

BYLAWS

Collingswood Civic Collective

A Nonprofit Corporation with IRS approved 501(c) (3) status as a public charity.

Federal Tax ID #92-1016908

Contributions are tax deductible.

Founded in 2022

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Article 1 - Incorporation

1.1 Formation

This Corporation is formed pursuant to the laws of the State of New Jersey, as stated in the Articles of Incorporation for the Corporation.

1.2 Corporate Charter Compliance

The Board of Trustees (the “Trustees”) acknowledges and agrees that they caused the Articles of Incorporation to be filed with the respective state office and all filing fees have been paid and satisfied.

1.3 Registered Office & Registered Agent

The registered office of the Corporation shall be located within the state of incorporation and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time. The Trustees are obligated to maintain and update the corporate records on file with the Corporation’s registered agent.

1.4 Purpose

Consistent with the Articles of Incorporation, and until such time that the Articles of Incorporation have been amended, this Corporation is formed to engage in any lawful public tax-exempt nonprofit business purpose.

1.5 Initial Meeting of the Board

The Board of Trustees has conducted and completed the initial meeting necessary to begin the business operations of the Corporation, including the adoption of these Bylaws. At the initial meeting of the Board of Trustees, the initial directors were appointed to their respective staggered terms, and at least one director was appointed to an abbreviated term set to expire upon occurrence of the first annual meeting of the Board whereby that director can either be re-elected or replaced by the Board in accordance with these Bylaws.

1.6 Adoption of Bylaws

These corporate Bylaws have been adopted by the Trustees on behalf of the Corporation.

Article 2 – Organization Name

2.1 Organization Name

This organization shall be known by the name “Collingswood Civic Collective, Inc.”, hereinafter referred to as either the Collingswood Civic Collective, CCC, or CoCiviCo.

Article 3 – Objectives

3.1 Mission

The purpose of the Collingswood Civic Collective is to promote historical preservation of local architecture and to foster community involvement and volunteerism to benefit the Collingswood community.

This effort will include involvement with Collingswood Borough residents, businesses, and government. A further purpose of the Collective shall be the educational and charitable benefit of the community within the meaning of Section 501(c)(3) of the Internal Revenue Code (“the Code”). The Collective shall be permitted to do all things necessary to accomplish said purposes, including the owning and disposition of personal property. The Collective shall be not-for-profit and shall not be politically affiliated.

Article 4 - Organizational Policies

4.1 Procedure

Meetings of the Collective will be guided by the parliamentary procedures contained in the latest edition of “Robert’s Rules of Order,” except to the extent of any inconsistency with these Bylaws. Notwithstanding the above however, adherence to such parliamentary procedures may be relaxed or suspended upon affirmative vote of the membership at any meeting of the Collective, provided that the provisions of these Bylaws remain in effect. In matters of policy, the Executive Board and Trustees may speak for the organization.

4.2 Purpose

This organization will endeavor to encourage and reward good citizenship, related to the Collective’s objectives, within the Collingswood community. The organization will further endeavor to support other non-partisan community groups to the extent the activities of such groups are consistent with the objectives of Collingswood Civic Collective, Inc. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4.3 Standard of Care of Trustees, Officers, and Committee Members

Trustees, officers, and members of any committee designated by the Board of Trustees or Executive Board shall discharge their duties in good faith and with that degree of diligence, care, and skill which ordinary, prudent persons would exercise under similar circumstances in like positions.

4.4 Discrimination Code

This organization will operate, at all times, in a manner free from discrimination, harassment, or intimidation of any kind. Discrimination on account of race, color, creed, ethnicity, ancestry, religion, sex, sexual orientation, gender identity, marital status, economic status, disability, national origin, or veteran's status is prohibited at all times in regards to any and all activities of the CCC. The CCC will encourage membership, service, and the development of leadership by all interested members. It is the policy of the CCC not to discriminate on the basis of race, color, creed, ethnicity, ancestry, religion, sex, sexual orientation, gender identity, marital status, economic status, disability, national origin, or veteran's status. Further, the Collingswood Civic Collective shall not discourage or discriminate on the basis of political service or political affiliation of its individual members, although the organization itself shall have no political affiliation and shall not engage in partisan political activities. Collingswood Civic Collective is committed to achieving meaningful diversity and inclusion while also combating bias and discrimination in all its forms, including structural and systemic racism.

4.5 Conflict of Interest Policy

The Trustees shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement, which may benefit any trustee, officer, volunteer, affiliate, or committee member.

4.6 Compensation for Services

No Trustee, Officer, or Member shall be entitled to receive from the Corporation compensation for service on the Board of Trustees, the Executive Board, any committee of the Board of Trustees, or any advisory council.

4.7 Loans

No loans may be made by the Corporation to any director, officer, or trustee.

4.8 Fiscal Year

The Corporation's fiscal year shall begin on January 1st and end on December 31st.

4.9 Audit

If the Corporation's total assets exceed \$500,000, an annual audit in accordance with generally accepted auditing standards by independent certified public accountants shall be made of the financial condition and results of operation of the Corporation.

Article 5 - Books and Records

The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of all meetings, a record of all actions taken without a meeting, and a record of all actions taken by committees. In addition, the Corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date. Unless otherwise decided by the Board of Trustees, these documents will be kept digitally as part of the Corporate Server.

5.1 Meeting Minutes

As required by these Bylaws, the Corporation must keep a complete and accurate accounting and minutes of the proceedings within the corporate books/records.

