

**BYLAWS OF THE
HAMILTON PARK NEIGHBORHOOD ASSOCIATION
(A New Jersey Nonprofit Corporation)
Adopted May 4, 2016**

ARTICLE I. CORPORATE NAME.

The name of this corporation is the Hamilton Park Neighborhood Association, Inc. (hereinafter the "HPNA").

ARTICLE II. PURPOSES AND POWERS.

Section 2.01 Powers.

The HPNA shall have all powers contemplated by Title 15A of the New Jersey Nonprofit Corporation Act.

Section 2.02 Purpose

The purpose of the HPNA is to:

- a. provide a forum for members to report, learn about, consider, take positions on, and act on issues of local concern, including all of Downtown Jersey City, and, where appropriate, the entire city and state. Nothing in the purpose described herein is intended to, nor shall be deemed to include or involve political campaigning, which the HPNA expressly acknowledges and understands that it cannot, as a 501(c)(3) organization, engage in;
- b. serve as members' liaison to other organizations, to government agencies and others;
- c. provide advocacy and representation to the residents of the "Hamilton Park Neighborhood" as defined in Section 4.01(a);
- d. foster community among residents of the area;
- e. promote a cleaner and safer neighborhood;
- f. assist in upgrading Hamilton Park, Enos Jones Park, and its immediate environs.

Section 2.03 Non Profit Status

The HPNA is registered as a 501(c)(3) tax-exempt, non-profit organization as of December 2014.

The HPNA was incorporated under the New Jersey Nonprofit Corporation Act in June of 1987. The Corporation is the successor of the Hamilton Park Neighborhood Association (the "Association"), an unincorporated membership association formed in January 20, 1975. HPNA succeeded to all assets and liabilities of the Association in June of 1987.

Section 2.04 Distribution Upon Dissolution

Upon dissolution or other termination of HPNA, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the members, trustees, or officers of the HPNA . All such property and proceeds, subject to the discharge of valid obligations of the HPNA shall be distributed to any such organization as the majority of the Board of Trustees (hereinafter, the “Board”) may direct; provided, however, that any transferee organization, at the time of the distribution, shall qualify as an exempt organization under section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), and is a Jersey City community organization that has stated goals and purposes similar to those of the HPNA.

ARTICLE III. CODE OF CONDUCT.

In the interest of fostering a sense of community, all meetings will maintain an atmosphere of courtesy and civil conduct. When there is a disagreement of any kind, people will address each other with respect. An individual’s presence at a meeting indicates acceptance of this policy. Anyone, including Board Trustees, members of any membership class, and non-members, whose words or actions go against this policy, may be required to leave a meeting at the request of the majority of the Board present. In addition, any non-complying members may be subject to suspension or termination of membership.

ARTICLE IV. MEMBERSHIP

Section 4.01 Eligibility for Membership.

Any individual is eligible to become a member of the HPNA (referred to hereinafter as a “Member”), provided that the person:

Is a resident within the boundary of the “Hamilton Park Neighborhood”, which is defined as spanning from:

- Henderson Street/Marin Blvd. on the east;
 - Newark Ave./The NJ Turnpike extension overpass on the west;
 - Sixth Street on the south
 - Twelfth Street on the north;
- a. Is eighteen (18) years of age or older; and
 - b. Pays the annual membership dues set by the Board.

Section 4.02 Voting Rights.

All Members in good standing regardless of their record of attendance at prior meetings, will be entitled to one (1) vote on each issue, with the following exceptions:

Only Members who have attended three (3) regular meetings in the twelve (12) month period prior to, and including, the meeting during which the vote is taking place (“Eligible Members”), may vote on the following issues:

- a. The spending of HPNA funds in excess of \$2,000.00
- b. The election, suspension, removal, or appeal of and Trustees or Members;
- c. Any change to the HPNA bylaws (referred to hereinafter as the “Bylaws”).

Section 4.03 Suspension or Termination of Membership.

