



BYLAWS OF THE POWERHOUSE ARTS DISTRICT NEIGHBORHOOD ASSOCIATION

A Not-for-Profit Corporation
c/o Andrew J. Mock
140 Bay Street, Apt A2
Jersey City, NJ 07302

Adopted March 15, 2006

Mission Statement

This Association has been organized to promote the well being and common good of the residents of the Powerhouse Arts District and to facilitate communication between these residents and the community as a whole in order to improve the quality of life within the Powerhouse Arts District and the city of Jersey City.

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ARTICLE 1. NAME

The name of this organization will be the Powerhouse Arts District Neighborhood Association, A New Jersey Not-for-Profit Corporation (hereinafter referred to as the PADNA).

ARTICLE 2. PURPOSES

The PADNA is organized for the following purposes:

- To provide a forum for members to report, learn about, consider, take positions on, and act on issues of local concern, including all of Downtown Jersey City and, where appropriate, the entire city and county.
- To serve as members' liaison to other organizations, to government agencies and others.
- To support historically appropriate and sensitive development consistent with the Secretary of the Interior's Standards for the Treatment of Historic Properties.
- To support the development of a pedestrian-friendly, mixed-use, vibrant neighborhood with emphasis on the arts, entertainment and culture.
- To provide a forum for action to address quality of life issues, such as but not limited to, police liaison, neighborhood security issues, waste and garbage removal, and coordination of and improvement of other city and public services.
- To foster community among residents of the area.

ARTICLE 3. CODE OF CONDUCT

In the interest of fostering community and assuring the on-going health of the PADNA, all meetings will maintain an atmosphere of courtesy and civil conduct. When there is a disagreement of any kind, people will address each other with respect. An individual's presence at a meeting indicates acceptance of this policy. Anyone, including non-members, whose words or actions go against this policy, may be required to leave a meeting, and non-complying members may be subject to suspension or termination of membership (see Article 4, Section 4). By majority vote of the members present, a non-member may have his or her right to attend meetings suspended or revoked.

ARTICLE 4. MEMBERSHIP

Section 1. QUALIFICATIONS

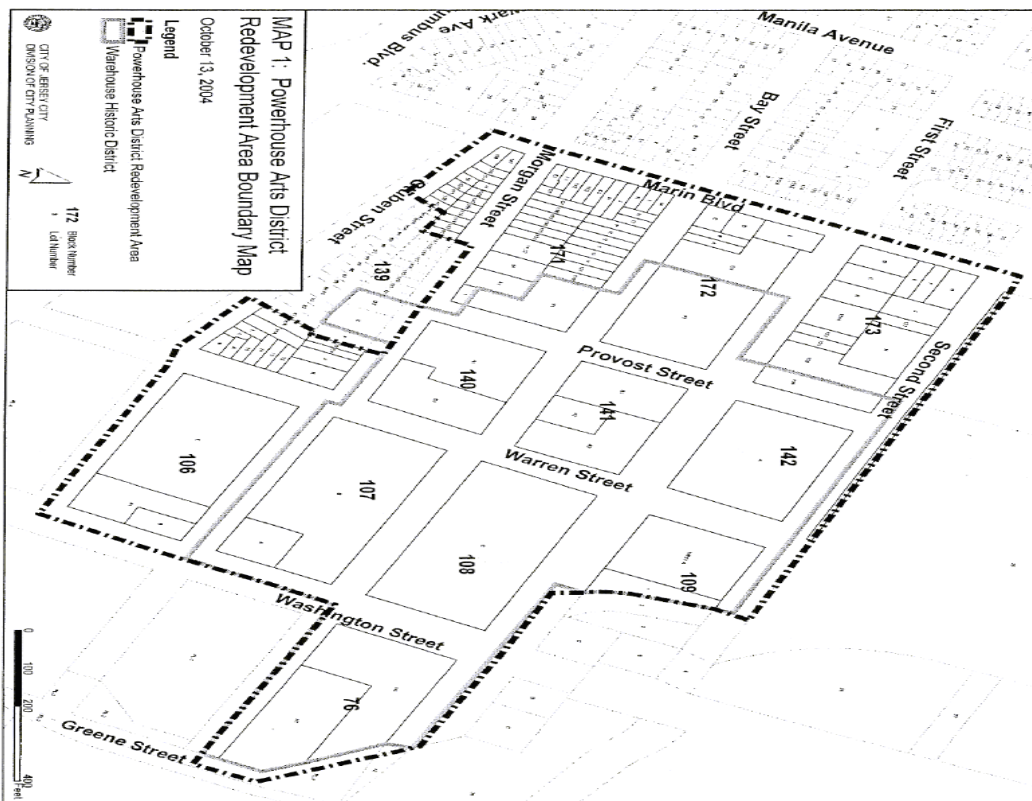
To become a member of the PADNA a person must meet at least one of the following:

