

**BY-LAWS
OF
DOWNTOWN WEST ORANGE ALLIANCE, INC.**

ARTICLE I

Name and Incorporation

Section 1. Name The name of the corporation is Downtown West Orange Alliance, Inc. It is hereafter referred to as the "Corporation" throughout these by-laws.

Section 2. Purposes The Corporation shall be a nonprofit corporation organized under the laws of the State of New Jersey and its purposes are exclusively charitable and educational as set forth in the Certificate of Incorporation.

Section 3. Location The principal offices of the Corporation shall be West Orange Town Hall, 66 Main Street, West Orange, NJ 07052, or such other location as the Trustees, from time to time, may determine.

ARTICLE II

Members

Section 1. Members The membership of the Corporation shall be as follows:

a. The owners of real property within the West Orange Special Improvement District (the "District") and subject to an annual assessment pursuant to West Orange Ordinance #1534-98, as amended. Each taxable property, as determined by the West Orange Tax Assessor's Office, when the annual assessment has been paid, shall be entitled to one (1) vote.

b. Persons who are legal tenants of property within the District subject to the assessment and who have paid the annual assessment shall be entitled to one (1) vote.

c. Any business or organization through a designated representative, or individual interested in supporting the purposes of the Corporation may become a nonvoting ex-officio member by filing an application in such form as prescribed by the Board of Trustees and, if applicable, paying such dues as the Board of Trustees may establish.

Section 2. Honorary Members The Corporation may establish such classes of "membership," such as contributing members or honorary members, as the Board sees fit, but such persons shall not have the rights of members under the New Jersey Nonprofit Corporation Act.

ARTICLE III

Board of Trustees

Section 1. Number The Board of Trustees (the "Board") shall consist of eleven (11) voting members as follows:

- a. One Township Council Member who shall be appointed by the majority vote of the Township Council;
- b. Each Council Member and the Mayor shall appoint a trustee who either lives in the Township, works in the District, or owns property in the Township. All terms and appointments shall run concurrent

with the appointing official. In the event the appointing official's term ends (through election, resignation, or otherwise), the trustee's term also shall terminate. The new Council Member or Mayor filling the appointing official's position shall appoint a new trustee. Notwithstanding anything to the contrary, no trustee's term shall exceed four (4) years; however, a trustee may be re-appointed for additional terms.

- c. Four persons who either live in the Township, work in the District, or own property in the Township, to be elected at the annual meeting by the Members, will be trustees. Except as hereafter provided, these persons shall be elected for four (4) year terms. Two persons initially elected shall be chosen randomly to serve a two-year term and the other two persons a three-year term.
- d. The Township Planner shall be a nonvoting liaison between the Planning Department and the Corporation.

Section 2. Powers The Board shall have all powers and authority necessary for the management of the business, property, and affairs of the Corporation, to do such lawful acts and things as it deems proper and appropriate to promote the purposes and objectives of the Corporation. The Board may delegate, as may be necessary from time to time, responsibility for such business, property, and affairs to its officers and trustees. The Board also may hire or retain an Executive Director to carry out the day to day business affairs of the Corporation. Such Executive Director shall carry out his or her responsibilities in accordance with the direction of the Board. The Executive Director may seek the advice of, but shall not be empowered to follow the direction of any individual Trustee(s), Officer(s), the Planning Director, Mayor, or Council member(s) without such direction first having been ratified by a majority of the Trustees.

Section 3 Appointment and Election The initial Board shall be constituted as set forth in Section 1 herein. All subsequent appointments and elections of Trustees shall be in accordance with Section 1 herein.

Section 4. Resignation and Removal A Trustee may resign by submitting his or her resignation in writing to the Chair of the Board. If the resigning Trustee is an appointment, the appointing official shall make a new appointment to fill the remaining term of the resigning Trustee. If the resigning Trustee is elected, the remaining three elected Trustees shall appoint a replacement who either lives in the Township, works in the District, or owns property in the Township to fill the vacancy of the resigning Trustee until the next Annual Meeting, at which time a new Trustee will be elected to fill the remaining term of the resigning Trustee. A Trustee may be removed with or without cause by affirmative vote of two-thirds of the entire Board. Speech or other conduct by a Trustee detrimental to the best interests of the Corporation may subject the Trustee to removal. Failure to attend a majority of the official meetings is cause for removal. A determination to seek removal shall be within the sole discretion of a simple majority of the entire Board. A Trustee whose removal is to be considered shall receive at least two weeks' written notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

Section 5. Vacancies Vacancies among the Trustees shall be filled in accordance with the procedures set forth in Section 4 herein.