Any Member of the HPNA may be suspended or terminated from membership in the organization for cause if such member is determined to have acted in a manner detrimental to the wellbeing of the HPNA or its membership and/or acted contrary to one or more of the purposes of the HPNA, including continued disruptive or uncivil behavior.

(a) **Removal By Membership.** If the membership desires to terminate a Member from membership in the HPNA, two-thirds (2/3) of the Eligible Members present at a General or special meeting must vote for the termination, and, further, the meeting must have at least fifteen (15) Members present. The Member in question shall not vote and may not be present for the vote on his or her termination.

(b) **Removal By the Board.**

Any Member may have his or her membership terminated by a two-thirds (2/3) vote at any general or special meeting of the Board for cause. If not present when the matter is voted upon, the Board must send written notice (which includes e-mail notification) of the vote to the Member whose termination is being sought. The Member in question shall not vote and may not be present for the vote on his or her termination. The Member shall be considered formally notified fourteen (14) days after the notification is sent, regardless of whether or not that Board Trustee termination to the notification.

Any Member is entitled to appeal his or her termination by the Board to the general Members. At the expelled Member’s request, the appeal will be added to the agenda of the next regular Membership meeting which must occur at least thirty (30) days after the Member was notified of his or her termination. In connection with said appellate procedure, the Member will be restored to his or her active status provided that 2/3 of the Eligible Members present at the meeting wherein the appeal is addressed approve his/her reinstatement.

Section 4.04 Status of Non-Members.

Non-members are encouraged and invited to attend meetings of the Members of the HPNA. Non-members may speak at all regular and special membership meetings, but they may not vote. At any time, the President of the Board may call for a closed session, and any or all non-members may be excluded, and provided further that if the cause for the closed session is an action requiring that only Eligible Members vote, any or all non-Eligible Members may be excluded. By majority vote of the Members present, a non-member may have his or her right to attend meetings suspended or revoked.

ARTICLE V. MEETINGS OF THE MEMBERS.

Section 5.01 General Meetings.

General meetings of the Members of the HPNA (“General Meetings”) shall be held no fewer than six (6) times a calendar year, on the first Wednesday of the month when possible, and at a place and time to be determined by the Board.

Section 5.02 Annual Meeting.

The HPNA shall hold an annual meeting (the “Annual Meeting”), which may be one of the regular meetings, for the purposes of electing Board Trustees and Officers.

Section 5.03 Special Meetings.

A special meeting (hereinafter, “Special Meeting”) of the members may be called by the President, or by the Board, or by at least five (5) Eligible Members who sign a petition that states the purpose of the meeting. The petition must be hand delivered or emailed to any Board Trustee of the HPNA. Business discussed at Special Meetings shall be limited to the matter for which the meeting is called.

Section 5.04 Notice of Meetings.

Notice of any HPNA public meetings shall be deemed to be given to the HPNA Members by way of the delivery of HPNA’s electronic newsletter to Members at least four (4) days in advance of the meeting, and by a public posting of the date, time, and location of the meeting on the physical message boards located within Hamilton Park. Notwithstanding the foregoing, a Member will be deemed to have waived notice of a meeting by signing the attendance sheet presented at each meeting.

Notice of any HPNA Special Meetings, shall be deemed given if delivered through the methods listed above and given at least two (2) days in advance of the meeting.

Section 5.05 Manner of Acting.

- a. **Quorum.** At least ten (10) Members must be present at either a General or Special Meeting to constitute a quorum for a valid meeting or for the purpose of voting. For all voting, at least two of the voting Members must be Board Trustees.
- b. **Voting.** An act of the Members is carried by majority vote except for: (1) the suspension, expulsion, or reinstatement of an individual from any Membership class; (2) the removal of a Board Trustee ; and (3) changes to the Bylaws, all of which are carried by two-thirds (2/3) of the Members present who are eligible to vote on those issues. The outcome and final tally of all votes passed by the membership will be a matter of public record and will be recorded in the minutes of the meeting.
- c. **Participation.** A Member must be present to vote. Members must sign the meeting attendance sheet during the general meeting in order to be counted for voting eligibility purposes.