- Reside in Downtown Jersey City within boundaries delineated by Map 1 of the Powerhouse Arts District Redevelopment Plan adopted by the City of Jersey City on October 27, 2004.
- Be the sole proprietor or chosen sole representative of a business located in Downtown Jersey City within boundaries delineated by Map 1 of the Powerhouse Arts District Redevelopment Plan adopted by the City of Jersey City on October 27, 2004.
- Reside at an address on the south side of Morgan Street between Marin Boulevard and Washington Street.

ARTICLE 4. MEMBERSHIP (Continued)

Section 1. QUALIFICATIONS (Continued)

- Be the sole proprietor or chosen sole representative of a business located on the south side of Morgan Street between Marin Boulevard and Washington Street.
- Any business entity that owns multiple businesses, such as but not limited to multiple rental properties, may become a member as described above. However, no business entity or individual may qualify for more than one membership at a time.



Additionally, to become a member of the PADNA a person must meet all of the following criteria:

- Be at least 18 years old.
- Submit a membership registration card, obtainable from any Board member, at the end of any regular or special membership meeting.
- Pay any dues required by the PADNA.

ARTICLE 4. MEMBERSHIP (Continued)

Section 2. VOTING RIGHTS OF MEMBERS

All members, regardless of attendance, will be entitled to one vote on each issue, with the following exceptions:

Only members who have attended either three regular meetings or half of the regular meetings, whichever is fewer, within the previous year may vote on the following issues:

- The spending of PADNA funds in excess of \$500
- The election and removal of Board members
- Any change in the bylaws, including the creation of new Board positions

Members must sign the attendance sheet at each meeting so their voting rights can be verified.

A member must be present to vote.

Section 3. TRANSFER OF MEMBERSHIP

Membership in the PADNA is neither transferable nor assignable to any other person, group or entity.

Section 4. SUSPENSION OR TERMINATION OF MEMBERSHIP FOR CAUSE

A member may be suspended or expelled for cause after an open hearing at a regular or special membership meeting, provided that 2/3 of the members present approve. The member in question may not vote. A member who is suspended or expelled for cause may not attend meetings. Cause will include any act detrimental to the well being of the PADNA or its membership and/or any act contrary to one or more of the purposes of the PADNA as determined by the Board, including continued disruptive behavior.

Section 5. DUES

Annual membership dues will be between \$5.00 and \$20.00. The amount paid will be at the discretion of each member and, as long as a member pays the minimum annual dues of \$5.00, that member will be considered to have met the criteria of having paid the dues required for membership . (See Article 4, Section 1 for Membership Qualifications)

Section 6. STATUS OF NON-MEMBERS

Non-members may attend and speak at all regular and special membership meetings, but they may not vote. At any time, the President may call for a closed session, and any or all non-members may be excluded.

ARTICLE 5. MEETINGS OF MEMBERS

Section 1. REGULAR MEETINGS

A regular meeting is a regularly scheduled meeting of the membership. Regular meetings of the PADNA will be held on the first Tuesday of each month at a location to be determined and announced by the Board.

The day, time and location of regular meetings can be changed by a resolution of the Board, so long as the number of meetings each year is not fewer than six.

Section 2. ANNUAL MEETING

An annual meeting of the membership will be held. It will be the November regular meeting. Election of Board members will take place at this meeting. Other items such as goals and regular agenda items may also be included. The date of the annual meeting can be changed by a resolution of the Board.

Section 3. SPECIAL MEMBERSHIP MEETINGS

Special meetings of the members may be called by the President, or by a majority of the Board, or by at least ten members who sign a petition which states the purpose of the meeting. The petition may be delivered to any Board member of the PADNA.

