

# BYLAWS

## **BY-LAWS OF PARTNERSHIP WEST, Inc. (AKA: THE WEST WARD SPECIAL IMPROVEMENT DISTRICT MANAGEMENT CORPORATION)**

**Adopted as of 2016**

Revised 3/1/17

### **ARTICLE I**

#### **NAME; OFFICES; CORPORATE SEAL**

**1.01 Name.** The name of the corporation is the Partnership West, Inc. (the "Corporation") and shall also be known as the West Ward Business Improvement District, the West Ward Business Improvement District Management Corp., or West Ward BID, or WWBID and such other assumed names as the Board of Directors shall determine from time to time. (The term Special Improvement District is synonymous with Business Improvement District. Generally, Special Improvement District (SID) refers to the New Jersey state statute N.J.S.A. 40:56-65 et seq, and Business Improvement District (BID) refers to local application).

**1.02 Offices.** The principal office of the Corporation shall be located at such location or locations in Newark, New Jersey, as the Board of Directors ("Directors" is used herein to refer to "Directors" as such term is defined under the New Jersey Nonprofit Corporation Act: N.J.S.A.15A) may hereafter designate from time to time.

**1.03 Corporate Seal.** The Board shall procure a corporate seal, which shall be circular in form and shall bear, on its outer edge, the name "Partnership West Inc." and, in the center, the words and figures "Incorporated 2016, New Jersey." The Board may amend the form of the seal or the inscription thereon at its discretion.

### **ARTICLE II**

#### **PURPOSES**

**2.01 Purposes.** The Corporation is organized and shall be operated exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Regulations thereunder as they may hereafter be amended. The purposes and powers of the Corporation are more particularly set forth as follows:

(a) To serve as the professional and business association and district management corporation for the West Ward Business Improvement District (WWBID) and other Special Improvement Districts pursuant to N.J.S.A. 40:56-65 et seq. (the "Act") and as approved in the enabling West Ward Business Improvement District Ordinance as amended by the City of Newark,

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NJ and other subsequent Special Improvement District ordinances. As such, the Corporation shall have the powers and comply with all requirements as set forth in the Act and in the approved West Ward Special Improvement District Ordinance.

**(b)** Serve the special improvement district, the business community and the municipal government to formulate, promote and implement the economic revitalization and general welfare of the special improvement district and the City of Newark, New Jersey;

**(c)** Promote and preserve the cultural, historic, tourist and civic interests of the West Ward Special Improvement District and the City of Newark, New Jersey;

**(d)** Mobilize available public and private resources for the purposes set forth herein;

**(e)** Provide a mechanism by which service and professional firms, retail establishments, property owners, employers, citizens, and others can cooperate to promote business opportunities, employment, consumer choices, shopper's facilities, and the general civil interest;

**(f)** Form affiliated corporations, non-profit or for profit, to help carry out its purposes; and

**(g)** To do any other act incidental to or connected with the foregoing purposes or any advancement thereof, either directly or indirectly, either alone or in conjunction or cooperation with others; to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized; and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any such purposes.

**(h)** Notwithstanding any other provision of these By-laws, the Corporation shall not conduct any activities not permitted to be performed by (i) a corporation exempt from Federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (ii) a corporation permitted to deduct its contributions under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

**(i)** The Corporation shall not carry on propaganda or otherwise attempt to influence legislation. The Corporation shall not engage in any transaction or permit any act or omission that shall operate to deprive it of its tax-exempt status under Section 501(c)(3) of the Code. The Corporation shall not in any manner, including, but not limited to the publishing or distribution of statements, or to any extent participate in or intervene in any political campaign on behalf of any candidate for public office nor shall it engage in any "prohibitive transaction" as defined in Section 503(b) of the Code.

