance the quality of life of residents within the historic district and surrounding community.
- C. Pecuniary gain or profit, incidental or otherwise, is not contemplated by the organization for its members.

ARTICLE III - Membership and Dues

- A. Membership in FHCA shall be open to all adults, eighteen (18) years or older, living in the Forest Hill Historic District. FHCA welcomes members from outside the Historic District who would like to participate in the activities of FHCA.
- B. Any member in good standing and resident in the Forest Hill Historic District can serve as a Trustee or Officer of the Board of FHCA and its Committees.

- C. The right to vote shall be restricted to one vote per household in good standing with FHCA.
- D. Membership shall be for one year, from July 1 through June 30. Members who pay their dues shall be in good standing for that Membership year.
- E. Dues shall be set by the Board of Trustees and are payable per household.

ARTICLE IV - Meetings of the Organization

- A. The date and location of the Annual Meeting of FHCA members shall be set at the discretion of the Board of Trustees and should be held no earlier than May 1 and no later than June 30 of that same year. Notice stating the time, place, and agenda of the Annual Meeting shall be distributed at least ten (10) days prior to the meeting.
- B. Special Meetings of FHCA members shall be called by the President and/or Board of Trustees from time to time as necessary for the best interests of FHCA. Notice stating the time, place, and agenda of any Special Meeting shall be distributed at least ten (10) days prior to the meeting.
- C. Twenty-five percent (25%) of the members in good standing of FHCA present and eligible to vote shall constitute a quorum at the Annual Meeting or at any Special Meeting of the membership.
- D. The Board of Trustees shall meet prior to each General Meeting or at the call of the President, with a majority of the voting members of the Board present for a quorum, with a minimum of six Board of Trustee meetings per year. Board of Trustee meetings shall be open to any FHCA member in good standing as an observer. At the recommendation of a Board Member, the Board of Trustees, by majority vote, may allow a member in good standing to participate in discussion.
- E. Meetings of the Board of Trustees of FHCA may be held in person or virtually via Electronic, teleconference or other online methods. At any such virtual meetings, all trustees present and participating must be able to simultaneously hear each other. A member participating in a meeting by this means is deemed to be present in person at the meeting.
- F. Notice of meetings of FHCA members or its Board of Trustees may be sent via email, provided that each member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release FHCA from any liability should the notification be received late or not received by the member due to circumstances beyond the control of FHCA.

- G. The Board of Trustees may take action for urgent matters electronically or via email in lieu of meeting in person or virtually. Such electronic vote must be made in the form of a motion sent to all members of the Board of Trustees and must receive a majority vote for approval. There must be a record of the vote filed with FHCA's minutes and such record must include the action taken and the signatures (either electronic or physical) by no fewer than a majority of the trustees eligible to vote.

ARTICLE V – Board of Trustees and Officers

- A. The Board of Trustees shall consist of at least five (5) members. The Board of Trustees shall have at least four (4) officers, including a President, one or more Vice Presidents, a Secretary, a Treasurer, and any other officer positions as defined by the Board of Trustees (collectively, the "Officers").
- B. The Board of Trustees shall control and manage the affairs of FHCA. The Board of Trustees shall only act in the name of FHCA when it shall be regularly convened by the President after due notice to all Board Members of such action.
- C. Except as provided in Paragraph I of this Article below, only elected Board Members shall be voting members of the Board of Trustees. All Board Members must be members in good standing of FHCA.
- D. All members of the Board of Trustees ("Board Members") shall be elected by a majority vote of the members of FHCA present and eligible to vote at its Annual Meeting. Board Members shall hold office for one year, and the term of office shall begin at the close of the annual meeting at which they are elected and shall continue until their successors are elected. Board Members shall not hold more than one (1) office.
- E. The President shall have the following duties and responsibilities:
1. To preside at all meetings of FHCA.
 2. To delegate such responsibility as (s)he deems necessary.
 3. To establish, as needed, Committees in accordance with Article VI.
 4. To appoint a Solicitor for FHCA with the advice and consent of the Board Members.
 5. To be an *ex-officio* member of all Committees.
 6. To coordinate contacts with other organizations, elected and appointed officials and person(s) representing any organization, partnership or corporation.
 7. To call additional meetings of FHCA as may be required.
 8. To perform all other duties incidental to the office.
 9. To approve all correspondence and the use of his/her signature
 10. To be one of the officers who may sign the checks and drafts of the organization.