Section 5.06. Procedures.

All meetings will be conducted according to the parliamentary procedure of the latest revised edition of Robert’s Rules of Order in all areas not covered by the Bylaws. This can be suspended at the beginning of, or during, a particular meeting by a majority vote.

ARTICLE VI. BOARD OF DIRECTORS

Section 6.01 Composition

There shall be at least three (3) but no more than eleven (11) members of the Board of Trustees (the “Board”), with a maximum of one Appointed Board Member. Every Officer of the HPNA shall also be a Board Trustee.

Section 6.02 Eligibility.

Any Member of the HPNA in good standing that has attended at least three (3) meetings in the twelve (12) month period prior to, and including, the meeting during which the election is held may be elected to the Board.

Section 6.03 Conflicts of Interest

The Board of Trustees shall from time to time by resolution adopt policies and procedures regarding potential dual, conflicting or incompatible interests of trustees, officers, and employees (or contract personnel) and members of the immediate families of such trustees, officers, employees and contract personnel. The policies and procedures shall include, but shall not be limited to, a procedure for reporting interests of such trustees, officers, employees and contract personnel annually and every time there is a decision under consideration in which such a person may have an interest.

Section 6.04 Compensation.

Trustees shall serve without compensation, but reasonable expenses incurred may be reimbursed when expended for and in the interest of HPNA and approved by the Board. "Reasonable" herein shall not exceed fifty dollars per month (\$50.00) per month without prior approval of the Board. These expenditures will be included in the Treasurer's report.

Section 6.05 Powers and Responsibilities.

The affairs of the HPNA shall be managed by the Board in accordance with the requirements of the HPNA Certificate of Incorporation, the Bylaws, and the will of the membership as expressed by its vote. The Board, in its discretion, may approve beyond the approved operating budget expenditures up to a maximum of \$500.00 per item, with the sum of all items for one month not to exceed \$1000.00.

Every Board Trustee's responsibilities with respect to the HPNA will include, but are not limited to:

- a. Reading, becoming familiar with, understanding, and complying with the terms of the governing documents of the HPNA, *e.g.*, the Certification of Incorporation and the Bylaws;
- b. Acting in good faith to advance the purposes of the HPNA;
- c. Attending at least two-thirds (2/3) of General Meetings and at least two-thirds (2/3) of Board Meetings (as defined herein). The Board is empowered to excuse Trustees from attendance for a reason deemed adequate by the Board;
- d. Responding to questions posted electronically to the Board's Message group within a timely manner;
- e. Planning, organizing, and publicizing at least one (1) HPNA neighborhood event and attending and actively participating in at least two (2) additional HPNA neighborhood events on an annual basis.

No Board Trustee may, in the name of the HPNA, take any public action including, filing a lawsuit or complaint, or issuing press statements without first obtaining the approval of a majority of Board Trustees at a regular or special meeting. Board Trustees may, however, communicate with governmental entities and other agencies as needed in furtherance of regularly conducted HPNA business, including, but not limited to those agenda items that have been approved at the Annual Meeting or at other HPNA Board meetings.

In no event shall a Board Trustee, under any circumstance whatsoever, take any action in the name of the HPNA which could be interpreted as participation in a campaign, whether directly or indirectly, on behalf of or in opposition to a political candidate.

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

Section 6.06 General Board Meetings.

There shall be at least six (6) regularly scheduled Board meetings per year (“Board Meetings”), with the goal that such meetings shall be held monthly as necessary and practical. The dates, times, and places shall be determined by the Board with the exception of the first meeting which must take place within six (6) weeks following the Annual Election. The purpose of the first Board Meeting is to formulate proposals for the HPNA’s activities for the forthcoming year and to review and evaluate the prior year’s activities. The President (as defined herein) will then report to the Members as the first order of business at the next general meeting. Written notice of Board Meetings shall be given to the Board Trustees at least five calendar (5) days prior to the meeting.