**(j)** The Corporation shall not have capital stock, and no stock or shares shall be issued. No incorporator, Director or officer shall at any time be considered to be an owner of any of the assets,

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property, or income of the Corporation, nor shall he or she, by distribution, liquidation, dissolution, or in any manner, be entitled to or receive any said assets, property or income, all of which shall be devoted exclusively and forever to the purposes of the Corporation or disposed of herein provided. The Corporation is organized and shall operate not for profit, and no part of its net earnings shall inure or may lawfully inure to the benefit of any private shareholder, incorporator, Director, officer or individual. The above provisions, however, shall not prevent the payment of reasonable compensation to any person, organization, firm, or corporation for services rendered to the Corporation.

(k) The Corporation also has such powers as are or may hereafter be granted under laws of New Jersey that are in furtherance of the Corporation's exempt purposes within the meaning of Section 501(c)(3) of the Code or the corresponding section of any future Federal tax code.

### **ARTICLE III** **MEMBERS**

**3.01 Membership.** The members of the Corporation (the "Members") shall be as follows:

(a) the incorporators of the corporation until Articles 4.01 through 4.03 are enacted hereof upon to elect the initial Board of Directors. The Board of Directors are the members of the Corporation.

(b) elected, selected and appointed members of the Board of Directors. Selected Directors are not members of the corporation, but have full voting privileges.

(c) membership is assigned to a single person, and no person shall hold more than one (1) membership interest, either as an individual or as part of a business entity.

**3.02 Rights of Members.** The rights of each Member and Selected Directors shall be oversight of the corporation operations and activities and voting for the Directors and Officers of the Corporation as set forth in Article IV hereof. There shall be no proxy voting, however, voting electronically or by telephone shall be permitted if the Directors present by majority vote agree.

**3.03 No Transfers of Membership Interests.** No Member, directly or indirectly, shall assign, transfer, hypothecate, pledge, encumber, give or otherwise voluntarily or involuntarily dispose of any or all of his or her Membership Interest in the Corporation.

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## **ARTICLE IV** **BOARD OF DIRECTORS**

**4.01 Board of Directors.** The original Board of Directors will consist of the three incorporators of the corporation, but no later than immediately following enactment of the enabling ordinance an organization meeting will be held to expand the Board in accordance with the special improvement district planning documents and/ or enabling ordinance. Upon the SID designation there shall be elected at the organizational meeting the positions of the Board of Directors of the Corporation in Article 4.03 who will assume all the powers and authority of the Directors.

Each Director must be at least eighteen (18) years of age, be up to date in SID assessment payments, and in good standing, and Elected and Appointed Directors may not be running or bidding for elected office in the County of Essex and City of Newark, NJ unless in a current elected position. The policies, activities, and affairs of the Corporation shall be determined and managed by the Board of Directors who shall exercise all the powers of the Corporation and shall keep full and fair accounts of all its transactions, and formulate and approve the yearly budget of the Corporation. For designation purposes the Board of Directors is referred to, in these By- laws, as the "Board", and each person serving on the Board is referred to individually as "Director and/or Director," and, if more than one (1) Director is referred to, as "Directors" (as set forth in Article 1.02, "Directors" is used herein to refer to "Directors" as such term is defined under the New Jersey Nonprofit Corporation Act 15A: 9-1 et seq.). The Board may be amended to properly represent an expanded or diminished West Ward Special Improvement District, or other Special Improvement Districts as they may be established by local ordinance.

**4.02 Term of Office.** After the organizational meeting, the Elected Directors shall be divided into three (3) classes, with one-third Directors in the first class (the "Class A"), one-third Directors in the second class (the "Class B") and the balance of Directors in the third class (the "Class C"). All original Directors will serve until the first election meeting of the Corporation in September 2017 in which only Class A will be up for election and the staggered annual election process will commence, and there will not be an election for Directors until that meeting. The first term of office of Class A shall expire at the election meeting of the Corporation in September 2018; the first term of office of Class B shall expire at the election meeting of the Corporation in September 2019 of the Corporation, and the first term of office of Class C shall expire at the election meeting of the Corporation in September 2020, and this pattern shall be repeated as the staggered class term schedule thereafter into the future. Except as otherwise provided in Article 4.03(b), once the initial terms of the three (3) classes of Directors have expired the successor Directors shall be elected for a term of three (3) years, such that only one class of Directors shall expire annually and that new Directors for that class will be elected for a three year term.