Section 6. Annual Meeting and Regular Meetings An annual meeting of the Members and the Board for the election, if any, of Trustees, and such other business as may come before the meeting shall be held in December each year upon not less than ten or more than sixty days' written notice of the time, place, and purposes of the meeting. An annual meeting of the Board immediately shall follow the annual meeting of the Members at the same place to elect (or re-elect) officers of the Executive Board and to take such other action as shall come before the meeting. The Board shall provide for additional regular meetings, to be held monthly, with such schedule prominently posted in Town Hall and published in the newspaper of record. Where required by law or ordinance, notices shall be published pursuant to the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq. .

Section 7. Special Meetings of the Board Special meetings of the Board for any purpose or purposes may be called at any time by the Chair or by any three Trustees. Such meetings of the Board shall be held on not less than two days' notice given personally or by telephone or electronically. Such notice shall specify the time and place of the meeting.

Section 8. Action Without Meeting The Board or any committee (as set forth in Article V herein) may act without a meeting if, prior or subsequent to such action, a simple majority of Trustees or committee members consent in writing to such action. Such written consents shall be filed with the minutes of the meeting.

Section 9. Meeting by Telephone & other Technology The Board or any committee (as set forth in Article V herein) may participate in a meeting of the Board or such committee, by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other.

Section 10. Quorum A simple majority of the Trustees present at a meeting shall constitute a quorum of the Board for the transaction of business. The act of the majority of the Trustees at a meeting at which a quorum is present shall be the act of the Board (except, in the event the Board is voting on any amendment to these by-laws or the Certificate of Incorporation, then the act of a simple majority of the entire Board shall be required). From time to time, the Chairman may call for a vote on an issue by Email. Each Member shall be sent the appropriate information needed to appropriately review the issue. Sufficient time must be allotted for each member to review the documents and/or information before closing the vote.

Section 11. No Compensation All Board members shall serve on a volunteer basis and none will receive any form of compensation for service on the Board. By the act of a simple majority of a quorum, however, reasonable and necessary expenses may be authorized for any Trustee to carry out the business of the Corporation. Such expenses will be reimbursed upon presentation of appropriate receipts of expenditures.

Section 12. Disclosure of Conflicts Each Trustee shall disclose any and all business interests in which he or she may be involved, or have the ability to affect, in the District. A Trustee shall recuse him/herself from considering and voting on any contract or direct expenditure to the Trustee, his/her business, or any family member's business. No contract or other transaction between the Corporation and one or more of its Trustees, or between the Corporation and any other corporation, firm, association, or other entity in which one or more of its Trustees are directors or officers, or have a substantial personal, professional, political, or financial interest, shall be approved by a vote of the Board, unless the material facts as to such Trustee's interest in such contract or transaction and as to any such common directorship, officership, or personal, professional, political, or financial interest are disclosed in good faith to the Trustees entitled to vote thereon, and such contract or transaction is authorized by a majority vote at a meeting at which a quorum is present. If a Trustee is unsure of a possible conflict, the Trustee shall identify the possible conflict and allow the Township Attorney to determine whether a conflict exists.

ARTICLE IV

Officers

Section 1. Titles/Qualifications The Officers of the Corporation shall include a President (Chair), a Vice President (Vice Chair), a Treasurer, and a Secretary. This group of Officers shall be known as the "Executive Committee."

Section 2. Election The Officers shall be elected from among the Trustees by the Trustees at the Annual Meeting of the Board, and shall serve for a term of one year and until their successors are elected.

Section 3. Duties The duties and authority of the Officers shall be determined from time to time by the Board. Subject to any such determination, the Officers shall have the following duties and authority:

a. The Chair shall be the chief executive officer of the Corporation, shall have general charge and supervision over and responsibility for the affairs of the Corporation, and shall preside at all Board meetings. Unless otherwise directed by the Board, all other Officers shall be subject to the authority and supervision of the Chair. The Chair may enter into and execute, in the name of the Corporation, contracts or other instruments not in the ordinary course of business that have been authorized, either specifically or generally, by the Board. The Chair shall have the general powers and duties of management usually vested in the office of president of a corporation. The Chair may delegate from time to time to any other Officer any or all of such duties and authority. The Chair (or any other Officer), however, shall not exercise any power or authority including, but not limited to, policymaking and other decisions exclusively reserved for action by the Board.

b. The Vice Chair shall have such duties and possess such authority as may be delegated to the Vice Chair by the Chair. In the Chair's absence or inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have the powers of, and be subject to all the restrictions upon, the Chair.

c. The Treasurer shall have custody of the funds and securities of the Corporation, and shall keep or cause to be kept regular books of account for the Corporation. The Treasurer shall perform such other duties and possess such other powers as are incident to the office or as may be assigned by the Chair or the Board.

d. The Secretary shall cause notices of all meetings requiring notice to be served as set forth in these by-laws, and shall keep or cause to be kept the minutes of all meetings of the Board. The Secretary shall perform such other duties and possess such other powers as are incident to the office or as may be assigned by the Chair or the Board.

