

BY-LAWS
OF
HARDING TOWNSHIP CIVIC ASSOCIATION, INC.

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ARTICLE I - NAME

This organization shall be known as Harding Township Civic Association, Inc. (hereinafter referred to as "the Association").

ARTICLE II -PURPOSES

Section 1: The Association is organized exclusively for charitable and/or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited to, the following:

- A. To foster public interest in government; to assist in achieving and maintaining good mutual understanding between residents of the Township of Harding, New Jersey (the "Township") and the Township's public officials; to promote knowledge and appreciation of public problems by the Township residents through non-partisan, non-political and impartial publicity; and to inform the Township residents as to the Township's public problems;
- B. To conduct non-partisan, non-political, and impartial research into governmental policies and procedures, and periodically to inform the Township residents as to findings;
- C. To cooperate with other non-partisan, non-political and impartial public and private local, regional, state and national agencies and organizations having similar purposes; and
- D. To encourage patriotism.

Section 2: The funds of the Association shall be disbursed only for the foregoing purposes.

Section 3: Consistent with Section 2 of this Article II, funds of the Association may be distributed as directed by the Board of Trustees of the Association (the "Board") to (i) organizations which then qualify as exempt organizations under the provisions of Code sections 501(a) and 501(c)(3), and/or (ii) any State or local government for a public purpose.

ARTICLE III - MEMBERSHIP

Section 1: Any adult residing in the Township or owning property therein and any non-partisan, non-political, and impartial partnership, association, organization, or corporation located in the Township may become a member of the Association (a "Member") upon payment of dues (as set pursuant to Article VIII herein) unless waived by the Board.

Section 2: The current mayor of the Township shall be an honorary member of the Association. The Board may nominate other persons or organizations for honorary membership in the Association (membership in the Association is referred to as "Membership"). Any such nominee shall be approved or rejected as an honorary member at a Membership Meeting (defined below). Honorary members shall not be required to pay dues. Notwithstanding anything to the contrary, an honorary member shall only have the right to attend Membership Meetings, and will not have any other rights as a Member of the Association, including, but not limited to, the right to vote on any question and/or election being voted upon by the Members.

Section 3: Complimentary (non-dues paying) Membership may be offered at the discretion of the Board.

Section 4: All applications for Membership shall be accepted by the Secretary, subject to such rules as from time to time may be established by the Board.

Section 5: Except as may be otherwise mandated by the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A:1-1 et seq. (the "Act"), the Members shall only have the rights, powers and obligations as expressly set forth in these By-Laws or the Association's Certificate of Incorporation.

ARTICLE IV - MEMBERSHIP MEETINGS

Section 1: The annual membership meeting ("Annual Membership Meeting") shall be held no later than March 31 of each year at a time and place to be determined by the Board.

Section 2: Special membership meetings ("Special Membership Meeting") (each Annual Membership Meeting and Special Membership Meeting is sometimes referred to as a "Membership Meeting") may be called by the President, at his discretion. In addition, the President shall call a Special Membership Meeting upon written request of ten (10) or more Members. Notice of the time, place, and agenda of each Membership Meeting shall be given to each Member, either in person, by mail, or as otherwise permitted by law, not less than ten (10) nor more than sixty (60) days before the date of the meeting.

Section 3: A quorum for any Membership Meeting shall be the presence of a majority of the trustees of the Board (the trustees of the Board referred to as the "Trustees") who

are also Members. No action may be taken by the Members unless a quorum is present. At every Membership Meeting in which a quorum is present, all elections and questions shall be decided by a majority vote of those Members in good standing present, in person or by proxy, at the meeting.

Section 4: Each Member shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such Member and delivered to the Secretary in advance of the Membership Meeting. Each Member shall have one vote. Any questions may be presented for a vote upon the demand of a majority of those Members present. The Members shall have no rights other than (i) the right to elect and/or appoint Trustees as described in Article V hereof, and (ii) the right to amend these by-laws as described in Article VII hereof.

ARTICLE V - BOARD AND OFFICERS

Section 1: The business of the Association shall be conducted by the Board, which shall have the powers and duties vested in it by law. The Board shall have general charge and supervision of all the affairs of the Association. It shall formulate policy.