**4.03 Composition of the Board of Directors.** The Board shall be comprised of the following:

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- Each of the five neighborhoods (Roseville, West Side Park, Fairmount, Vailsburg, and Ivy Hill) have one representative at-large seat for each neighborhood.
- South Orange Avenue has three seats.
- One representative each from Unified Vailsburg Services Organization (UVSO), WestCorp, and NCEDC.
- The West Ward Councilman and the Mayor.
- When the Twp. of Irvington has a certified BID on 18th Ave., and City of East Orange has a certified BID on South Orange Avenue respectively, they will each have one selected position on the Board of Directors; one for 18<sup>th</sup> Ave, and one for South Orange Ave.
- Community resident, resides in designated BID area.

The Elected and Selected Directors shall be voting Directors, and shall consist of property owners, business and or residents located in the West Ward Business Improvement District as follows:

(a) There may be up to three non-voting members of the Board of Directors that are appointed by a majority of the Board of Directors at their discretion. These positions are not required to be filled.

**TOTAL: Phase I - 15 voting Director, 1 non-voting member (Roseville)  
Phase II – Taskforce of Phase II partners will be formed to bring district up to speed before Phase II budget is passed.**

(b) **Note:** This Board of Directors represents Phase One in the enabling ordinance. Phase Two areas will be represented as per the enabling ordinance when those areas are assessed and part of the business improvement district budget. This includes such represented agencies as the Urban League, New Community Corporation, etc., which are considered Phase two agents.

The Phases are as follows:

### **PHASE ONE - SCHEDULE A:**

**South Orange Avenue** from Dover St. to Bergen St.

**Sanford Avenue** from the Irvington Border to East Orange border.

**18th Avenue** from Sanford Avenue to Myrtle St.

**Mt. Vernon Place** from Eder Terrace to Sanford Avenue

**PHASE TWO - SCHEDULE B** {will consist of all or part, which may be added in whole or in parts};

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**West Market Street** from East Orange border to Bergen Street

**Central Avenue** from East Orange border (15th St.) to 3rd St.

**Orange Street** from East Orange border to 3rd St.

**Roseville Avenue** from West Market Street to 3rd. St. (into Central Ward)

**Bergen Street** from West Market Street to So. Orange Ave.

**Park Avenue** from East Orange border to 3rd. Street

### **4.04 Election of Directors.**

(a) Except as set forth in Articles 4.02 & 4.03 hereof, Directors shall be elected by plurality vote of a full Board quorum.

(b) After the organizational meeting, subsequent elections of Directors shall be held annually in the month of September or October ("Election Meeting") a determined by the President. A Nomination Committee will be appointed by the President no later than June 1<sup>st</sup> of the same year prior to the election date, and shall have at minimum one elected officer of the corporation and two Directors of the corporation. The date and time to receive nominations shall be determined by the Nomination Committee. The Nominating Committee shall solicit nominations from the Board of Directors and the West Ward BID community as appropriate to fill open designated positions on the Board of Directors. Nominations must include name, address, business affiliation if applicable, Curriculum Vita (CV), the position for which nominated, telephone numbers, and email addresses, and a signed agreement by the nominee to serve if elected. Members nominating others shall personally verify and vouch that the nominee accepts their name submitted for nomination. BID members, property owners and business owners may submit nominations in the following manner: **(i)** via regular mail return receipt requested, which must be received by the Nominations Committee; **(ii)** via hand delivery to the Nominations Committee; or **(iii)** by email or in person to a Nominations Committee member, or the Partnership West Inc. manager. All nominations must be received prior to the deadline for submission of nominations determined by the Nominations Committee. The Nominations Committee may, in accordance with the bylaws, move a Director from one classification to the other, but the **originating term (A,B, or C) must remain the same for the Director.** The Elected Directors will be determined by a majority vote of the Members present at the election meeting. Directors elected at the Election Meeting shall take office effective immediately upon determination of the results of the election.

