

# **BYLAWS**

## ***of the***

HEALTHY COMMUNITY • HEALTHY YOUTH® INITIATIVE LIVINGSTON, INC

### **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 has been 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 3 Troy Drive, Livingston, NJ 07039. The HCHY may also have offices at such other places as the Advisory Board from time to time may determine. The legal address of the HCHY shall be Walter LeVine, Esq. 23 Vreeland Road, Suite 102 Florham Park, NJ 07932

#### **C. Structure**

The HCHY operates as a tax-exempt organization under Section 501(c) (3) of the Internal Revenue Code and the Regulations there under 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.

The role of HCHY is to network, seed and/or develop community youth-focused programs. Continuing projects and programs will be facilitated by HCHY member organizations and/or independent committees.

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 intention 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
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. Local Youth Groups
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 **20** voting members, 16 of whom are appointed by their member organization and 4 unaffiliated at-large members. Organizational members are appointed by their inherent member organizations; at-large members are appointed by the HCHY General Membership. The membership of the Advisory Board will consist of the following:
  - a) One representative from the Town Council
  - b) Two representatives from the Livingston Public Schools
  - c) One member from the Clergy
  - d) One member Livingston Vision 20/20 committee
  - e) One member 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 Livingston High School Community Action Club members and one HCHY Middle School Member
  - m) Two members-at-large to be selected by the HCHY General Membership
  - n) Two youth at-large members to be selected by the HCHY youth membership

In the event of a change to an existing organization, the Advisory Board shall appoint a new organization for Advisory Board membership

2. Term of Office for the Advisory Board shall be at the discretion of the member organization upon an annual review.
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 the resignation.
4. Removal: Any Advisory Board member may be removed from the Advisory Board in any meeting of the board at which a quorum (defined as 50% plus one) is present, by a vote of two thirds (2/3). 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 the inherent member organization within three months.
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.

**C. Executive Committee & Officers of the Advisory Board**

1. The principal Officers of the Advisory Board, hereby known as the Executive Committee 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 Executive Committee 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. 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.
3. Election and Term of Office: The Officers of the Advisory Board shall be elected for a two year term by the General Membership at the Annual Organization Meeting and shall remain in office until their successors are elected and assume office. No officer shall be eligible for consecutive terms in the same office unless no other suitable candidate can be found. 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.
4. Removal: Any Officer elected or appointed by the Advisory Board may be removed by a recommendation of the Advisory Board to the General Membership whenever in its judgment the best interests of the HCHY would be served thereby. The recommendation must be approved by a majority of the General Membership qualified to vote at a scheduled meeting. Absentee or proxy voting shall not be permitted.

**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. Bylaws Committee– to review and recommend amendments to the General Membership
2. Financial Committee – to oversee the day-to-day and yearly expenses and expenditures of HCHY including financial forecasting and grant writing.

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 the Financial Committee and an independent auditor appointed by the Advisory Board prior to 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 Treasurer shall be a member of the Financial Committee.

##### **E. Youth Representative**

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

##### **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. HCHY@Livingston Executive Coordinator**

The Advisory Board shall annually appoint and directly supervise the HCHY Executive Coordinator. An annual review and recommendation concerning continued employment will be conducted and delivered to the Executive Coordinator prior to the Organization Meeting by a majority of the Advisory Board.

**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 Bylaws**

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.
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 may approve expenditures up to \$2,000.00. Any expenditure over \$2,000.00 must be approved by the General Membership.
5. The Executive Committee may approve expenditures up to \$500.
6. An independent CPA auditor will be appointed by the Advisory Board upon recommendation of the Financial Committee.

**E. Meetings**

1. General Membership: A minimum of three regular meetings a year shall be held. Additional meetings may 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 the spring of each calendar year. Through consultation with member organizations, the Advisory Board shall be named 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: Fifty percent (50%) plus one 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 General Membership.

**H. Fiscal Year**

The fiscal year of the organization shall begin on the first day of January in each year and end at midnight on the thirty first day of December 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. The action taken on such occasions shall be reported to the Advisory Board at its next meeting.

**Article VI - EFFECT OF BYLAWS**

These Bylaws shall take full force and effect upon the approval of revision by the General Membership.

The Bylaws shall be deemed severable. To the extent that any provision of the Bylaws shall have a negative effect on the tax exemption of HCHY, the same shall be deemed deleted ab initio.

**ARTICLE VII - INDEMNIFICATION AND INSURANCE OF TRUSTEES AND OFFICERS**

1. 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 Bylaws. 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 or 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.

2. 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 the any successor Act, or other state or federal statutes.

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**Pastor Leslie Martin, HCHY Advisory Board Secretary**

**ADOPTED: July, 2006**

**REVISED: May 5, 2007**

**REVISED: May 2, 2009**