5.2 Retention Of Records

The Corporation shall keep as permanent records all meeting minutes of the Board, all actions taken without a meeting by the Board, all actions taken by committee on behalf of the Board, and all waivers of notices of meetings.

5.3 Accounting Records

The Corporation shall maintain appropriate accounting records.

5.4 Legibility Of Records

Any books, records, and minutes may be in any form capable of being converted into written form within a reasonable time upon request.

5.5 Right To Inspect

Any Officer or Officer representative has the right, upon written request delivered to the Secretary, to inspect and copy during usual business hours the following documents of the Corporation: the Articles of Incorporation; these Bylaws; Minutes of the Board proceedings; and other documents held at the principal address pursuant to these Bylaws. The Secretary shall facilitate production of corporate documents in response to requests for inspection and copying under this Article of these Bylaws as part of the duties of that office, as described in Article 11 of these Bylaws.

Article 6 - Notices

All Trustees, Officers, Committee Chairpeople, and Members of the Corporation are required to notify the Corporation of any changes to the individual's contact information. Any communications required by the Act, these Bylaws, or other laws may be made by digital or electronic transmission to the recipient's known electronic address or number as known to the Corporation at the time of notice. Further, all communications to the membership may be made by digital or electronic transmission to the recipient's known electronic address or number, unless the Corporation has received and approved a request for written rather than electronic notices pursuant to the following sentence. It shall be the responsibility of said individuals to notify the Corporation as to any change of address or contact information, as well as any request for written notices on the basis that electronic transmissions of notice are impracticable or otherwise ineffective due to the individual's circumstances and the reasons therefore.

Article 7 - Special Corporate Acts

7.1 Execution Of Written Instruments

All contracts, deeds, documents, and instruments that acquire, transfer, exchange, sell, or dispose of any assets of the Corporation must be executed by the President to bind the Corporation. If the President is incapacitated or otherwise unavailable, then the designated Vice-President may execute the respective documents to bind the Corporation. This Section does not apply to any checks, money orders, notes, or other financial instruments for direct payment of corporate funds which are subject to Section 7.2 of these Bylaws.

7.2 Signing Of Checks Or Notes

All authorizations to distribute, pay, or immediately draw upon the financial resources of the Corporation must be signed by the President, including any expense reimbursement or compensation payments to directors,

officers, employees, representatives, service providers, or contractors of the Company. If the Treasurer is incapacitated or otherwise unavailable, then the President may execute the respective documents to bind the Corporation.

7.3 Special Signing Powers

If the President holds an interest which exists outside of the capacity of being President, then any agreement involving such interest must be signed by the Vice President, or such other officer as may be delegated by the remaining members of the Executive Board for such purpose, to duly bind the Corporation to such an agreement or instrument.

Article 8 – Meetings

8.1 Types of Meetings; Definitions; Frequency of Meetings

The organization shall have the authority to convene both regular and special meetings. “Regular meetings” shall be defined as meetings held at regular intervals (no less frequently than quarterly, and no more frequently than twice per month). “Special meetings” shall be defined as all other meetings apart from regular meetings and may be called to order by the President, upon proper notice to the membership and Board of Trustees as specified in Paragraph 8.2 below.

The organization shall hold regular meetings of both its general membership, the Executive Board, and its Board of Trustees, including no less than four (4) regular meetings of its general membership per year, and no less than four (4) regular meetings of its Board of Trustees per year, with at least one (1) such meeting of the general membership and one (1) such meeting of the Board of Trustees held in each quarter of the year.

In addition to its regular meetings, special meetings of either the general membership, the Board of Trustees, the Executive Board, or any combination thereof in joint session, may be called on an as-needed basis throughout the year by the President, upon proper notice to the membership and Board of Trustees as specified in Paragraph 8.2 below.

8.2 Notice of Meetings; Schedule of Regular Meetings; Cancellation, Adjournment, and Rescheduling

For regular meetings, proper notice shall be given to the general membership and the Board of Trustees through a meeting notification sent by the President or Secretary by way of the calendar, and an e-mail to announce the meeting, at least ten (10) days in advance of such meeting. For special meetings, proper notice shall be given to the general membership and Board of Trustees through a meeting notification sent by the President or Secretary by way of the calendar, and an e-mail to announce the meeting, at least forty-eight (48) hours in advance of the special meeting. However, in accordance with N.J.S.A. 15A:2-9, no less than five (5) days’ notice shall be given to each trustee named in the certificate of incorporation for the first meeting of the Board of Trustees at which bylaws will be adopted.

At its first regular meeting of the calendar year, the “Annual Organization Meeting,” the Board of Trustees shall confer and vote to approve a Schedule of Regular Meetings for both the general membership and the Board of Trustees for the remainder of the calendar year. Upon approval by affirmative majority vote of the Board of Trustees, the Schedule of Regular Meetings shall be reduced to writing and furnished by the Secretary to the full membership of the CCC, listing all regular membership meetings and all regular Board of Trustee meetings for the remainder of the calendar year.

Any regular or special meeting of either the general membership, the Executive Board, or the Board of Trustees may be canceled or adjourned by the President due to changing circumstances or emergent need, upon no less

than two (2) days' email notice to the membership, or due to lack of a quorum, and may be rescheduled by the President with the consent of the Secretary, with e-mail notice to the membership of the rescheduled date following approval. In such a case, the Schedule of Regular Meetings shall be updated appropriately and recirculated to the membership. Notice of an adjourned meeting need not be given, however, if the time and place are fixed at the meeting adjournment and if the period of adjournment does not exceed 10 days in any one adjournment.