(c) The Board shall vote as follows:

(i) Each Director may only have one (1) vote regardless of how many properties or businesses he or she owns.

(ii) There shall be no proxy voting, however, voting electronically or by telephone shall be permitted if the Directors present by majority vote agree.

### **4.05 Removal of Directors.**

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(a) At any meeting of the Directors, duly called and at which a quorum of the full Board of Directors is present, may, by a majority vote of the quorum, remove for cause any Director from office and may appoint a successor to serve for the balance of the term of such removed Director; and,

(b) A Director shall be deemed to have been automatically removed from office for cause without further action being necessary on the part of such Director or on the part of the Board, in the event that such Director fails to attend two (2) consecutive full meetings of the full Board. Attendance at an Executive Committee or other Committee or subcommittee or task force meeting will be considered attendance at a full Board meeting. However, all removals must be confirmed by the Executive and/ or Full Board and placed in the minutes. Following the removal of a Director in the manner provided in this Article 4.05(b), the Secretary of the Corporation shall report such fact to the Board at the meeting of the Board next following the second absence; and,

(c) Vacancies occurring in the Board for any reason may be filled by a vote of majority of the Directors present at the Full Board meeting. A Director appointed to fill a vacancy shall be appointed to hold office for the unexpired term of his or her predecessor.

(d) Notwithstanding the provisions of Articles 4.05(b) and (c) hereof, upon the removal of a Director pursuant to either such provision, the removed Director may petition the Board in writing for reinstatement as a Director of the Corporation. Any such petition for reinstatement must (i) set forth in detail an explanation for each absence which explanation must demonstrate just cause for the reinstatement and (ii) must be received by the Manager of the Corporation not later than ten (10) days prior to a regularly scheduled Board meeting in order for such petition to be considered at such meeting. Upon the receipt of any such petition for reinstatement by the Corporation, the Board at its next regularly scheduled meeting following receipt of any such petition in accordance with this Article 4.05(d) shall consider each such petition and only upon the affirmative vote of a majority of the Directors present shall such removed Director be reinstated. A reinstated Director shall be deemed to have no absences upon such reinstatement.

(f) This Article 4.05 shall not apply to the Selected Directors.

### ARTICLE V MEETINGS OF THE DIRECTORS

**5.01 Annual Meeting & Election of Officers.** The annual meeting of the Board of Directors shall be held in December of the preceding year (the "Annual Meeting of the Board") for the election of officers and to conduct such other business as may come before the Board. The Manager shall cause to be mailed to each Director at his or her address a notice stating the time and place of the Annual Meeting of the Board. All voting shall take place at said meeting. Officers shall be elected by a quorum majority of those full voting members of the Board in attendance, excluding vacancies. Officers elected at the Annual Meeting of the Board shall take office effective immediately upon election.

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**5.02 Regular Meetings.** Regular meetings of the full Board of Directors shall be held at least four (4) times per year, which shall include the Annual Meeting of the Board. The Annual Election Meeting may be considered one of these meetings. The other meeting dates shall be established by the Board of Directors first at its Organizational Meeting and thereafter at its Annual Meeting. Meetings shall be held at locations and at times chosen by the Directors at the Annual Meeting of the Board, and no additional notice of place, day and hour of regularly scheduled meetings need be given to any Director.

