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BYLAWS

of the

HEALTHY COMMUNITY • HEALTHY YOUTH INITIATIVE: LIVINGSTON®

Article I - ESTABLISHMENT

A. Name

The name of the organization will be the HEALTHY COMMUNITY • HEALTHY YOUTH INITIATIVE®: LIVINGSTON, herein known as the HCHY. The organization shall be formed as a Not for Profit corporation under Title 15 of the New Jersey Statutes.

B. Location

The principal office of the HCHY shall be located at 7 Whittier Way, Livingston, NJ 07039. The HCHY may also have offices at such other places as the Advisory Board from time to time may determine.

C. Structure

The HCHY will operate as a tax-exempt organization under Section 501(c) (3) of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended.

D. Purpose

The Healthy Community • Healthy Youth Initiative®: Livingston, is a partnership between the community, adults, youth and families for the purpose of creating an environment where all young people are valued and thrive.

This is to be accomplished by engaging adults to help young people experience stronger webs of support, empowerment, boundaries and expectations, constructive use of time, commitment to learning, positive values, social competencies, and positive identity using the Developmental Assets as a guide.

HCHY may, by itself or in conjunction with member and/or other organizations, solicit and obtain such funding as may be needed or required to accomplish the goals of HCHY and its member organizations.

E. Membership

Membership consists of the general membership of the HCHY, the Advisory Board, and the Executive Committee, which are the officers of the Advisory Board.

Article II – ORGANIZATION

A. General Membership

All interested organizations and/or community members who submit their application to participate as a Member of HCHY in writing may participate. Only members in good standing may vote on HCHY matters. A member in good standing will have attended fifty percent of the general membership and/or standing committee meetings.

Members of the following constituencies shall be regularly solicited for membership:

1. Town Council/Manager/Department Directors
2. Board of Education/District Administration/Faculty/Staff
3. Students
4. Vision 20/20

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5. Parent-Teacher Council, Parent-Teacher Associations, Parents and Professionals for Exceptional Children and Home and School associations
6. Clergy/Youth Directors
7. Police Department/Juvenile Officers
8. Senior Citizens, which for this purpose is defined as any person over the age of 55
9. United Way of North Essex
10. Livingston Municipal Alliance Committee
11. Livingston Youth and Community Service
12. Youth Coordinators
13. Health Providers
14. Business Community
15. Sports and Recreation Directors
16. West Essex YMCA
17. JCC Metro West
18. Service/Philanthropic Organizations

B. Advisory Board

1. The HCHY will be governed by an Advisory Board consisting of **16** voting members and **4** at large members who only can vote in the absence of a voting member. The membership of the Advisory Board will consist of the following:
 - a) One representative from the Town Council
 - b) Two representatives from the school district of Livingston, NJ
 - c) One member from the Clergy
 - d) One member Livingston Vision 20/20 committee
 - e) One Co-President of the PT council
 - f) One member representing West Essex YMCA
 - g) One member representing LMAC
 - h) One member representing the United Way of North Essex
 - i) One member of LYCS
 - j) One member who is the Livingston Human Services Coordinator
 - k) One member of the business community
 - l) Four youth members comprised of three High School & one Middle School
 - m) Two members at large to be selected by the membership
 - n) Two youth at large members to be selected by the membership
2. Term of Office for the Advisory Board shall be a two year term.
3. Resignation: If a duly appointed Advisory Board member is unable to complete his/her term of office for any reason, he/she shall submit a written resignation to the Secretary of the Advisory Board specifying the effective date of and the reason for the resignation.
4. Removal: Any director may be removed from the Advisory Board in any meeting of the board at which a quorum is present, by a vote of two thirds (2/3) of the voting members of the Advisory Board. Whenever removal of a board member is to be considered at a Board meeting, notice of that meeting must expressly include notice that the meeting will consider removal of a member of the Advisory Board.
5. Filling Vacancies: If a duly appointed member of the Advisory Board should for any reason resign or be ineligible (including a death or disability) to hold office as prescribed within these Bylaws, his/her appointment shall be filled through appointment by a recommendation to the Advisory Board by the President. The Advisory Board must approve by a majority vote.
6. Non-voting members shall include employees and/or independent contractors employed to coordinate, supervise or execute the approved activities of the HCHY, or others, and shall be appointed by the Advisory Board.