8.3 Use of Electronic Communications Equipment in Meetings

Any action which may be taken at a meeting, may be taken by means of a telephone or video conference or similar communications equipment which allows all persons participating in the meeting to hear each other at the same time. Anyone participating in a meeting by remote means is deemed to be present at the meeting.

At the discretion of the Board of Trustees, any matter may be submitted to the membership's vote by mail, e-mail, or electronic ballot, provided no less than ten (10) days' notice is provided to the membership via email in advance of such vote.

8.4 Manner of Acting

Quorum – For any meeting of the Board of Trustees, a quorum for the transaction of business shall consist of a majority of the Trustees in office at the time of such meeting, including for the Annual Organization Meeting (the first meeting of the Board of Trustees in each calendar year). For any meeting of the Executive Board or the general membership, a quorum for the transaction of business shall consist of a majority of the members of the Executive Board, as defined by these Bylaws, at the time of such meeting. No business shall be acted upon by the Board of Trustees at any meeting at which a quorum is not present.

Majority Vote – Unless otherwise explicitly stated within these Bylaws, at any meeting at which a quorum is present, the Board of Trustees may act by majority vote of the Trustees present. All resolutions must be moved by a Trustee, and seconded by another Trustee, in order to be brought to vote for action by the Board of Trustees.

Two Thirds Supermajority – When a two thirds “supermajority” is required by these Bylaws, the required two thirds supermajority vote shall be comprised of the affirmative vote of no less than two-thirds (2/3) of the Trustees present, at any meeting for which a quorum of the Board of Trustees has been reached.

Participation – Trustees may participate, including by voting, in a regular or special meeting through the use of any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. Votes may be conducted by affirmation, except in the case of resolutions involving financial matters, the expenditure of funds, the disposition of assets, or as otherwise required by law or these Bylaws, in which case voting must be conducted by recorded roll call vote. Further, voting shall be conducted by recorded roll call vote in any case in which the outcome of a motion or resolution voted upon by affirmation is in doubt, or at the request of any Trustee present, to ensure the outcome of the vote is accurately determined and recorded.

Proxy Voting Prohibited – Proxy voting shall not be allowed.

Action of the Board of Trustees Without a Meeting – Any action required or permitted to be taken pursuant to authorization voted at a meeting of the board or any committee thereof may be taken without a meeting if, prior or subsequent to the action, all members of the board or of the committee, as the case may be, consent thereto in writing and the written consents are filed with the minutes of the proceedings of the board or

committee. The consents shall have the same effect as a unanimous vote of the board or committee for all purposes, and may be stated as such in any certificate or other document filed with the Secretary of State.

Article 9 - Board of Trustees

9.1 Number and Types of Trustees

There shall be a minimum of three (3) trustees, including the three (3) permanent trustees. There may also be elected trustees in addition to permanent trustees, as provided in this Article. There shall be a maximum of no more than nine (9) total trustees, including no more than three (3) permanent trustees and up to six (6) potential elected trustees. At the time of original formation, there shall be six (6) total trustees, including the three (3) initial permanent trustees and three (3) initial elected trustees, as set forth herein:

Initial Permanent Trustees

Matthew A. Walker
Jennifer Whary
Stephanie Zola

Initial Elected Trustees (and Initial Terms)

Alessandra Lo Basso (Expires 12/31/23)
Jeanine Carr (Expires 12/31/24)
Andrea Wedo (Expires 12/31/25)

The number of elected trustees may be increased or decreased from the original number of three (3) to no more than six (6) elected trustees, by affirmative two-thirds supermajority vote of the Board of Trustees, such that the total number of trustees shall not exceed nine (9) trustees. All trustees shall be at least 18 years of age.

9.2 Terms of Office

Permanent trustees will serve in perpetuity, unless and until removed by way of amendment to these Bylaws, or in case of death.

Elected trustees will serve three-year terms with elections held at the next meeting after the expiration. Full terms for elected trustees shall run from January 1 of the first year through December 31 of the third year, with an election held to fill the vacated trustee seat at the first regular meeting of the Board of Trustees following the conclusion of the expiring term. Elected Trustees can only serve on the board for a maximum of three (3) such consecutive three-year terms. Trustees who have served for three (3) consecutive terms may be re-elected after a one (1) year hiatus.

9.3 Elections

“Regular election” shall be defined to mean elections held at normal intervals to fill a vacant seat of an elected trustee that is vacated in the normal course by the expiration of the three-year term. Regular elections to fill vacancies amongst the elected trustees due to expiration of the normal term shall be held at the first regular meeting of the Board of Trustees in the new calendar year immediately following expiration of the term on the preceding December 31. The Secretary shall provide written notice to the membership, including all other trustees, via e-mail, no less than ten (10) days in advance of the annual regular election.

“Special election” shall be defined to mean elections held for the purpose of either: (i) filling a vacant seat of an elected trustee that is vacated by the resignation, removal, incapacity, or death of the trustee, or for any reason other than expiration of the term in the normal course, or (ii) electing a new permanent trustee should any of the three (3) original permanent trustee seats become vacated due to the resignation, incapacity, or death of any of the permanent trustees. Special elections may be called by the President at the next regular meeting of the Board of Trustees following the creation of the vacancy, or at a special meeting called for said purposes, with written notice provided in either case from the Secretary to the membership, including all other trustees, via e-mail, no less than ten (10) days in advance of the special election.