Section 4. NOTICE OF MEETINGS

The Vice President for Communications will see that notice for all regular meetings is published in a timely manner.

At least 48 hours before any special membership meeting, the Vice President for Communications will make sure each member is notified as to the date, time and place of the meeting by appropriate means such as, but not limited to, telephone, mail, e-mail and/or newsletter.

Section 5. QUORUM FOR VOTING AT REGULAR AND SPECIAL MEMBERSHIP MEETINGS

At least six members, including at least two Board members, must be present at any regular or special membership meeting in order to convene and vote, with the following exception:

For the removal of Board members by the PADNA membership and for changes to the bylaws, at least 40% of the members eligible to vote (see Article 4, Section 2), must be present.

ARTICLE 5. MEETINGS OF MEMBERS (Continued)

Section 6. MANNER OF VOTING

An act of the membership is carried by majority vote except for the suspension or expulsion of members, the removal of Board members and changes to the bylaws, all of which are carried by 2/3 of the required number of members present for such a vote who are eligible to vote on those issues. (See Article 4, Section 2 for voting eligibility and see Article 5, Section 5 for the quorum requirement.)

The election of Board members will be by voice or written vote.

The outcome and final tally of all votes passed by the membership will be a matter of public record and will be recorded in the minutes of the meeting.

There will be no voting by proxy, by mail or by substitute representative.

Section 7. CONDUCT OF MEETINGS

All meetings will be conducted according to the parliamentary procedure of the latest revised edition of Robert's Rules of Order, unless the membership votes to suspend any or all of those rules at the beginning of, or during, a particular meeting. Modifications of the agenda may be made by the President at his or her discretion to facilitate scheduling of guest speakers.

The President will summarize the content of the Code of Conduct at the beginning of all meetings.

ARTICLE 6. BOARD OF DIRECTORS

Section 1. BOARD POSITIONS

The Board of the PADNA will consist of the five officers who are elected by the PADNA members and up to two additional Board members elected at the same time and in the same manner as the officers. The Board members will specifically be:

- A Board member and President
- A Board member and Vice President for Communications
- A Board member and Vice President for Membership
- A Board member and Secretary
- A Board member and Treasurer
- Up to two additional Board members at large - if candidates are available

New Board positions in addition to the seven listed above can be created by approval of at least 2/3 of the members present at a regular meeting who are eligible to vote. (See Article 4, Section 2 for voting eligibility and see Article 5, Section 5 for the quorum requirement.) New positions must be filled using the same election procedures as for other Board positions.

ARTICLE 6. BOARD OF DIRECTORS (Continued)

Section 2. TERMS OF OFFICE

The term of office is one year or until a successor is elected or appointed.

Each of the Board members may hold the same office for a maximum of three consecutive years and may serve on the Board for a maximum of four consecutive years. After an absence from the Board for at least one year, any individual may be elected to the Board again, including to any office which he or she has already held.

In the event of an emergency, the Board has the right to relax the one year absence requirement.

Section 3. GENERAL POWERS

The Board's responsibilities for the PADNA will include, but are not limited to:

- Serving as administrators.
- Facilitating the setting of goals and policies.
- Functioning as the nominating committee for the election of Board members.
- If it chooses to do so, approving expenditures up to a maximum of \$200 per item, with the sum of all items for one month not to exceed \$500.

No Board member may, on behalf of the PADNA, take any public action or issue press statements without getting approval in advance from a majority of the Board.

For any matter that the Board determines to be controversial to the membership, a vote of the membership at a regular or special membership meeting is required in advance.

No Board member may, on behalf of the PADNA, send a letter, fax, press release, newsletter, flyer or other written material, without meeting the following conditions:

- If the content is in accord with existing PADNA policy, the written material must be read and approved by at least two other Board members before being sent, or
- If there is no existing PADNA policy to support the content, the written material must be read and approved by a majority of the Board before being sent. For any matter that the Board determines to be controversial to the membership, a vote of the membership at a regular or special membership meeting is required in advance.

All such written material will be given to the Secretary for filing and will be read or circulated at the next regular meeting.

A Board member who chooses to run for public office must resign his or her position before announcing his or her candidacy.