### **5.03 Organizational Meeting.**

(a) At the organizational meeting of the Corporation, the Board shall be appointed by the existing Directors/ Incorporators to serve until the first election meeting of the Corporation in September 2017 with adherence to the minimal standards in the 2016 West Ward Special Improvement District Steering Committee final report and recommendations, and the enacted West Ward SID Ordinance. Thereafter, the Board shall be elected at the Annual Election Meeting of the Corporation as provided in Articles 4.02 and 4.04 hereof. Upon appointment the Board of Directors shall assume all duties and authority of Directors of the Corporation as stated in these by laws.

**5.04 Special Meetings.** Special meetings of the Board may be called by the President. Notice of the place, day and hour of such special meeting shall be given to each Director at least twenty-four (24) hours before the meeting, by delivering notice to him or her personally, or by delivering the same at his or her residence or usual place of business, or by contacting him or her by telephone, or by internet/ electronic email. Any notice of a special meeting shall state the business to be transacted. Special meetings may be conducted by telephone, or by internet electronic email.

**5.04 Quorum.** A quorum at the meetings of the full Board of Directors shall consist of seven members of the Board, two Directors must be elected officers of the Board. A quorum must be present in order to vote on any measure. Quorums of all other committees, including the Executive Committee must minimally consist of three members of which one must be an officer. Except as otherwise provided in the Certificate of Incorporation, these By-Laws or the laws of the State of New Jersey, three members of those voting Directors present at such regular meetings such as an Executive Committee meeting, shall be sufficient to pass any measure as long as one Director is an officer of the Board. In the absence of a quorum, the Directors present by a majority vote and without notice other than by announcement may adjourn the meeting, from time to time, until a quorum shall attend. At any such meeting after an adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the adjourned meeting as originally notified. There shall be no proxy voting, however, voting electronically or by telephone shall be permitted if the Directors present by majority vote agree.

**5.06 Compensation.** No compensation shall be paid to any officer or Director of the Board. Nothing herein shall prevent any officer or Director from being reimbursed for out-of-pocket expenses or compensated for services rendered in any other capacity to or for the



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Corporation, provided, however, that any such expenses incurred or services rendered shall have been authorized in advance by the Board and its committees.

**5.07 Contracts and Service.** The members, Directors and officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they also may be acting as individuals, or a Director of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, members, Directors, or otherwise. Notwithstanding the foregoing, any contract, transaction, or act on behalf of the Corporation in a matter in which any member, Director or officer is personally interested as a stockholder, Director, or otherwise must be disclosed to the Directors, conducted at arm's length, shall not violate any prohibition against the Corporation's use or application of its funds for private benefit and shall be approved in accordance with N.J.S.A. 15A:6-8 as same may be amended or modified and any successor statute thereto. Common or interested Directors may be counted in determining the presence of a quorum at a board meeting at which such a contract or transaction is authorized, approved or ratified; however, such authorization, approval or ratification shall only be effective by affirmative vote of a majority of the disinterested Directors present and voting.

**5.08 Executive Session.** The Full Board, upon the determination of the President and/or presiding officer, may hold Executive Session in which legal, personnel, financial and other sensitive developmental matters are discussed without non-Board members attending or participating. However, no voting may occur in Executive Session.

### ARTICLE VI COMMITTEES OF THE BOARD OF DIRECTORS

**6.01 Committees Generally.** By resolution adopted by a quorum of the Board, the Board may provide for such standing or special committees with such powers and duties as it deems desirable and may discontinue the same at its pleasure. The members of all such committees shall be appointed and the committee chairman named by the President. Members of such committees, except the Executive Committee (see 6.02), may consist of stakeholders in the West Ward BID: both property and non-property owners, residential community persons within the neighborhoods of the West Ward BID, and certain, specific people with pertinent expertise to the committee topics. At least one member of each standing or special committee shall be a member of the Board; the remaining members of such committees may, but need not be, members of the Board and preference shall be given to assessed members of the special improvement district. Each committee shall keep full and fair accounts of its transactions and accurate minutes of its meetings. Vacancies on committees shall be filled by the President with the consent of the Chairperson of that Committee.