Trustees shall be elected to vacant seats on the Board of Trustees in either a regular election or special election, as the case may be, in the following manner. No election may be conducted without a quorum of the Board of Trustees present. Provided a quorum is present and adequate notice of the election timely provided by the Secretary, any sitting trustee present at a meeting in which a regular or special election is to take place may nominate any member in good standing of the CCC to fill a vacant seat on the Board of Trustees, which nomination shall require a second from another sitting trustee. Upon motion duly seconded, all non-conflicted trustees present shall vote upon the candidate's nomination, and the candidate shall be elected if approved by affirmative vote of a two-thirds supermajority of the trustees present. Any trustee abstaining due to a conflict of interest shall not be counted in calculating the required number of votes for a two-thirds supermajority. In the event that a motion to nominate a candidate to fill a vacancy on the Board of Trustees in any regular or special election should fail to achieve the required two-thirds supermajority vote necessary for election, the trustees present shall continue to nominate and second further candidates from among the members in good standing until the affirmative supermajority vote required for election is achieved.

Procedure Following Inability to Elect - If no candidate is able to achieve the required affirmative supermajority vote at the regular or special election, then a further special meeting shall be held within fourteen (14) days of the original election at which all sitting and non-conflicted trustees shall be required to attend and vote. Only candidates who were nominated, seconded, and voted upon at the original regular or special election to fill the vacancy may be considered for nomination at this meeting. If the full remaining membership of the Board of Trustees is still unable to achieve a two-thirds supermajority vote at this meeting after re-nominating and voting upon all candidates who were nominated at the original election, then all such nominees shall be voted upon together in a combined election with each trustee specifying the specific candidate they are voting for, and a candidate shall be elected from amongst the nominees by simple affirmative majority vote of the full membership of the remaining non-conflicted trustees. In the event no candidate is able to achieve a simple majority, or in the event a tie vote persists, the President shall have authority to appoint any member in good standing to fill the vacancy, regardless of whether such member had been nominated at the original election to fill the seat.

9.4 Removal

Trustees may be removed from the Board of Trustees during any regular or special meeting, with or without cause, by affirmative majority vote of the Board of Trustees, provided no less than ten (10) days' notice of such vote is provided to the full membership via email in advance of such meeting. Such Trustee shall not be entitled to vote upon the question of their own removal.

Access to all Trustee level information and documents will be temporarily suspended for a trustee facing a removal vote, from the date of e-mail notice of the meeting at which the vote to remove the trustee will be considered until action is taken on the motion for removal at the scheduled meeting. Upon affirmative majority vote of the Board of Trustees to remove a trustee at a properly noticed meeting, the trustee who is removed shall immediately have their access to all Trustee level information and documents revoked, including but not limited to:

1. Corporate Email Access
2. Financial Access
3. Server Access

Should the motion to remove the trustee be defeated, or fail to be acted upon at the meeting for which notice of the removal vote is provided, access to Trustee level information will be restored.

9.5 Resignation

Trustees may resign from the Board of Trustees with a written letter of resignation delivered to the Secretary, with a copy of the President, who shall notify all sitting trustees of the resignation within one (1) week. The resignation shall be effective at such time as shall be specified in the notice of resignation, or, if no such time is specified, upon receipt thereof by the Secretary. Should a Trustee resign from office, access to CCC trustee information and documents will be permanently restricted upon the effective date of resignation, except that the President shall have discretion to restrict access to the resigning Trustee as soon as possible after receiving the written letter of resignation, in the exercise of his or her best judgment.

9.6 General Powers

Subject to the provisions of these Bylaws and the Certificate of Incorporation, the Board of Trustees shall be responsible for the direction of the business and affairs of the Corporation, shall have control over the funds, property, estate, and all activities of the Corporation, provided that such activities are not inconsistent with the purposes of the Corporation and the laws and regulations of the Federal government and the State of New Jersey.

The Trustees are obligated to maintain and update the corporate records on file with the Corporation's registered agent, including but not limited to:

1. [The IRS Requirements](#) for non-profits
2. [NJ Statutes](#) governing non-profit corporations – Title 15A: New Jersey Nonprofit Corporation Act
3. [Federal and State Reporting Requirements](#)
4. The nonprofit's articles of incorporation
5. The nonprofit's bylaws
6. Three members of the Board of Trustees will be appointed by the Board of Trustees to be authorized signers on the bank accounts

The Trustees are responsible for overseeing the governance, strategy, financial decisions, and any other research and advice on nonprofit matters.

Article 10 - The Executive Board

10.1 The Executive Board

The Executive Board shall consist of the Trustees of the Corporation (both permanent and elected), together with the President, Vice-President, Treasurer, and Secretary; the Chairperson of each Committee of the Executive Board.

The Executive Board will meet for regular meetings, and for special meetings as needed, which shall be called to order by the President, with notice provided in accordance with Article 8 of these Bylaws.

10.2 Executive Board Committees

The Executive Board may create such committees as it deems appropriate to delegate certain powers to act on behalf of the Executive Board, or make recommendations for action to the full Executive Board, provided the Executive Board passes a resolution by majority vote indicating such creation, the purpose of the committee, and the scope of authority so delegated. Committees must record regular minutes of their committee meetings, and deliver such minutes to the Secretary no less than one (1) week after the meeting, who shall keep such committee meeting minutes on the corporation's server.