ARTICLE 6. BOARD OF DIRECTORS (Continued)

Section 4. PRESIDENT

The President will:

- Preside at all membership and Board meetings.
- With majority approval of the Board, create committees and appoint their chairpersons and members as the need arises. These committees will continue in existence until disbanded by the President with majority approval of the Board.
- Appoint members to serve as Sergeants-at-Arms as needed.
- Supervise all committees and business of the PADNA.
- As a member of the Board, consult with the Board on all matters relevant to the PADNA and act in concert with them on such matters.
- When authorized by the Board, have the power to co-sign, with one other officer or Board designee, all contracts and instruments of conveyance in the name of the PADNA and to appoint and discharge agents and sub-contractors subject to the approval of the Board.
- Be responsible for seeing that all necessary federal, state and local income tax returns, or any other tax returns, are filed for the PADNA.
- Speak and write letters officially on behalf of the PADNA (see Article 6, Section 3 for restrictions).
- Maintain open communications and good working relationships with representatives of local government, the community and the membership of the PADNA
- Enforce the PADNA bylaws.
- See that any change of bylaws or intent to solicit or receive money from any source is filed with the appropriate agencies; consult with an attorney when necessary to determine if any action taken or to be taken by the PADNA, its Board members or members conflicts with the bylaws or local state or federal laws.
- Represent the PADNA in any coalition of neighborhood associations and invite any additional representative of the PADNA to accompany him or her in attending meetings of the coalition, or appoint an PADNA member to go if neither the President nor any Board member can attend.

Section 5. VICE PRESIDENT FOR COMMUNICATIONS

The Vice President for Communications will be responsible for the following activities:

- Dissemination meeting and other information to the membership and to the public through electronic and print media such as, but not limited to, e-mail, the internet, press releases and the PADNA newsletter. Delegation of the execution of this activity is permissible.
- In the absence of the President or in the event of his or her inability or refusal to act, perform the duties of and exercising all the powers of the President, subject to the same restrictions.
- Perform such other duties as from time to time may be assigned by the President or the Board.

ARTICLE 6. BOARD OF DIRECTORS (Continued)

Section 6. VICE PRESIDENT FOR MEMBERSHIP

The Vice President for Membership will be responsible for the following activities:

- Keeping a computerized database of the name, telephone number, address and e-mail address of each member. Board members or chairpersons of PADNA Committees may request a copy of the latest database. The Vice President for Membership may release a copy of the database only with the agreement of three other Board members. It is, however, to be treated as confidential and is not to be distributed to anyone outside the PADNA or to unauthorized persons. Delegation of the creation and maintenance of the database is permissible. Delegation of release of the database is NOT permissible.
- Keeping track of members' attendance at regular and special membership meetings, providing the President with a list of members who are entitled to vote and providing the Election Officer with a list of members who are eligible to be nominated for office and a list of members who are entitled to vote for Board members. Delegation of this task is permissible.
- In the absence of the President and Vice President for Communications, or in the event of their inability or refusal to act, performing the duties and exercising all the powers of the President and the Vice President for Communications, subject to the same restrictions.
- Performing such other duties as from time to time may be assigned by the President or the Board.

Section 7. SECRETARY

The Secretary will be responsible for the following activities:

- Keeping the permanent minutes of the membership and Board meetings and all other records – historical, press, public relations, letters, etc. – pertaining to PADNA.
- In the absence of the President and both Vice Presidents, or in the event of their inability or refusal to act, perform the duties and exercising all the powers of the President and the Vice Presidents, subject to the same restrictions.
- Performing such other duties as from time to time may be assigned by the President or the Board.

Section 8. TREASURER

The Treasurer will:

- Have charge and custody of and be responsible for monetary assets of the PADNA, in bank or trust companies selected by the Board.
- Have the power to co-sign checks and other financial instruments along with one other officer or Board designee on behalf of the PADNA.

ARTICLE 6. BOARD OF DIRECTORS (Continued)

Section 8. TREASURER (Continued)

- Receive and give receipts for money due and payable to the PADNA from any source and deposit all such money in the name of the PADNA in banks, trust companies or other depositories selected by the Board.
- Work with the President in filing all necessary federal, state and local income tax returns, or any other tax returns for the PADNA.
- In the absence of the President, both Vice Presidents and the Secretary, or in the event of their inability or refusal to act, perform the duties and exercise all the powers of the President, the Vice Presidents, and the Secretary, subject to the same restrictions.
- Perform such other duties as from time to time may be assigned by the President or the Board.