**6.02 Executive Committee** – An Executive Committee consisting of the elected officers of the Board of Directors may be established to conduct the day to day business of the Corporation as outlined in the approved budget, including approval of service contracts excluding personnel

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contracts. The Executive Committee consists primarily of the officers of the Corporation and may upon the discretion of these officers include the chairs of appointed standing committees as voting members if those chairs are Directors. All Board members are encouraged to attend the Executive Committee meetings and will be permitted to vote at that meeting. An Executive Committee will be official if at minimum three Directors are present as follows: one elected officer is in attendance and two other elected Directors are present. A quorum of the Executive committee will consist of three (3) people, one of which must be a duly elected officer. The President may call special and emergency meetings of the Executive Committee. The Executive Committee may, if appropriate, hold "Executive Session" on legal, personnel, and financial matters, and not allow non-members of the Committee to participate, however no voting is permitted in these sessions.

**6.03 Committee Reports.** All recommendations by a Committee shall be reported orally to the manager and Full Board of Directors. Recommendations requiring policy or budget support shall be put in writing to the Manager and the Executive Committee of the Board.

**6.04 Meetings of Committees.** Each Committee shall meet at the call of the chairman of the Committee or any two (2) members of the Committee. The President is the chairperson of the Executive Committee as established in Article VII, and if absent the chairmanship will follow succession as described in Article VII

**6.05 Participation in Committees.** In selecting members of committees, the Board shall encourage widespread participation among non-members of the corporation, assessed members of the West Ward Special Improvement District, and others concerned with the purposes of the Corporation and/or Partnership West, Inc. From time to time, special committees may be named to advise the Board on issues on which additional perspective may be required and public meetings may be held to solicit advice from those concerned about the economic and social well-being of the district.

## ARTICLE VII OFFICERS

**7.01 Executive Officers.** By a quorum of the full membership of the Board, excluding vacancies, at the Annual Meeting, the Board shall elect a President, a Vice President, a Treasurer, a Secretary from among the Elected Directors, and an Assistant Secretary from the staff or Elected Directors whose sole function is to act as the corporate notary. The Assistant Secretary will have no special voting rights. All officers shall serve for a one (1) year term initially and immediately at the Organizational Meeting of the Corporation and henceforth at the Annual Meeting of the Board. By a quorum of the full membership of the Board, excluding vacancies, the Board shall appoint other subordinate officers as it may desire either from within or without its membership, also to serve for one (1) year terms No person may hold more than one (1) office; provided and no officer shall execute, acknowledge or verify any instrument in more than one capacity.

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**7.02 Vacancies.** Except as provided in Article 7.03 herein below, in the event any office becomes vacant by death resignation, retirement, removal, disqualification or any other cause, the Board may elect, by a majority vote of the full membership of the Board, excluding vacancies, an officer to fill such vacancy, and such officer shall hold office and serve until the next Annual Directors Meeting. In the event that any officer cannot conduct the duties of his or her office for a period exceeding sixty (60) days, the Board may deem such office vacant.

### **7.03 President and Vice Presidents of the Board of Directors.**

#### **(a) President & Manager.**

(i) The Manager shall preside at the Executive meetings. The President shall preside at Full Board meetings of the Corporation and if the Manager is absent, at the Executive Committee meetings.

The President may work with and advise the Manager who shall supervise and administer the activities, communications, personnel and services, and affairs of the Corporation.

(iii) The President and Manager may call special meetings of the Board.

(iv) The President shall have and may exercise such powers as are, from time to time, assigned to him or her by the Board.

(v) With the approval of the Board and in conjunction with the Manager, the President and/or Manager may enter into and execute in the name of the Corporation, contracts and other instruments in the regular course of business, except where the execution of such instruments is expressly delegated by resolution of the Board to another officer or agent of the Corporation such as the manager.