Section 6.07 Special Board Meetings.

A special meeting of the Board (a “Special Board Meeting”) may be called by the President or by any two (2) other Board Trustees. Whoever calls the special meeting must fix a reasonable time and place to hold the Special Board Meeting, but, in no event, shall any such meeting be held without adequate notice having been provided to all Board Trustees.

Section 6.08 Manner of Acting.

- a. **Quorum.** A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, whether general or special.
- b. **Voting.** Unless otherwise specified in these Bylaws, decisions of the Board shall be made by a majority vote of those Board Trustees present at any meeting. Voting electronically (“E-Voting”) is permitted via the Board’s message forum and other digital platforms for regular Board business. Decisions for E-Voting shall be made by a majority vote of all Board Trustees. In the event of an E-Vote, the voting period shall be open for three (3) days or until a majority vote of Board Trustees has been reached. Nothing herein shall be construed to permit electronic voting by general Members, as E-Voting is limited to use by Board Trustees for Board decisions.
- c. **Hung Board Decisions.** On the occasion that the Board is unable to make a decision based on a tied number of votes, the President, or only if not present or abstaining, then the Vice President shall have the power to swing the vote based on his/her discretion.
- d. **Participation.** Unless otherwise specified in these Bylaws, Board Trustees may participate in a regular or special meeting through the use of any means of communication by which all Board Trustees participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

Section 6.09 Trustee Election & Terms of Office.

Election of Trustees will be held at the annual meeting subject to Article VIII of these Bylaws. Trustees shall be elected for a two-year (2) term commencing immediately upon election and lasting until the annual election two years following. If a Board Trustee seat is vacant, a Trustee may be appointed by the Board to fill the vacancy. A Board Trustee appointed by the Board will serve the remainder of the year, or until a successor is appointed, elected and qualified.

Each of the Elected Board Trustees may serve on the Board for a maximum of four (4) consecutive years. After an absence from the Board for at least one (1) year, any individual may be elected to the Board again, including to any Officer position.

By two-thirds (2/3) vote of the Board Trustees, the Board may waive the one-year absence requirement for Trustees desiring to exceed the maximum consecutive Trustee term.

Section 6.10 Vacancy.

Any vacancy occurring in the Board due to death, resignation, removal, disqualification, or otherwise, may be filled by a majority vote of the remaining Board Trustees, though less than a quorum of the Board may exist. A Board Trustee appointed through election to fill a vacancy ("Appointed Board Trustee") shall remain a Trustee for the unexpired term of the predecessor or for a term of one year, whichever is less..

Section 6.11 Resignation.

A Board Trustee may resign at any time by providing written notice to the President or at least two (2) Trustees of the Board. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt by the President or the noticed Trustees of the Board.

Section 6.12 Removal of Board Trustees.

- (a) **Removal By Membership.** If the membership desires to remove a Board Trustee, two-thirds (2/3) of the Eligible Members present at a General or special meeting must vote for the removal, and, further, the meeting must have at least fifteen (15) Members present.

- (b) **Removal By the Board.** Any Officer and/or other Board Trustee may be removed by a two-thirds (2/3) vote at any general or special meeting of the Board for any reason. If not present when the matter is voted upon, the Board must send written notice (which includes e-mail notification) of the vote to the Board Trustee whose removal is being sought. The Board Trustee in question shall not vote on his or her removal and may not be present for the vote on his or her removal. The Board Trustee shall be considered formally notified fourteen

(14) days after the notification is sent, regardless of whether or not that Board Trustee responds to the notification.