Section 5. Resignation and Removal An Officer may resign from the Executive Committee by submitting his or her resignation in writing to the Chair, or in the case of the Chair, by submitting his or her resignation in writing to the Trustees. An Officer may be removed with or without cause by affirmative vote of two-thirds of the entire Board. Failure to attend a majority of official meetings is cause for removal as an officer and dismissal from the Board. Speech or other conduct by an Officer detrimental to the best interests of the Corporation may subject the Officer to removal. A determination to seek removal shall be within the sole discretion of a simple majority of the entire Board. An Officer whose removal is to be considered shall receive at least two weeks' written notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

Section 6. Vacancies Vacancies among the Officers shall be filled by appointment by the Board of Trustees. Officers thus appointed shall serve for the remainder of the vacated term.

Director

The Board of Trustees may employ a chief administrator of the Corporation, designated as Executive Director. The Director shall serve at the pleasure of the Board. The Board may delegate to the Executive Director the responsibility and authority for carrying out the policies that have been approved by the Board. The Director shall put in place appropriate procedures for the operation of the Alliance that ensures the Alliance meets its obligations under its Charter and Mission Statement.

ARTICLE V

Committees of the Board of Trustees

Section 1. General Provisions In addition to the Executive Committee (identified in Article IV), there shall be six standing committees of the Board: Marketing; Finance; Economic Revitalization; Visual & Streetscape Improvement; Fundraising, Promotion & Event Planning; and Personnel & Nominating. In addition to the provisions for standing committees, the Board, by resolution approved by a simple majority of those present at a meeting at which a quorum exists, may appoint from among the Trustees one or more committees of one or more Trustees (and may include Members who are not Trustees and Honorary Members, as defined in Article II), each of which, to the extent provided in the resolution, shall have and may exercise the authority of the Board, except that no such committee shall:

- a. make, alter, or repeal any by-law of the Corporation;
- b. appoint or elect any Officer or Trustee, or remove any Officer or Trustee; or
- c. amend or repeal any resolution previously adopted by the Board.

The Board, by resolution adopted by a simple majority of a quorum, may

- a. fill any Trustee vacancy in such committee;
- b. appoint one or more Trustees to serve as alternate members of any such committee, to act in the absence or disability of any Trustee(s) of such committee with all the powers of such absent or disabled Trustee(s);
- c. abolish any such committee at its sole discretion and pleasure; or
- d. remove any Trustee (or any Member who is not a Trustee) of such committee at any time, with or without cause.

A simple majority of each committee shall constitute a quorum for the transaction of business, and the act of a simple majority of a quorum present at a meeting shall be the act of such committee. Each committee shall appoint from among

its Trustees a chairperson, unless the resolution of the Board establishing such committee designates the chairperson, in which case, in the event of a vacancy by the chairperson, the Board shall fill the vacancy.

Actions taken at a meeting of any such committee shall be kept in the record of its proceedings which shall be reported to the Board at its next meeting following such committee meeting, except that, when a meeting of the Board is held within two days after the committee meeting, such report may be made to the Board at its second meeting following such committee meeting.

Section 2. Standing Committees Each Standing Committee shall be chaired by one or more Trustees. The function and scope of authority of each standing committee is as follows:

Organization Committee - This committee shall be responsible for the ongoing management and advocacy of the District. Added efficacious on partnership building with local groups and organizations. In addition to but not limited by the development of processes as necessary for the continued success of the District's mission. Duties include consensus building, volunteer recruitment and management and fundraising oversight.

Finance Committee – This committee shall be responsible for preparing the District's annual budget, and for reviewing and recommending (or not) to the Board significant monetary expenditures in furtherance of the purposes of the District. The Treasurer shall be the chair of the Finance Committee.