10.3 Duties

The Executive Board is responsible for the following:

1. Review and approval of the annual budget
2. Review of annual and periodic financial statements and information
3. Review and approval of all contracts over Five Hundred Dollars (\$500)
4. Review and approval all non-budgeted expenditures over Five Hundred Dollars (\$500)
5. Review and advising of staff on internal controls and accounting policies and procedures
6. Determination over whether the organization should have an audit, and, if so, selection of and approval of a contract with the auditor
7. Schedule and plan for upcoming organization events and fundraising activities, or review plans for upcoming organization events and fundraising activities developed by Committees or organization members
8. Grant final approval for all organization events and fundraising activities
9. Grant final approval for donations or contributions of organization funds, materials, or resources to specific charitable, volunteer, or civic organizations, consistent with the mission of the CCC and its tax-exempt status, for the advancement of the Collingswood community
10. Review and approve applications to remove members not in good standing as a result of non-payment of dues, upon sixty (60) days' notice and opportunity to cure the dues delinquency to the affected member
11. Review and approve applications to expel members from the organization for cause, which motion may be made by any member of the Executive Board, upon sixty (60) days' notice to the affected member and an opportunity to be heard at the meeting at which the expulsion vote is to be considered and acted upon

Article 11 – Officers

The primary duty of non-profit officers is to run the organization's day-to-day operations within the limits of the authority delegated to them by the Board of Trustees and these Bylaws. The statutes governing non-profit corporations in the State of New Jersey, N.J.S.A. 15A:6-15, states that a nonprofit corporation must have: a President, Secretary, a Treasurer, and such other officers as may be prescribed by the Bylaws.

11.1 Number and Titles of Officers; Creation, Revision, or Abolishment of Officers

The Corporation shall have a President, a Secretary, and a Treasurer, and may have a Vice President. Further officers positions may be created, or existing officer positions abolished or revised, through amendment of these Bylaws by affirmative two-thirds supermajority vote of the Board of Trustees in any properly noticed meeting thereof, except that the offices of President, Secretary, and Treasurer may not be abolished.

11.2 Terms of Office

Officers shall be elected by the Board of Trustees at its first regular meeting of the calendar year, the "Annual Organization Meeting," to a term of one (1) year, and shall hold office for the duration of said term and until a successor is elected by the Board of Trustees, subject to earlier removal or resignation. The same person may hold any two or more offices concurrently, with exception of the offices of President, Executive Vice President, Treasurer, and Secretary which shall be held by separate individuals. Further, no officer shall execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law or by the bylaws to be executed, acknowledged, or verified by two or more officers. Terms of office shall run from February to February, with new officers to be installed at the February meeting of the Executive Board following election at the Annual Organization Meeting of the Board of Trustees.

11.3 Officer Eligibility

After the initial election of officers, any member shall be eligible for election to any office, provided the member has been a member in good standing for at least one year prior to the commencement of the term of office, except that eligibility for election to the office of President shall require a minimum of two years' membership on the Executive Board prior to the commencement of the term of office.

11.4 Nominations

A nominating committee shall be named and approved by the Board of Trustees no later than November 15th of the year preceding the Annual Organization Meeting at which officer elections are to be held for the following year. The nominating committee shall consist of the Immediate Past President from the previous calendar year and two general members of the organization, with preference given by the Board of Trustees for service on the nominating committee to members who have previously held officer positions in the CCC in prior years. No current officer may serve on the nominating committee. The nominating committee will present at the December meeting of the Board of Trustees a slate of proposed candidates for nomination to each officer position for election at the Annual Organization Meeting in January of the new year, ensuring that each candidate so nominated has consented to nomination for the given officer position in writing via e-mail. Further nominations for any officer position may be made from the floor by any trustee on the day of the election at the Annual Organization Meeting of the Board of Trustees, whether or not the nominated candidate was amongst the slate of candidates proposed and nominated by the nominating committee at the December meeting.

11.5 Elections of Officers

All officers shall be elected to one (1) year terms at the Annual Organization Meeting of the Board of Trustees, in the following manner. All candidates nominated by the nominating committee at the December meeting of the Board of Trustees, shall be considered nominated for their respective offices at the Annual Organization Meeting, provided they were approved by the Board of Trustees at the December meeting and each such candidate has consented to their candidacy in writing via email in advance.

The Order of Elections at the Annual Organization Meeting shall be as follows: (1) President, (2) Executive Vice President, (3) Secretary, (4) Treasurer, (5) _____, and (6) _____. The election process shall open for each of the above offices, in the order above, with an opportunity for nominations of additional candidates from the floor by any Trustee, which must be duly seconded by another Trustee, and then voting until a winner of the election is declared for each officer position, before floor nominations and voting is opened for the next officer position in the Order of Elections. Unsuccessful candidates in elections for officer positions earlier in the Order of Elections may be permitted to be nominated and voted upon for other officer positions in elections to be held later in the Order of Elections.

All candidates who were nominated and duly seconded shall be placed on a ballot for each officer position, with each officer position nominated and elected separately according to the Order of Elections. Elections for all officer positions shall be determined by majority vote of the membership present and voting at the Annual Organization Meeting. In the event no candidate achieves the required majority vote in the first ballot for such a position, the candidate receiving the least amount of votes shall be eliminated from the next ballot, and a further rounds of voting on said officer position shall commence until a candidate achieves the required majority.