Any Elected Board Trustee that has been elected by the members is entitled to appeal his or her removal by the Board to the general Members. At the Board Trustee's request, the appeal will be added to the agenda of the next regular Membership meeting which must occur at least fourteen (14) days after the Board Trustee was notified of his or her removal. In connection with said appellate procedure, the Board Trustee will be restored to his or her position provided that 2/3 of the Eligible Members present at the meeting wherein the appeal is addressed approve his/her reinstatement.

ARTICLE VII. OFFICERS.

Section 7.01 Officers.

The officers of the HPNA shall be: President, Vice President, Secretary and Treasurer. All references to "Officers" in these Bylaws shall refer to each of these Officers unless otherwise specified. The Officers shall perform the duties prescribed by these Bylaws. All Officers are deemed to be Board Trustees and therefore subject to all the provisions relevant to Board Trustees.

Section 7.02 Qualifications.

Any Trustee may serve as an officer provided he/she has served 1 year as a Board Trustee. Notwithstanding, the Board may, upon majority vote, waive the one-year requirement. There can only be one (1) Officer per household at any given time.

Section 7.03 President.

The President shall perform the duties commonly incident to the office of the president, including, but not limited to:

- a. Presiding over all membership and board meetings;
- b. As a Trustee of the Board, consulting with the Board on all matters relevant to the HPNA and act in concert with them on such matters;
- c. Entering into contracts and instruments of conveyance on behalf of the Board and the HPNA to the extent authorized by the Board and/or the members of the HPNA;
- d. In concert with the Treasurer, being responsible for seeing that all necessary federal, state and local income tax returns, or any other tax returns, are filed for the HPNA;
- e. Serving as ambassador in good faith to the community on behalf of the HPNA;
- f. Representing the HPNA in any Downtown Coalition of Neighborhood Association meetings and inviting any additional representative of the HPNA to accompany him/her, or appointing an HPNA Member to go if neither the President nor any Board Trustee can attend.

Section 7.04 Vice President

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President will perform the duties of, and exercise all the powers of, the President, subject to the same restrictions. Additionally, in concert with the Secretary, the Vice President shall manage membership information and activities.

Section 7.05 Secretary.

The Secretary shall perform the duties commonly incident to the office of secretary including but not limited to:

- a. Communicate and give notice of meetings;
- b. Record and maintain all meeting minutes, attendance, and electronic votes;
- c. Maintain historical documents pertaining to the HPNA;
- d. Maintain current and accurate membership records;
- e. In the absence of the President and Vice President, or in the event of their inability or refusal to act, the Secretary will perform the duties and exercise all the powers of the President, Vice President, and Treasurer, subject to the same restrictions.

Section 7.06 Treasurer.

The Treasurer shall have charge of the funds of the corporation, except for such funds as the Board of Trustees may designate; shall see that an accounting system is maintained that will give a true and accurate accounting of the financial transactions of the corporation; and shall render reports from time to time as requested by the Board of Trustees of his or her activities and the financial condition of the corporation. The Treasurer shall be responsible for all records and filings related to the finances and the presentation of the Annual Budget. Quarterly, the Treasurer, will provide a Financial Report to the HPNA. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board of Trustees. In the event that HPNA receives a charitable pledge requiring the use of an escrow account, the Treasurer shall be the Escrow Agent for the funds which will be deposited in an escrow account at the HPNA's regular bank. In the absence of the President, Vice President, and Secretary or in the event of their inability or refusal to act, the Treasurer will perform the duties and exercise all the powers of the President and Vice President, subject to the same restrictions.

Section 7.07 Election & Terms of Office.

Election of officers will be held at the annual meeting. Officers shall be elected for a one-year (1) term commencing immediately upon election until the next annual election in December of the following year. Term of Board Trustees shall coincide with their term as Officers. No officer may serve in the same Officer position consecutively for more than two (2) years.

By two-thirds (2/3) vote of the Board Trustees, on a case by case basis, the Board may waive the two-year term restriction on a Trustee serving in the same Officer position.

Section 7.08 Vacancy.