Section 9. BOARD MEMBERS AT LARGE

Other Board members will share in the general powers of the Board and will perform such other duties as from time to time may be assigned by the President or the Board.

Section 10. QUALIFICATIONS

To be elected to the Board, except for the Board members elected at the initial organizational meetings, a person must be a member of the PADNA and must have attended at least one third of the regular meetings within the year before the election.

Section 11. MEETINGS

The Board will meet approximately one week before each regular meeting. In addition, special Board meetings may be called at the request of the President or by any three Board members. Notice of special meetings will be given at least 24 hours in advance.

Section 12. QUORUM AND VOTING AT BOARD MEETINGS

At least half of the Board will constitute a quorum at any Board meeting. An act of the Board is carried by majority vote of those present, unless a greater number is required by law or the bylaws. In the case of a tie vote, the highest ranking member present will break the tie. All votes will be recorded in the minutes of the Board meetings by result and final tally unless the President requests that votes be recorded by name. There will be no voting by proxy, by mail or by substitute representative.

Section 13. VACANCIES

Any vacancies on the Board will be filled by a majority vote of the remaining Board members until the next regular meeting when a replacement officer will be elected by a majority vote of a quorum of members. Only members who would qualify to vote in a regular election may vote in the special election.

ARTICLE 6. BOARD OF DIRECTORS (Continued)

Section 13. VACANCIES (Continued)

The newly elected officer will serve out the unexpired term of his or her predecessor.

Section 14. REMOVAL OF BOARD MEMBERS

For the membership to remove a Board member, 2/3 of the required number of members present for such a vote at a regular meeting must vote for removal (see Article 4, Section 2 for voting eligibility and see Article 5, Section 5 for the quorum requirement).

The Board can suspend or remove any Board member for cause. Cause will include any act detrimental to the well being of the PADNA or its membership and/or any act contrary to one or more of the purposes of the PADNA as determined by the Board, including continued disruptive behavior.

Section 15. COMPENSATION

Board members receive no salary for their services, but by resolution by the Board and majority approval of the PADNA members, any Board member may be indemnified for expenses and costs, including attorneys fees actually and necessarily incurred by him or her in connection with any claim asserted against him or her, by action in court or otherwise, by reason of his or her being or having been a Board member, except in relation to such matters as to which he or she will have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought. This indemnification for expenses and costs may include reimbursement for expenses and costs paid by a Board member for any expenditure authorized by Board and not paid for with PADNA funds.

Section 16. CONFLICT OF INTEREST

Any known conflict of interest on the part of any Board member will be disclosed to the Board and made a matter of record. Any Board member having such conflict of interest will not vote or use his or her influence on the matter in question and will not be counted in determining a quorum for the matter in question. The minutes of the meeting will reflect such disclosure, abstention from voting, and the quorum without that Board member. Failure to disclose a conflict of interest is grounds for removal from the Board.

ARTICLE 7. ELECTION PROCEDURES

Section 1. SCHEDULE

Following the organizational meeting at which the initial Board members will be elected, Board members will be elected at the annual meeting of the membership (see Article 5, Section 2).

New Board members begin their term at the end of the annual meeting.

The outgoing Board members must arrange an orderly transfer of updated records to the newly elected Board members within 2 weeks of the election.

ARTICLE 7. ELECTION PROCEDURES (Continued)

Section 1. SCHEDULE (Continued)

The Treasurer must, within two weeks, transfer checks and financial records to the newly-elected Treasurer who must arrange for new signature cards at the Bank where the PADNA's account is kept.

Section 2. ELECTION OFFICER

During the regular meeting preceding the annual meeting, the President will supervise the election of an "Election Officer" who will be nominated from and elected by a majority vote of the members present. At that meeting, the Vice President for Membership will give the Election Officer a list of members who are eligible to be nominated.

The Election Officer must be a member of the PADNA and cannot be a candidate for any PADNA office while serving as the Election Officer.