The President shall be elected by a majority vote of the members of the Board of Trustees. All remaining Officers shall be elected by a quorum of the Executive Board and any present members in good standing of the CCC at any meeting by simple majority so long as the vote has been scheduled at least two (2) weeks in

advance. To be eligible to vote, all Members, Officers, and Trustees must be a member in good standing with dues fully paid by the January meeting of the election year.

In the event only one candidate has been nominated for a given office, the nominee may be elected by affirmation through voice vote of the Trustees present. In the event of any ambiguity as to the outcome of a voice vote, a roll call vote shall be called.

11.6 Delegation

In the absence or inability to act of any officer and of any person authorized to act in their place, the Executive Board may delegate the officer's powers or duties to any other officer, director, or other member on a temporary basis until the inability of the affected officer is remedied, the office is vacated, or the term of such officer expires and a successor is elected.

11.7 Removal and Suspension of Officers

Officers may be removed from office during any regular or special meeting, with or without cause, by affirmative majority vote of the membership, provided no less than ten (10) days' notice of such vote for removal is provided to the full membership via email in advance of such meeting. Such officers shall not be entitled to vote upon the question of their own removal. However, officers may be suspended from their duties and authority to act for cause by affirmative majority vote of the Board of Trustees.

Access to all Executive Board level information and documents will be temporarily suspended for an Officer facing a removal vote, from the date of email notice of the meeting at which the vote to remove the officer will be considered until action is taken on the motion for removal at the scheduled meeting. Upon affirmative majority vote of the Executive Board to remove an officer at a properly noticed meeting, the officer who is removed shall immediately have their access to all Executive Board level information and documents revoked, including but not limited to:

1. Corporate Email Access
2. Financial Access
3. Server Access

Should the motion to remove the officer be defeated, or fail to be acted upon at the meeting for which notice of the removal vote is provided, access to Executive Board level information will be restored.

11.8 Resignation

Officers can resign from a position with a written notice of resignation delivered to the Secretary, who shall provide notice of the resignation to all Executive Board members within one (1) week. The resignation shall be effective at such time as shall be specified in the notice of resignation, or, if no such time is specified, upon receipt thereof by the Secretary. Should an Officer resign from office, all CCC access to Executive Board level information or documents will be permanently restricted as soon as possible after receiving the written notice of resignation.

11.9 Filling of Vacancies in Officer Positions

Vacancies in any office arising from any cause may be filled by the Board of Trustees by calling a special election, at any regular or special board meeting of the Board of Trustees, upon proper written notice to the membership as defined in Article 8. The procedure set forth above in Section 11.5 of these Bylaws shall be followed in the case of such special election, except that all nominations of candidates in the special election shall be made by a trustee from the floor at such meeting and duly seconded by another trustee (since there will not be a nominating committee under such circumstances).

Article 12 - The President

12.1 Duties

The President shall preside at all general meetings of the organization and supervise all corporation affairs including overseeing the individual fundraising committees and all public affairs programs of the organization. When authorized by the Executive Board and or the Board of Trustees, the President shall execute in the name of and on behalf of the organization, all contracts or binding commitments of the organization.

On the occasion of a hung board decision at a Board of Trustees meeting, the President shall have the power to swing the vote based on his/her discretion.

The President will inform the membership of all Executive Board and general meetings. The meeting notification must be sent by the President to all Members by way of the calendar, and an email to announce the meeting at least two (2) days beforehand.

12.2 Financial Responsibilities

At the conclusion of each fiscal year, the President will appoint an audit committee to review the books and records of the Treasurer, whose duty it shall be to audit the books of the Treasurer and present a report to the organization at the March general meeting.

- Reviews and approves all financial reports including cash flow projections
- Sees that an appropriate budget is developed annually after the Third Quarter.
- Reviews and signs all issued checks and/or approves check signing procedures
- Reviews and approves all contracts under (\$500)
- Reviews and approves all grant submissions
- Approves inter-account bank transfers
- Is the signatory for all bank accounts
- Receives all bank statements, reviews for any irregularities.
- Oversees the adherence to all internal controls

Article 13 - The Vice President

13.1 Duties

The Vice President will assume all duties of the president in the event of his/her absence and in addition, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees of the Nonprofit Corporation.

13.2 Responsibilities

The Vice President will oversee the maintenance of membership lists and corporate contacts.

Article 14 - The Secretary

14.1 Duties & Responsibilities

The Secretary shall record the minutes of all general, Trustee, and Officer meetings and shall act as custodian of all records and correspondence by maintaining a standard of procedure in the corporate server.

The Secretary will furnish copies of the minutes of the executive and general meeting to the Executive Board and Board of Trustees within one (1) week following each meeting.

14.2 Responsibilities

- Be custodian of the business records of the Nonprofit Corporation and in general perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Trustees.
- Issue actions of the Executive board by way of meeting minutes.
- Keep the minutes of all meetings in electronic format within the corporate records.
- Provide for the safe keeping of all official contracts and records of the corporation within the corporate records.
- See that all notices are fully given in accordance with the provisions of these By-laws or as required by law.

An Assistant Secretary may be selected at the discretion of the Secretary and shall perform all of the duties of the Secretary during the absence or disability of the Secretary, and at other times perform such duties as are directed by the Secretary, the President, or the Board.

Article 15 - The Treasurer

15.1 Duties & Responsibilities

For full duties refer to  Treasury Policies and Procedures in the corporate record.