In case of vacancy in an officer position, the Board shall fill such vacancy for the unexpired term of such officer in accordance with policies and procedures adopted by the Board.

Section 7.09 Resignation.

An Officer may resign at any time by providing written notice (which shall be permitted to include, for this section only, electronic mail), to the President or at two (2) Board Trustees, Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt by the President or the noticed members of the Board.

Section 7.10 Removal.

See section 6.10.

ARTICLE VIII. ELECTION PROCEDURES OF THE BOARD.

Section 8.01 Schedule.

- a. Board Trustees will be elected at the annual meeting of the membership.
- b. New Board Trustees begin their term at the end of the annual meeting.
- c. The outgoing Board Trustees must arrange an orderly transfer of updated records to the newly elected Board Trustees within two (2) weeks of the election.
- d. The Treasurer must, within two (2) weeks after a vote, transfer checks and financial records to the newly-elected Treasurer, who must arrange for new signature cards at the Bank where the HPNA's account is kept.

Section 8.02 Election Officer.

During a regular meeting preceding the annual meeting, the President will supervise the election of an "Election Officer", who will be nominated from and elected by a majority vote of the members present. Within five (5) days of that meeting, the Vice President will give the Election Officer a list of members who are eligible to be nominated. The Election Officer must be a Member of the HPNA and cannot be a candidate for any HPNA office while serving as the Election Officer.

Section 8.03 Nominations.

Upon election, the Election Officer will immediately receive names of nominees from the membership. Other members may be nominated if the nomination is placed in writing and received via mail or email by the Election Officer at least ten (10) days prior to the annual meeting.

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

Section 8.04 Procedures.

The Election Officer will conduct the election. He/she will announce the names of all persons nominated for each office prior to distributing ballots. The voting will be done by secret ballot at the meeting. The Elections Officer will tabulate all votes and announce the results immediately.

If no candidate achieves a majority vote for an office, the Election Officer will hold a runoff election immediately between the two (2) people with the most votes. If there is still a tie, the outgoing Board will decide the outcome by way of a majority vote. If there is only one nominee for any of the positions, the Election Officer will announce that fact during the meeting and at the end of the meeting the President will announce the names of the members of the new Board who take office without contest. There can be no vote by proxy, by mail or through cumulative voting for the Board elections.

ARTICLE IX. COMMITTEES

Section 9.01 Standing Committees/Executive Committee.

The Board reserves the right to create or disband any committees it deems necessary in the interests of the HPNA. The creation of such committee(s) shall be by a majority vote of the Board.

Persons who are not members of the Board of Trustees shall be eligible to serve on committees other than the Executive Committee; provided, however, that a committee that is not composed entirely of trustees shall not exercise the power or authority of the Board of Trustees in the management of the corporation's business and affairs, but may perform its functions under the direction of the Board. All committee chairs and members shall be nominated by the President and elected by the Board of Trustees for a one (1) year term (or until their successors are duly elected), and there shall be no limit on the number of terms served. Any committee member may be removed at any time by vote of a majority of the Trustees then in office. The Board of Trustees may designate one or more qualified individuals as alternative members of any committee who may replace an absent or disqualified member at any meeting of the committee.

Section 9.02 Audit Committee

The Board of Trustees shall elect an Audit Committee consisting of at least three (3) Board Trustees and such other qualified individuals as the Board of Trustees may determine. The Audit Committee shall (i) recommend to the Board of Trustees the retention and termination of, and all compensation furnished to, the corporation's independent accountants and/or auditors; (ii) review and discuss the corporation's financial statements (and issues encountered in the preparation of financial statements and related materials) with the independent auditors and staff; (iii) review on a continuing basis the adequacy of internal controls; and (iv) perform such other duties as determined from time to time by the Board of Trustees.

The President shall be a non-voting member of the Audit Committee and shall not be counted in determining the presence of a quorum of such committee.