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C. Executive Committee & Officers of the Advisory Board

1. The principal Officers of the Advisory Board shall be a President ideally or, two people serving as, and sharing equally in, the responsibilities of the position of Co-Presidents, (hereafter referred to as President), Vice-President, Secretary, Treasurer, and two youth representatives. These officers must be selected from among the members of the Advisory Board, so that they are voting members of the Advisory Board.
2. Nominations: A nominating committee shall consist of five members: four board members and one member-at-large and shall be selected by the Advisory Board. The chairperson shall be one of the four board members and shall be appointed by the president. The nominating committee shall be responsible for presenting the Advisory Board slate in writing to the general membership prior to the annual organizational meeting. ***No member of the nominating committee may be nominated as an executive officer of the Advisory Board. (NEW)*** Written consent must be submitted by each candidate. Additional nominations may be made from the floor provided the written consent of each candidate has been obtained before his/her name is placed into nomination. ***The election shall be by ballot, provided that when there is but one nominee for each office, the secretary may be instructed to cast the ballot for each nominee. A majority of those qualified to vote shall constitute an election. Absentee or proxy voting shall not be permitted. (Moved to C.3)***
3. Election and Term of Office: the Officers of the Advisory Board shall be elected ***for a two year term (NEW)*** by the General Membership at the Annual Organization Meeting in May. ***The election shall be by ballot, provided that when there is but one nominee for each office, the secretary may be instructed to cast the ballot for each nominee. A majority of those qualified to vote shall constitute an election. Absentee or proxy voting shall not be permitted. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. (Moved from C.2)***
4. Removal: any Officer elected or appointed by the Advisory Board may be removed by the Advisory Board whenever in its judgment the best interests of the HCHY would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed. Removal must be by a two thirds vote (2/3) of the Advisory Board.

Article III - COMMITTEES

A. Committee of the Whole

The Advisory Board of the HCHY shall act as a Committee of the Whole when transacting official business.

B. Executive Committee

The Executive Committee of the HCHY shall consist of the current standing Officers.

C. Standing Committees

Standing Committees are listed herein. The President shall designate the Chairperson/s thereof annually, after the President's election at the Annual Meeting. The President and Vice President shall be ex-officio members of each standing committee. The standing committees shall promote the interests and objectives of the HCHY. They shall be:

1. Best Practices - to identify and investigate successful community development initiatives
2. By-laws – to review and recommend amendments to the general membership

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3. Community Resources - to develop a visual map of current resources; develop an effective communication network; expand HCHY membership; identify opportunities for intergenerational connections and dialogue.
4. Community Standards - to identify shared community values and beliefs
5. Mentoring - to develop and implement a community youth mentoring program
6. Strong Families - to develop and expand opportunities which allow Livingston families to succeed; intentionally creating "*strong youth, strong families, strong community*" (YMCA)
7. Youth/Teen Centers - to identify and develop action plans and viable proposals for community youth/teen centers and other facilities for use by youth and teens.

The President and the Advisory Board can appoint ad-hoc committees as deemed necessary.

ARTICLE IV - DUTIES OF OFFICERS AND ADVISORY BOARD

A. President

The President shall preside at all meetings of the Advisory Board and General membership, shall sign all documents ordered or required to be executed by the Advisory Board, and shall enforce these rules and regulations and perform all other duties pertaining to the office of presiding president. The President will not vote on any issue unless there is a tie. The President will cast a vote to break a tie. In the event of Co-Presidents, one person shall be designated as the voting member at the organizational meeting.

B. Vice-President

In the absence of the President or upon direct invitation for a specific assignment delegated by the President, the Vice-President shall preside at the meetings of the Advisory Board and General Membership and shall sign all documents ordered or required to be executed by the Advisory Board.

C. Secretary

The Secretary shall keep a file of all minutes, reports, communications and documents relating to the business of the Advisory Board and General Membership and shall perform other duties as may be required by the Board. The duties of the secretary may be discharged by assistants acting under his/her supervision and direction.

D. Treasurer

The Treasurer shall receive all monies of the HCHY, keep an accurate record of receipts and expenditures, and pay out local funds only as authorized by the Advisory Board. The Treasurer shall present a statement of accounts at every meeting of the HCHY and a full report at the final meeting of the year. The Treasurer's accounts shall be examined annually by an auditor or auditing committee before the end of the fiscal year. The auditor, certifying that the Treasurer's Annual Report is correct, shall sign a statement to this effect at the end of the report. The auditor shall be appointed by the President at least two weeks prior to the first meeting of the school year.