- The Treasurer shall hold and prepare checks after an approved action
- The Treasurer shall have custody of the corporate funds and shall keep full and accurate accounts of income and expenditures, including receipts and disbursements, in books belonging to the corporation.
- The Treasurer shall be responsible for making timely deposits of all funds in the name of and to the credit of the corporation as directed by the officers and trustees.
- The Treasurer shall disburse the funds of the organization as directed by the officers and give a written, quarterly report of the financial condition of the corporation to the officers at the executive board meetings.
- The Treasurer will report the financial condition of the organization to the general membership as directed by the officers.
- At the conclusion of each fiscal year, the President will appoint an audit committee to review the books and records of the Treasurer.
- Collects membership dues
- Approves all program expenditures
- Monitors program budgets
- Reviews and manages cash flow
- Reviews and approves all reimbursements and fund requests
- Processes all inter-account bank transfers
- Assists President with the development of annual and program budgets
- Manages the petty cash fund
- Monitors and manages all expenses to ensure most effective use of assets
- Monitors grant reporting and appropriate release of temporarily restricted funds
- Oversees expense allocations
- Reviews, revises, and maintains internal accounting controls and procedures
- Initiates donor thank you letter acknowledgements for donation over \$100
- Prepares quarterly and year-end financial reports to the Executive Committee and/or general membership
- Overall responsibility for data entry into accounting system and integrity of accounting system data

- Processes invoices and initiates reimbursement payout
- Makes bank deposits
- Maintains general ledger
- Reconciles all bank accounts
- Mails vendor checks
- Manages Accounts Receivable

15.2 The Bookkeeper

A bookkeeper may be selected at the discretion of the Treasurer and shall perform all of the duties of the Treasurer during the absence or disability of the Treasurer, and at other times perform such duties as are directed by the Treasurer, the President, or the Board. Should a Bookkeeper be selected, the following duties may be delegated:

- Overall responsibility for data entry into accounting system and integrity of accounting system data
- Processes invoices and initiates reimbursement payout
- Makes bank deposits
- Maintains general ledger
- Reconciles all bank accounts
- Mails vendor checks
- Manages Accounts Receivable

Article 16 - Committee Chairpersons

16.1 Establishment of Committees

The organization shall maintain the number and type of committees deemed necessary to carry out the goals and objectives of the organization. Committee Chairpersons shall be elected by a quorum of the Executive Board and any present Members in good standing per the election standard in Article 8.3 of these bylaws. Committees may enter into projects after receiving the permission of the Executive Board. The Executive Board will inform the general membership of the policies and progress of the Committees. The resolution of the Executive Board appointing any Committee shall specify the number of members of such Committee, the authority that such Committees may exercise on behalf of the Executive Board, and the term of such committee's existence.

Example Committees may be but are not limited to: Community Liaison, Media Strategist, Sponsorship Committee, Finance Committee, etc.

16.2 Financial Responsibilities

Committee Chairs must provide an annual budget with description of scope to the President by February of each fiscal year.

16.3 Rules Applicable to all Committees

Committee Procedures – All Committees shall keep minutes of their proceedings and make formal reports in writing to the Executive Board by way of the Secretary as soon as available and at the next regularly scheduled meeting. All records to follow the Standards of Procedure set forth by the Secretary.

Committee Quorums and Voting – A majority of the identified members of a Committee immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Committee. No business shall be considered by the Committee at any meeting at which a quorum is not present. Unless the resolution of the Executive Board grants a committee the full authority to take certain actions, any action by a

committee shall not be effective until approved by the Executive Board. Unless otherwise explicitly stated within these Bylaws, an act of the majority of the Committee present at a meeting at which a quorum is present shall be an act of the Committee.

Prohibited Actions – A Committee may not:

- Make, alter, or repeal the Certificate of Incorporation of the Corporation, or any Bylaw of the Corporation
- Elect or appoint any Officer or Trustee, or remove any Officer or Trustee
- Make any grants or distribute funds
- Mend or repeal any resolution previously adopted by the full Executive Board

Article 17 – Members

17.1 Membership

Membership in the Collective shall be open to all persons residing in or owning property in Collingswood, and who have reached the age of eighteen (18) years. Any individual meeting the geographical requirements and supporting the purposes of Collingswood Civic Collective may become a Member of Collingswood Civic Collective and shall be subject to the payment of dues that shall be established by the Executive Board. Any Member may resign by submitting a written notice of resignation to the Secretary.

17.2 Dues

Membership shall be for 12 months beginning in January with dues payable during January in such amount that shall be determined every two years by the Members entitled to vote at a properly convened meeting. Membership shall include any individual eighteen (18) years old and over. The Treasurer will notify the President of any Member not paying annual dues by March. The President will then instruct the Vice President to drop the names of said Members from the membership rolls of the organization. The Vice President will read the names of those Members being dropped from the rolls at the next meeting. Membership may be reinstated by the payment of dues.

17.3 Associate Member

Associate Membership is open to residents who live outside of Collingswood who are interested in furthering the purposes of the Collingswood Civic Collective. Associate Members shall be entitled to attend and participate in meetings of the Collingswood Civic Collective and its Committees.. Associate Members shall not be entitled to vote or hold office. Attendance by the Associate Members at meetings is encouraged.