Section 3. NOMINATIONS

Upon election, the Election Officer will immediately receive names of nominees from the Board and from the membership. Other names may be placed in nomination in writing, if delivered or mailed to the Election Officer's home address and received by the Election Officer at least 10 days prior to the annual meeting.

Only PADNA members may place names in nomination. Names placed in nomination do not need to be seconded.

The Election Officer will verify that all nominees for office have indicated a willingness to serve if elected.

Section 4. DUTIES – ELECTIONS

The Election Officer will conduct the election. He or she will announce the names of all persons nominated for each office prior to distributing ballots. Nominees may be asked to make a short statement before a vote is taken.

The Election Officer will obtain from the Vice President for Membership a list of members who are entitled to vote. The Election Officer will distribute ballots only to members meeting the attendance requirement.

Voting will be by secret ballot or by voice vote. The Election Officer will tabulate all votes and announce the results at the end of the meeting.

Section 5. ELECTION BY MAJORITY VOTE

If no candidate achieves a majority vote for an office, the Election Officer will hold a runoff election immediately between the two people with the most votes. If there is still a tie, the outgoing Board will decide the outcome by whatever means it chooses.

ARTICLE 7. ELECTION PROCEDURES (Continued)

Section 5. ELECTION BY MAJORITY VOTE (Continued)

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 President will announce the names of the members of the new Board who take office without contest.

There can be no vote by proxy, by mail or through cumulative voting.

ARTICLE 8. EXPENDITURES

The Board has the power to spend up to \$200. All members may vote on expenditures from \$201 to \$500. Above \$500, only members who meet the attendance requirement are entitled to vote (see Article 4, Section 2).

ARTICLE 9. AMENDMENTS TO BYLAWS

At any regular meeting, these bylaws may be altered, amended, or repealed by an affirmative vote of 2/3 of the required number of members present for such a vote who are eligible to vote (see Article 4, Section 2 for voting eligibility and see Article 5, Section 5 for the quorum requirement).

ARTICLE 10. POLITICAL ACTIVITY

The PADNA will not endorse any candidate for political office. Neither the PADNA nor any of its members will engage in any political activity in the name of the organization nor in any way use the PADNA resources for or against any candidate for political office.

ARTICLE 11. LETTERS AND CORRESPONDENCE

Any letter, fax, press release, newsletter, flyer or other material written by a member on behalf of the PADNA must be in accord with existing PADNA policy and must be read and approved by at least two members of the Board before being sent.

All such written material will be given to the Secretary for filing and will be read or circulated at the next regular meeting.

See Article 6, Section 3 for bylaws relating to letters and correspondence sent by Board members.

ARTICLE 12. CONTRACTS AND INSTRUMENTS OF CONVEYANCE

The Board, by voting on proposals made by any Board member or member or agent of the PADNA, may authorize any Board member, member or agent of the PADNA to enter into any contract or execute and deliver any instrument in the name of and on behalf of the PADNA. Such authority may be general or confined to specific instances. All contracts and instruments of conveyance will be co-signed by the President and one other Board member or Board designee.

ARTICLE 13. CHECKS AND PAYMENTS

All checks or money orders for the payment of money, notes or other evidence of indebtedness issued in the name of the PADNA will be co-signed by the Treasurer and one other Board member or Board designee.

ARTICLE 14. BOOKS AND RECORDS

All books and minutes of the PADNA will be available for inspection by any member at any reasonable time.

ARTICLE 15. NON-DISCRIMINATION

The PADNA will make its services and membership open to all applicants who fulfill the membership requirements without regard to race, creed, color, age, gender, sexual preference, ancestry, national origin or other arbitrary reason.

ARTICLE 16. NO SMOKING POLICY

For the comfort and health of attendees, smoking will not be permitted at any PADNA membership, Board or committee meeting, and smoking will not be permitted at any indoor PADNA event.

ARTICLE 17. DISSOLUTION

In the event of the dissolution of the PADNA, no member will be entitled to any distribution or division of its remaining property or proceeds. The balance of all monies received by the PADNA from any source after the payment of all debts and obligations of the PADNA will be distributed to a community organization chosen by a membership vote. Such distribution will only be made to an organization qualified pursuant to section 501(c)3 of the internal revenue code.