ARTICLE X. FINANCES AND PROCUREMENT OF INSURANCE

Section 10.01 Fiscal Year

The fiscal year for the HPNA shall be the calendar year, or as otherwise determined by the Board.

Section 10.02 Insurance

The Board will maintain insurance on behalf of any agent of HPNA (including a Board Trustee, Officer, other Member, employee or other agent of HPNA) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not HPNA would have the power to indemnify the agent against such liability under the Certificate of Incorporation, these bylaws, or provisions of law.

ARTICLE XI. LIMITATIONS

Section 11.01 No Private Benefit.

No part of the net earnings of the HPNA shall inure to the benefit of, or be distributable to, its Members, Board Trustees, Officers, or other persons, except that the HPNA shall be authorized and empowered to pay reasonable compensation for services rendered to the HPNA and to make payments and distributions in furtherance of the purposes set forth herein.

Section 11.02 Merger, Consolidation and Sale of Assets

The HPNA, upon the vote of two-thirds of the eligible voting members, may elect to merge or consolidate with another New Jersey nonprofit corporation sharing the same goals as the HPNA; provided such an action is permitted by statute.

In no event may HPNA merge or consolidate with a for-profit Corporation.

Section 11.03 Donations

(a) Donations from the HPNA

Donations from the HPNA general funds to a third-party non-profit organization should be related to activities and events impacting downtown Jersey City. No single third-party non-profit organization entity shall receive more than \$500.00 in any twelve-month period without a majority vote of the Members. However, money raised through an HPNA-sponsored event primarily for a specific donation to a third-party non-profit organization shall not be restricted.

(b) Donations to the HPNA

Charitable pledges received by HPNA above \$50,000 shall be held in escrow on behalf of the HPNA. The funds shall be kept in an interest bearing account at HPNA's regular bank. The HPNA Treasurer shall be the Escrow Agent for such charitable pledges, unless an outside agent is required under the Charitable Pledge. Expenditures of any HPNA funds, including funds held in escrow, remain subject to the requirements of Section 4.02(a).

Section 11.04 Political Activity.

The HPNA will not endorse any candidate for political office, nor in any way use the HPNA resources for or against any candidate for political office.

Section 11.05. Limitations on Lobbying.

No substantial part of the activities of the HPNA shall be carrying on of propaganda, and the HPNA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under Internal Revenue Code of 1954, as amended.

Section 11.06. Compliance with Laws.

The HPNA shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law) or (b) under 179(c)(2) of the Internal Revenue code of 1954, as amended (or future United States Internal Revenue law).

Section 11.07. Non-Discrimination.

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

ARTICLE XII. AMENDMENTS OF BYLAWS AND CERTIFICATE OF INCORPORATION.

Amendments to these Bylaws can be proposed by all eligible members. Amendments shall be made only: (1) after membership notice of a meeting to vote on proposed Bylaw amendments is sent to members via the newsletter and/or email within 21 days of the amendment being proposed; and (2) upon a 2/3 majority vote of the members present and eligible to vote at the next Member meeting held after the amendment(s) is (are) proposed.

ARTICLE XIII. INDEMNIFICATION

Section 13.01 Non-Liability of Directors and Officers.

The Directors and Officers shall not be personally liable for the debts, liabilities, or obligations of the HPNA.

Section 13.02 Indemnification by HPNA of Board Trustees of Officers.

HPNA shall indemnify a Board Member, Officer, employee or agent of HPNA against reasonable costs, disbursements, counsel fees and liabilities in connection with any proceeding involving such Director, Officer, employee or agent of HPNA because of that person's present or former capacity as a Board Member, Officer, employee or agent of HPNA in the manner, and subject to any conditions, prescribed by the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A:3-4, or corresponding section of any future New Jersey Act, to the extent of HPNA's relevant insurance coverage. Such person, however, shall not be indemnified where the action or proceeding is based upon or arises out of his own intentional misconduct or gross negligence in the performance of his duties on behalf of HPNA.