Article 18 – Indemnification of Trustees and Officers

18.1 Indemnification.

Trustees, Officers, and Committee members shall be indemnified by the Corporation, so long as the individual, acting in good faith, acted in a manner consistent with the standard of care required for Trustees, Officers, and Committee members as set forth in Article 4 of these Bylaws. Indemnification of trustees, officers, and Committee members acting in good faith and consistent with the applicable standard of care shall be allowed to the fullest extent permitted by N.J.S.A. 15A:6-14 and other applicable law, from and against all liability, damages, and costs, including reasonable attorneys' fees and costs of suit, for any act or omission arising out of, and in the course of performance of, the trustee, officer, or Committee member's duties and responsibilities on behalf of the Corporation.. The Corporation shall arrange for and maintain appropriate insurance to cover all such liabilities, damages, losses, or expenses.

Third Party Actions – Any person who was, or is, or hereafter shall be a trustee (hereinafter referred to as a "corporate agent") of the Corporation shall be indemnified by the Corporation against the reasonable costs, disbursements and counsel fees (hereinafter "expenses") and liabilities paid or incurred in satisfaction of any judgment, fine, penalty or settlement (hereinafter "liabilities") in connection with any pending, threatened or completed civil, criminal, administrative or arbitrative action, suit or proceeding, and any appeal therein (hereinafter "proceeding") involving the corporate agent by reason of his or her being, or having been, such a corporate agent other than a proceeding by or in the right of the Corporation, if (a) such corporate agent acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; and (b) with respect to any criminal proceeding, such corporate agent had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent, shall not of itself create a presumption that such corporate agent did not meet the applicable standard of conduct set forth in this section.

Action by or in the Right of the Corporation – The Corporation shall indemnify a corporate agent against his or her expenses in connection with any proceeding by or in the right of the Corporation to procure a judgment in its favor which involves the corporate agent by reason of his or her being, or having been, such corporate agent, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. However, in such proceeding no indemnification shall be provided in respect of any claim, issue or matter as to which such corporate agent shall have been adjudged to be liable for negligence or misconduct, unless and only to the extent that the court in which such proceeding was brought shall determine upon application that despite the adjudication of liability, but in view of all circumstances of the case, such corporate agent is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.

Mandatory Indemnification – The Corporation shall indemnify a corporate agent against expenses to the extent that such corporate agent has been successful on the merits or otherwise in any proceeding referred to in this Article of these Bylaws, or in defense of any claim, issue, or matter therein.

Procedure for Effecting Indemnifications – Any indemnifications under this Article of these Bylaws and, unless ordered by a Court, under this Article of these Bylaws, may be made by the Corporation only as authorized in a specific case upon a determination that indemnification is proper in the circumstances because the corporate agent met the applicable standard of conduct as set forth in Article 4.3 of these Bylaws. Such determination shall be made by the Board of Trustees, acting by a majority vote of a quorum of the trustees who were not parties to or otherwise involved in the proceeding.

Article 19 - Dissolution

19.1 Dissolution

This Corporation may be dissolved by a two thirds supermajority of all dues paying Members that includes a quorum of the Executive Board, upon a 30 day public notice to the Members. Following the approval of dissolution, in order for the Corporation to be dissolved, it must follow the process set out under the laws of the state of NJ by the Board of Trustees.

19.2 Mergers

Following the approval by the Board of Trustees, in order for any consolidation or merger to be effective, it must follow the process set out under the laws of the state of NJ. Any merger which would result in the loss of the Corporation's nonprofit or tax-exempt status is not permitted under these Bylaws.

19.3 Conversions

Following the approval by the Board of Trustees, in order for any conversion of the Corporation to another organizational structure to be effective, it must follow the processes set out under the laws of the state of NJ. Any conversion which would result in the loss of the Corporation's nonprofit or tax-exempt status is not permitted under these Bylaws.

19.4 Distribution Of Assets

In the event of Dissolution, all assets of the organization shall be donated to a not-for-profit organization benefiting the Collingswood Community. Selection of the beneficiary organization must be in keeping with the mission of the Collingswood Civic Collective and will be decided upon by simple majority vote of all current members of the organization. Any such assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the organization is then located, as said court shall determine.

Article 20 - Amendment of Certificate of Incorporation or Corporate Bylaws

20.1 Amendment of Certificate of Incorporation

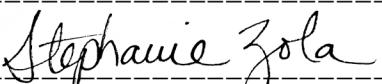
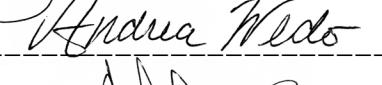
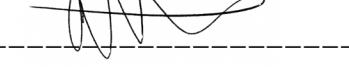
The Corporation's Certificate of Incorporation may only be amended, supplemented, restated, revised or repealed by a two-thirds supermajority vote of the Board of Trustees at any duly constituted and properly noticed meeting thereof.

20.2 Amendment of Bylaws

These Bylaws may only be amended, supplemented, restated, revised, or repealed by a two-thirds supermajority vote of the Board of Trustees at any duly constituted and properly noticed meeting thereof, provided the proposed amendments have been presented in writing at the previous regular meeting.

Any amendment to the Corporation's Articles of Incorporation or these Bylaws shall comply with all applicable laws, rules, and regulations of the State of New Jersey.

These Bylaws are adopted by resolution of the Corporation's Board of Trustees on this 11th day of October, 2023.

Permanent Trustee	Matthew A. Walker	
Permanent Trustee	Stephanie Zola	
Permanent Trustee	Jennifer Whary	
Trustee	Jeanine Carr	
Trustee	Andrea Wedo	
Trustee	Alessandra Lo Basso	

Note: The Collingswood Civic Collective was incorporated in 2022. Amendments were presented at the general meetings of the organization and emailed in 2023 to Members.

Collingswood Civic Collective Organizational Chart