E. Youth Representative

The Youth Representative shall be a Middle School or High School student residing in Livingston.

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F. Individual Members

All individual members of the Advisory Board may be invited, selected or requested to attend all regularly scheduled meetings.

G. Advisory Board

The Advisory Board will be responsible for the hiring and supervision of all employees and/or independent contractors. The Advisory Board will approve all actions involving solicitations of gifts, grants, and donations and will be responsible for approving all programming, events, and publications bearing the name, support, and/or inclusion of the HCHY.

H. Indemnification and Insurance of Directors and Officers

HCHY shall indemnify Indemnified Persons who were or are a party, or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, against expenses of responding to the action (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnified Person in connection with the action, suit or proceeding to the fullest extent permissible under the New Jersey Revised Nonprofit Corporation Act or the indemnification provisions of any successor Act. The foregoing rights of Indemnification shall not be exclusive of any other rights to which any such person shall be entitled otherwise than under these By-Laws. These rights of Indemnification shall continue as to a person who has ceased to be an Indemnified person, and shall inure to the benefit of the heirs, executors and administrators of Indemnified persons." Indemnified Persons" in this section shall mean an individual who is or was an officer, director or employee of HCHY or an individual who, while an officer, director of HCHY, is or was serving at HCHY's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise as defined in the New Jersey Nonprofit Corporation Act or successor Act.

HCHY may purchase and maintain insurance (and pay the entire premium therefore) on behalf of any person who is or was an officer, director or employee of HCHY against any liability asserted against the person, regardless whether HCHY would have the power to indemnify the person against such liability under the provisions of the New Jersey Revised Nonprofit Corporation Act or any successor Act, or other state or federal statutes.

ARTICLE V - METHODS OF OPERATION

A. Adoption of Bylaws

Bylaws governing the internal affairs of the HCHY shall be adopted by the majority vote of the general membership.

B. Amendment or Suspension of Bylaws

Bylaws of the HCHY may be amended, suspended or revoked by a majority vote of a quorum of the general membership.

C. Review of By-Laws

Bylaws shall be reviewed bi-annually.

D. Control of Funds

1. The HCHY may solicit and/or receive funds by gift, grant, devise, bequest or otherwise, and from any private or public sources, personal or real property.

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2. The HCHY may hold, administer, use, and apply the principal and/or income of the same in accordance with the directions and intent of the donor or donors of such property, or, in the absence of such directions, as the HCHY may deem best from time to time, for the promotion of its stated purposes.
3. The Treasurer shall receive all funds designated to the HCHY and authorize all documents for payment. All checks shall be signed dually by the President and Treasurer.
4. The Advisory board can approve expenditures up to \$2,000.00. Any expenditure over \$2,000.00 must be approved by the membership.

E. Meetings

1. ***General Membership***: A minimum of four regular meetings a year shall be held (one each quarter); the first in September, a final meeting in May, and the remaining meetings to be scheduled at the discretion of the President.
2. ***Advisory Board***: Meetings shall be held when deemed necessary by the president or any standing officer of the Advisory Board.
3. ***Annual Organization Meeting***: The annual Organization Meeting shall be held in May of each calendar year. The Advisory Board shall be elected from the members of the HCHY and serve until the following Organizational Meeting.

F. Parliamentary Procedure

Roberts Revised Rules of Order shall be the guide of the Advisory Board in all matters of procedure not specified.

G. Quorum

No business shall be considered by the Board at any meeting at which the required quorum is not present. The only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Advisory Board Meetings: Thirty percent (30%) of the members of the Advisory Board shall constitute a quorum.

General Membership Meetings: Fifteen members in good standing shall constitute a quorum for any meeting of the membership.

H. Fiscal Year

The fiscal year of the corporation shall begin on the first day of September in each year and end at midnight on the thirty-first day of August of the following year.

I. Vote of Confidence

The President shall have the right to exercise a vote of confidence when deemed necessary. A vote of confidence is the process of polling the Executive Committee when a decision must be made immediately. Financial commitments are limited to \$500.00. The action taken on such occasions shall be reported to the Advisory Board at its next meeting.

REVISED: May 5, 2007