Section 2: The Board shall be elected at the Annual Membership Meeting next preceding their term of service. The Board shall consist of at least three (3) Trustees but not more than twenty-five (25) Trustees, the number of which shall be determined by the Board. At the first meeting of the Board, one-third of the Trustees shall be designated to serve until the next Annual Membership Meeting, one-third to serve until the second next Annual Membership Meeting, and one-third to serve until the third next Annual Membership Meeting, but all Trustees thereafter elected shall be elected for a three year term so that the term of one-third of the Trustees shall expire at each Annual Membership Meeting. In the event of change in the number of Trustees, the Members present at a Membership Meeting may, by a majority vote, decrease or increase the length of the term of any Trustee and/or elect new Trustees for terms of one, two or three years as may be necessary to preserve the above classification of the Trustees into three groups of equal number with terms expiring in successive years. Vacancies in the Board shall be filled for the time intervening between the occurrence of such vacancy and the next Annual Membership Meeting by a majority vote of the remaining Trustees present at any regular or special Board meeting.

Section 3: As specified in Section 15A:6-6 of the Act, any Trustee may be removed for cause ("cause" includes a Trustee missing more than three Board meetings without adequate reason) at any time by the affirmative vote of the majority of the votes cast by Members entitled to vote for the election of Trustees. Further, any Trustee may also be so removed for cause at any time by the affirmative vote of Two-Thirds (2/3) of the Trustees then in office (in determining such 2/3 fraction, the Trustee proposed to be removed shall not be counted).

Section 4: The Board shall elect from the Trustees a President, a Vice-President, a Secretary, a Treasurer, and a Thumbnail Editor (the Thumbnail is described in Article VI,

Section 9 herein), and such additional officers the Board deems necessary or desirable. Vote shall be by voice unless there is more than one nominee for an office, in which event the vote for that office shall be by ballot. A plurality of all votes cast shall constitute an election. The officers shall serve until their successors are elected at the first meeting of the Board following the next succeeding Annual Membership Meeting, but an officer may be removed from office prior thereto, with or without cause, by vote of two-thirds (2/3) of the Trustees then in office (in determining such 2/3 fraction, the officer proposed to be removed, who is also a Trustee, shall not be counted as a Trustee).

Section 5: Trustees shall share equitably the obligations to attend every meeting of every agency of government of the Township and to make a report of each such meeting to the Thumbnail Editor.

Section 6: The President may call Board meetings at his discretion, at least once during each month other than July and August in which there is Board business to transact. A special Board meeting must be called by the President upon written request of five (5) or more Trustees. Notice of every Board meeting, stating the time and place thereof, shall be given to each Trustee personally, by telephone, by e-mail, by mail, or as otherwise permitted by law, at least two (2) days before the meeting.

Section 7: A majority of the Trustees shall constitute a quorum of the Board for the transaction of business at any Board meeting. At every meeting of the Board in which a quorum is present, all matters shall be decided by the vote of a majority of the Trustees present at the meeting, unless otherwise specified herein.

Section 8: No elective official of any governmental division or agency of the Township may be an officer or Trustee. Upon any such officer's accepting elective public office his membership on the Board shall fall vacant.

ARTICLE VI - DUTIES OF OFFICERS

Section 1: The President shall be the Chief Executive Officer. The President shall ordinarily preside as Chairperson at Membership Meetings and at Board meetings.

Section 2: The President shall each year appoint a standing committee to be known as the Memorial Day Parade Committee from among the Trustees to assist the Township in its sponsorship and conduct of the Memorial Day Parade and related activities. In addition to the Memorial Day Parade Committee, the President may establish other standing or temporary committees, assign their duties, and appoint any Member to sit on such Committees. The Committees shall exist at the pleasure of and shall report as required to the President. Any Committee on which any of the committee members are not Trustees may only be advisory and not act on behalf of the Association.

Section 3: At least sixty (60) days prior to the Annual Membership Meeting the President shall appoint a Nominating Committee of five (5) Members, at least two (2) of whom shall not be Trustees, the duty of which it shall be to nominate candidates for the

Board. The report of the Nominating Committee shall be mailed or communicated by any other method permitted by law to each Member within at least thirty (30) days prior to the Annual Membership Meeting.

Section 4: Any **Ten (10) Members** may, not later than fifteen (15) days prior to the date set for the Annual Membership Meeting, nominate any person or persons in opposition to any of the candidates, nominated by the Nominating Committee appointed by the President by filing with the Secretary a certificate, over the signature of each, showing their nominations. A copy of the nomination or nominations so made shall be mailed or communicated by any other method permitted by law to each Member within at least ten (10) days prior to the Annual Membership Meeting.