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- F. The Vice President shall have the following duties and responsibilities:
1. In the absence of the President, the Vice President shall serve in that capacity.
 2. To coordinate activities which relate to his/her overall area of responsibility.
 3. To ensure that committee reports are available for the information of the Board and the membership as required.
 4. To perform such additional duties as may be assigned by the President.
- G. The Treasurer shall have the following duties and responsibilities:
1. To maintain all financial records of FHCA on a fiscal year basis.
 2. To disburse organization funds for payment of bills on specific authorization by the President. All checks shall require two signatures, including any combination of the three Board Officers who are co-signers on FHCA's account.
 3. To submit written financial reports at each Board meeting.
 4. To submit a written financial report on the condition of FHCA's treasury at the Annual Meeting.
 5. To meet with the Auditor(s) as required for the audit of FHCA's financial records.
 6. To oversee any corporate filing including taxes or other filings required by regulation.
- H. The Secretary shall have the following duties and responsibilities:
1. To conduct all correspondence relating to FHCA as requested by the President.
 2. To receive all monies from all organization activities for deposit of these funds in FHCA's bank accounts.
 3. To issue appropriate notices to members of all meetings of FHCA.
 4. To keep a register of all members of FHCA.
 5. To keep complete and accurate minutes of the Annual or Special Meetings and the meetings of the Board of Trustees.
 6. To provide the minutes of the last preceding meeting of FHCA at the next respective meeting thereof.
 7. To keep a copy of FHCA's Certificate of Incorporation and By-Laws on file.
- I. If the President of the Board of Trustees is unable to perform his or her duties, as described above, the remaining Board Members will appoint a President *pro tem* to serve until the President can return to such duties or a new President is elected at an Annual Meeting. If any Board Member (other than the President) is unable to perform their duties, the President may appoint a Chairperson of a Committee to act as a Board Member until the original Board Member can perform his or her duties, or until a new Board of Trustees is elected at an Annual Meeting.

- J. Board Members shall turn over materials related to their position to their successor upon vacating their office. In the absence of a successor, materials shall be turned over to the President.

ARTICLE VI - Nomination Procedure and Election of Trustees and Officers

- A. The Nominating Committee, as appointed by the Board Members, shall formulate its recommended slate of Board Members and Officers and report its recommendation to the membership at the Annual Meeting each year.
- B. Additional nominations for Board Members and/or Officers shall be accepted 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 Parliamentarian. Voting by proxy shall not be permitted.

ARTICLE VII - Committees

- A. The President may, with approval of the Board of Trustees, appoint a Committee to consider any matters in furtherance of FHCA's mission.
- B. Each Committee shall have members who will be responsible for electing a Committee Chairperson(s).
- C. Committee Chairpersons shall present a report of activities to the Board of Trustees at each Board meeting as needed.
- D. Dissolution of a Committee shall occur at the time the goals of the committee have been met.

ARTICLE VIII - Parliamentary Procedure

- A. Robert's Rules of Order as newly revised shall govern in all matters not covered by these By-Laws.
- B. . The Board of Trustees shall appoint a Parliamentarian as a non-voting member of the Board of Trustees. The Parliamentarian shall advise the officers and membership on matters related to the By-Laws and procedures of FHCA. The Parliamentarian shall not provide legal counsel to FHCA or its officers.

ARTICLE IX - Amendments

- A. These By-Laws may be amended as per Robert's Rules of Order.

- B. Any member in good standing who wishes to propose a change to the By-Laws shall submit that change in writing to the Board of Trustees, which will present all By-Law proposals with comment to the general membership for a vote at a general meeting. A majority of the voting members present is required for approval.

ARTICLE X – Conduct of Business

- A. **Checks, Drafts, Etc.** Except as otherwise provided in these By-Laws, all checks, drafts or other orders for payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of FHCA shall be signed by such officers and/or Trustees in such manner as shall, from time to time, be determined by resolution of the Board. In no event shall the signatures of fewer than two (2) such officers and/or Trustees be necessary to bind FHCA on any such checks, drafts or other order for payment of money, note or other evidence of indebtedness.
- B. **Deposits.** All funds of FHCA not otherwise employed shall be deposited from time to time to the credit of FHCA in such banks, trust companies or other depositories as the Board by resolution may select or as may be designated by any officer or officers, agent or agents of FHCA to whom such power is delegated by resolution of the Board.
- C. **Use of Signature.** Verbal or written use of the name “Forest Hill Community Association” shall only be by the President or any other official so designated by the Board of Trustees. Any correspondence generated by any approved designee shall be reviewed/approved by the President and a copy of same filed in a central file maintained by the Secretary.
- D. **Fiscal Year.** The fiscal year of FHCA shall be the year ending June 30th, unless otherwise provided by the Board by resolution.
- E. **Financial Review.** The financial records of FHCA shall be reviewed at least once every two (2) years. The audit shall be conducted by (an) Auditor(s) appointed by the President and approved by Board Members. The Auditor cannot be a Board Member or related to a Board Member by blood or marriage. The auditor(s) shall submit a written report to the Board Members at the next meeting of the Board following completion of the audit.
- F. **Bonds.** The Board may require any officer, agent or employee of FHCA to give a bond (paid for by FHCA) to FHCA conditioned upon the faithful discharge of his or her duties with one or more sureties and in such amount as may be satisfactory to the Board.