(vi) The Manager may not vote at Full Board and Executive Committee meetings, but may vote at other committee and/or Task Force meetings.

#### **(b) Vice President.**

(i) In the event the President is absent or unable to act, or at the request of the President, the Vice President shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President.

(ii) The Vice President shall have such other duties as may be assigned to him or her by the President.

### **7.04 Secretary and Assistant Secretary.**

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(a) The Secretary may work with the Manager who shall keep or cause to be kept corporate records in which shall be entered all information required by these By-laws or by law to be kept by the Corporation, which shall include, but is not limited to, the minutes of the meetings of the Board in books provided for such purpose.

(b) The Secretary may work with the Manager who shall perform any and all legal duties under the Certificate of Incorporation and incident to the corporate office of Secretary.

(c) The Secretary may work with the Manager who shall be responsible for providing notice of meetings and other actions to Directors whenever required by these By-laws or by law.

(d) The Secretary may work with the Manager who shall be the custodian of the Corporation's seal and shall affix same to all documents which require said seal and which he or she has been authorized to execute on behalf of the Corporation and when so affixing may attest to the same.

(e) The Secretary shall work with the Manager to perform all other duties as, from time to time, may be assigned to the Secretary by the Board or the President.

(f) The Board of Directors may elect an Assistant Secretary, who shall work with the Manager, to act solely as Corporate Notary.

(g) In the event the President and Vice President are both absent or unable to act, or at the request of the President, the Secretary shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President.

### **7.05 Treasurer.**

(a) The Treasurer may work with the Manager who shall be the custodian of all funds, securities and receipts of the Corporation, and shall cause to be deposited in the name of the Corporation all monies and other valuable effects in such depositories as may be designated by the Board.

(b) The Treasurer may work with the Manager who shall disburse the funds of the Corporation as authorized by the Board and through the corporation's agent/ manager. The Treasurer shall keep or cause to be kept proper vouchers of all sums disbursed, and maintain complete and regular accounts in accordance with a system satisfactory to the Board and the Manager.

(c) Upon the request of the Board, and at least annually, the Manager will submit to the Board an account of the financial condition of the Corporation.

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(d) The Treasurer shall perform any and all legal duties under the Certificate of Incorporation and incident to the office of a treasurer of a Corporation and such other duties as may be assigned to him or to her by the Board or the President.

(e) In the event the President, Vice President and Secretary are all absent or unable to act, or at the request of the President, the Treasurer shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President.

**7.06 Subordinate Officers.** The Board may from time to time appoint such subordinate officers as it may deem desirable in the manner provided herein. Each such officer shall perform such duties as the Board, Manager, or the President may prescribe.

**7.07 Personnel.** The Board may hire and/or retain an administrator, Chief Executive officer, Director, "Manager", staff and/or consultants as necessary to achieve the purposes of the Corporation.

**7.08 Removal.** Any officer of the Corporation may be removed from office with or without cause by the affirmative vote of a quorum of the Board.

### ARTICLE VIII CONDUCT OF BUSINESS

**8.01 Checks, Drafts, Etc.** Except as otherwise provided in these By-Laws, all checks, drafts or other orders for payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers and/or Directors in such manner as shall, from time to time, be determined by resolution of the Board. In no event shall the signatures of fewer than two (2) such officers and/or Directors be necessary to bind the Corporation on any such checks, drafts or other order for payment of money, note or other evidence of indebtedness.

**8.02 Annual Reports.** There shall be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and statement of operations for the preceding fiscal year, audited and certified by an independent Certified Public Accountant, which shall be submitted to and reviewed by the Board at a regular meeting of the Directors and filed immediately thereafter at the principal office of the Corporation. Such statement shall be prepared by the Treasurer, or such other executive officer of the Corporation as may be designated by the Board, in conjunction with the independent Certified Public Accountant. A copy of the report shall be made available at the principal office of the Corporation for inspection by the public upon request made to the Corporation.