Section 5: The President shall carry out the policies and programs of the Association as directed by the Board. When the Board is not in session the President shall represent and act for the Board.

Section 6: The Vice-President shall have such powers and perform such duties as may be assigned to the Vice-President from time to time by the Board or the President.

Section 7: The Secretary shall give such notices as may be required of all Membership Meetings and Board meetings. The Secretary shall keep and record the proceedings of all Membership Meetings and the Board meetings, and shall keep such books and records as the Board may direct. The Secretary shall perform such services and duties as may be assigned to the Secretary from time to time by the Board or the President.

Section 8: The Treasurer shall mail, or otherwise send, dues notices to all Township residents during November or December of each year for the following fiscal year. The Treasurer shall collect all dues and shall have custody of all monies belonging to the Association. The Treasurer shall keep complete accounts and shall present a written financial statement at each regular Board meeting and at the Annual Membership Meeting. Expenditures shall be made only by the Treasurer upon specific or general authorization of the Board.

Section 9: The Thumbnail Editor shall receive information from Members, other Township residents and representatives of non-partisan, non-political, and impartial public and private local, county, state and national agencies and organizations, shall determine which such information shall be reported to Members consistent with the purposes of the Association, and from time to time shall prepare and disseminate to the Members (and to such other persons as the Board shall determine) a non-partisan, non-political, and impartial bulletin containing such information to be known as the Thumbnail.

ARTICLE VII - AMENDMENTS

These bylaws may be amended at any Membership Meeting at which there is a quorum present, called for that purpose, provided not less than a majority of the Members present in person or by proxy vote in favor of such amendment at such meeting. The notice of any Membership Meeting at which a vote upon a proposed amendment is to be taken shall include the text of the amendment or amendments to be voted upon.

ARTICLE VIII - FINANCES

Section 1: The annual dues for each person enrolled with the Association as a Member shall be fixed by the Board in advance of the fiscal year for which the dues are payable. Failure to pay within a reasonable time following a second notice from the Treasurer that such dues are owing shall prevent a Member from enjoying the rights and privileges of Membership until such dues are paid. At the discretion of the Board, dues may be reduced or waived.

Section 2: The fiscal year of the Association shall be from January 1 through December 31.

Section 3: The Board, whenever it deems it advisable, shall direct the President to appoint a committee to make an audit of the finances of the Association.

ARTICLE IX - RULES OF ORDER

“Roberts Rules of Order, Revised” shall govern in all matters not covered by these by-laws except when the ruling is in conflict with the laws of the State of New Jersey including the Act.

ARTICLE X - DISSOLUTION

Upon the dissolution of the Association or the winding up of its affairs, the assets of the Association shall be applied first to the payment of all liabilities and obligations of the Association and the remainder shall be distributed as directed by the Board exclusively to (i) organizations which then qualify as exempt organizations under the provisions of Code sections 501(a) and 501(c)(3) and which are organized and operated for charitable, religious, scientific, literary, and/or educational purposes, and/or (ii) any State or local government for a public purpose.

ARTICLE XI - INDEMNIFICATION AGAINST LIABILITIES AND EXPENSES

It is intended that the rights of the Association’s trustees, officers and agents (the “Indemnitees”) to indemnification shall be as broad as permitted under the laws of the State of New Jersey. Without limiting the foregoing, the Association herewith adopts the provisions of N.J.S.A. 15A:3-4, subject to the limitations of N.J.S.A. 15A:2-8(c), to the extent it relates to indemnification of officers trustees, and agents, as though fully herein

set forth; wherever said statute permits the Association to provide indemnification of an Indemnitee, these By-Laws shall be deemed to require such indemnification to be provided by the Association to the Indemnitee.

ARTICLE XII - BY-LAWS

These By-Laws are subject to the provisions of the Act and the Certificate of Incorporation of the Association, as they may be amended from time to time. If any provision of these By-Laws is inconsistent with a provision of the Act or the Certificate of Incorporation, the provisions of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

ARTICLE XIII - EXECUTION OF DOCUMENTS

Section 1: All checks, notes, drafts and other commercial paper of the Association shall be signed by the President of the Association or by such other person or persons as the Board may from time to time designate.

Section 2: All deeds, mortgages and other instruments shall be executed by the President of the Association and by the Secretary, or such other person or persons as the Board may from time to time designate.