- G. **Contracts.** Except as otherwise provided in these By-Laws, the Board, by resolution, may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of FHCA, and such authority may be general or confined to specific instances.
- H. **Acceptance of Gifts.** The Board or any officer or officers, agent or agents of FHCA to whom such authority is delegated by resolution of the Board may accept on behalf of FHCA any contribution, gift, grant, bequest or devise for the general purposes or for any special purpose of FHCA followed by proper acknowledgment.
- I. **Ethics and Conflict of Interest.** All Board members will advise the Board of Trustees immediately of any known or apparent conflict of interest regarding the business and representation of FHCA and must be removed from participation in any Corporation activity or decision that promotes a conflict of interest with FHCA.

ARTICLE XI – Trustee/Conflict of Interest

- A. No Trustee serving in any committee may vote: (1) on any contract or transaction between FHCA and a third party or (2) involving a recommendation by FHCA to a third party, where said Trustee has a direct interest in the contract or transaction or may derive a financial benefit therefrom, and (3) any item specified as prohibited in Section 501(c)(3) of the Internal Revenue Code of 1943.
- B. No Trustee, officer or employee of FHCA shall have or acquire any interest, direct or indirect, in any project which FHCA is promoting, or in any contract or propose contract for materials or services or in any lease, mortgage, sale or contract of any nature whatever, relating to any such project or to FHCA, without forthwith making a written disclosure of same. Such disclosure shall be entered in writing upon the minutes of FHCA. No Trustee who has such an interest shall vote on any matter relating to such interest.

ARTICLE XII - Indemnification; Exculpation

- A. **Indemnification.**
1. For the purposes of this Article XII, all definitions set forth in N.J.S.A. 15A:3-4, as amended from time to time, shall apply.
 2. Indemnification of any person who is a Trustee, officer, employee or corporate agent of FHCA shall be provided to the fullest extent permitted by N.J.S.A. 15A:3- 4 as same may be amended or modified and any successor statute thereto or any other applicable provision of law. Such indemnification

shall include, without limitation, indemnification against the actual amount of net loss including counsel fees, reasonably incurred by or imposed upon him or her in connection with such action, except as to matters for which he or she shall be ultimately found in such action to be liable for gross negligence or willful misconduct. In the event of any settlement of such a case, indemnification shall be provided only in connection with such matters covered by the settlement as to which FHCA is advised by counsel that the person to be indemnified had not been guilty of gross negligence or willful misconduct.

3. Any corporate agent may be insured by insurance purchased and maintained by the Corporation against any expenses incurred in any such proceeding and any liabilities asserted against the corporate agent in the capacity as corporate agent, whether or not FHCA would have the power to indemnify such corporate agent under N.J.S.A. 15A:3- 4 as same may be amended or modified and any successor statute thereto.
- B. **Exculpation.** Unless acting in bad faith, neither the Board as a body nor any Trustee, officer or corporate agent shall be personally liable to any Member of FHCA in any respect for any action or lack of action arising out of the execution of his or her office. Each Member of FHCA shall be bound by the good faith actions of the Board, officers and corporate agents of FHCA, in the execution of the duties and powers of said Trustees, officers and corporate agents. However, nothing contained herein shall be construed to exculpate Trustees, or any of them, from discharging their fiduciary responsibilities.
- C. **Interpretation.** This Article XII is subject to N.J.S.A. 15A:3-4 as same may be amended or modified and any successor statute thereto. Nothing in this Article XII shall be construed so as to conflict with or violate the terms of N.J.S.A. 15A:3-4. Any and all requests for indemnification under this Article XII shall be made, and shall be heard and decided by the Board, in accordance with the applicable terms of N.J.S.A. 15A:3-4.

ARTICLE XIII - Dissolution

Upon the dissolution of FHCA, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code) or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of FHCA is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.