Within ninety (90) days after the close of each fiscal year, there shall be filed with the Clerk of the City of Newark, NJ an annual written report for the preceding fiscal year.

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**8.03 Fiscal Year.** The fiscal year of the Corporation shall be the year beginning January 1<sup>st</sup> and ending December 31st, unless otherwise provided by the Board by resolution.

**8.04 Bonds.** The Board may require any officer, agent or employee of the Corporation to give a bond to the Corporation conditioned upon the faithful discharge of his or her duties with one or more sureties and in such amount as may be satisfactory to the Board.

**8.05 Contracts.** Except as otherwise provided in these By-Laws, the Board, by resolution, may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**8.06 Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board by resolution may select or as may be designated by any officer or officers, agent or agents of the Corporation to whom such power is delegated by resolution of the Board.

**8.07 Acceptance of Gifts.** The Board or any officer or officers, agent or agents of the Corporation to whom such authority is delegated by resolution of the Board may accept on behalf of the Corporation any contribution, gift, grant, bequest or devise for the general purposes or for any special purpose of the Corporation followed by proper acknowledgment.

### **ARTICLE XIV** **AMENDMENTS**

**9.01 Amendments.** A motion to amend, alter, repeal, or enact a new By-law may be introduced, considered, discussed and voted on at any meeting of the Board, provided at least ten (10) days prior to such meeting a full written statement of the exact language of the motion and the time, place and date of the meeting when the motion(s) will be introduced has been forwarded to every member of the Board by certified mail. An affirmative vote of a quorum of the full Board shall be required to carry said motion. The procedures and notice of requirements of this section shall apply irrespective of any contrary provisions which may be contained in these By-Laws.

### **ARTICLE X** **INDEMNIFICATION; EXCULPATION**

#### **10.01 Indemnification.**

(a) For the purposes of this Article X, all definitions set forth in N.J.S.A. 15A:3-4, as amended from time to time, shall apply.

(b) Indemnification of any person who is a Director, officer, employee or corporate agent of the Corporation shall be provided to the fullest extent permitted by N.J.S.A. 15A:3- 4 as same

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

(c) Any corporate agent may be insured by insurance purchased and maintained by the Corporation against any expenses incurred in any such proceeding and any liabilities asserted against the corporate agent in the capacity as corporate agent, whether or not the Corporation would have the power to indemnify such corporate agent under N.J.S.A. 15A:9-1 et seq. as same may be amended or modified and any successor statute thereto.

**10.02 Exculpation.** Unless acting in bad faith, neither the Board as a body nor any Director, officer or corporate agent shall be personally liable to any Member of the Corporation in any respect for any action or lack of action arising out of the execution of his or her office. Each Member of the Corporation shall be bound by the good faith actions of the Board, officers and corporate agents of the Corporation, in the execution of the duties and powers of said Directors, officers and corporate agents. However, nothing contained herein shall be construed so as to exculpate Directors, or any of them, from discharging their fiduciary responsibilities.

**10.03 Interpretation.** This Article X is subject to N.J.S.A. 15A:9-1 et seq. as same may be amended or modified and any successor statute thereto. Nothing in this Article X shall be construed so as to conflict with or violate the terms of N.J.S.A. 15A:9-1 et seq. Any and all requests for indemnification under this Article X shall be made, and shall be heard and decided by the Board, in accordance with the applicable terms of N.J.S.A. 15A:9-1 et seq.

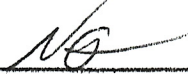
## **ARTICLE XI** **DISSOLUTION**


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

## **CERTIFICATE**

**BYLAWS**

I, the undersigned Secretary of **PARTNERSHIP WEST, INC.**, hereby certify that the above is a true copy of the By-Laws of said Corporation duly adopted and in full force and effect.

  
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INCORPORATOR 2017

  
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SECRETARY DATED: 2017