Personnel and Nominating Committee - The Executive board shall recommend to the Members the names of persons to be submitted for election as Trustees. At the regular Board meeting one month prior to the expiration of any elected term, the Nominating Committee shall submit a slate of candidates, which may be supplemented by or with nominations from other Members, for election to the Board. In addition, the Committee will be responsible for submitting names of qualified applicants to the Board for the position of Executive Director and for developing the criteria and process for conducting the search. The Committee shall serve in an advisory capacity to the Executive Director for all other employment matters regarding paid staff. The Committee shall also be responsible for the performance of the Executive Director according to the terms of her employment agreement and for making any recommendations for changes to said agreement to the Board for approval.

Marketing Committee – This committee shall be responsible for a unified, quality image of all downtown district activities through advertising of promotional events and special projects and providing oversight of the promotion committee. Publishing at least quarterly a newsletter about the District and the Districts activities, publishing a District business and restaurant directory, developing a public relations campaign to promote the District and maintaining an Internet website.

Design Committee – This committee shall be responsible for an accessible, attractive, and coordinated aesthetic within the district. Among other things, continue to maintain current design guideline with the goal of guiding development and store façade improvements. Prepare and recommend to the Board for approval any contracts or contractors designed to improve and enhance the visual appearance, architectural styles, landscape, parking, vehicular circulation, pedestrian circulation, signage, lighting, planting & beautification, etc. within the District. Recommendations should include budget estimates for the costs of such improvements.

Promotion Committee - This committee shall be responsible for, among other things, engaging in all legal and legitimate fundraising activities, organizing and holding innovative and entertaining events and activities within the District, promoting the positive attributes of the District (e.g., its historical character; its cultural diversity; its varied business establishments, etc.), educating West Orange residents and residents of neighboring towns about the District and attracting more West Orange residents and residents of neighboring towns to the District.

Economic Development/Business Support– This committee shall be responsible for, among other things, identifying and exploring proven and innovative ways to retain and enhance existing businesses in, and to attract new businesses to, the District. This committee, through seminars, workshops, and other educational activities, will provide information and assistance to Members about how to improve their businesses, buildings, and properties.

ARTICLE VI

Checks, Deposits & Gifts

Section 1. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such specific Officers as from time to time shall be determined by resolution of the Board. In the absence thereof, such instruments shall be signed by an Officer and countersigned by any other Officer.

Section 2. Deposits All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 3. Gifts The Board or the Chair may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes, or for any specific purpose, of the Corporation.

ARTICLE VII

Fiscal Year, Annual Audit and Annual Report

Section 1. Fiscal Year The fiscal year of the Corporation shall be January 1st through December 31st of each year.

Section 2. Year End Financial Review The Corporation shall engage the services of a Certified Public Accountant to adjust the accounting records for purposes of preparation of a final accounting trial balance, accurate closing of books and preparation of required tax returns and charitable registration filing. For this purpose, the Corporation shall employ a certified public accountant of New Jersey. The annual report, tax return and charitable registration shall be completed and filed with the Mayor and Township Council within 180 days after the close of the fiscal year of the Corporation.

Section 3. Annual Report to the Municipality The Corporation, within sixty (60) days after the close of each fiscal year, shall make an annual report of its activities during that fiscal year to the Mayor and Township Council.

ARTICLE VIII

Adoption of and Amendment to By-laws

Section 1. Adoption and Amendments These by-laws may be adopted (at a single meeting by the act of a simple majority where a quorum is present), altered, amended, or repealed by the Board. Written notice of any such by-law change to be voted on by the Board shall be given not less than ten days prior to the meeting at which such change shall be proposed. The adoption of any subsequent change, to be effective, shall be approved at two (2) separate meetings by the act of a simple majority where three-quarters (3/4) of the entire Board is present at each meeting.

ARTICLE IX

Additional Provisions

Section 1. Dissolution Upon dissolution of the Corporation, after payment of all debts, no part of the remaining assets may be distributed to any Trustee, Member, or Officer of the Corporation, but shall be distributed for one or more exempt purposes in accordance with law, provided, however, that the distribution must be to another organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future federal tax laws, or to the United States, or a State or local government, for a public purpose. Any assets not so disposed shall be disposed by a court of competent jurisdiction of the county in which the principal offices of the Corporation is then located, exclusively for such purposes herein noted.

Section 2. Indemnification of Trustees and Officers The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by N.J.S.A. 15A:2-8 and N.J.S.A. 15A:3-4 (the New Jersey Nonprofit Corporation Act), and to the full extent otherwise permitted by law.

Section 3. Force and Effect of By-laws These by-laws are subject to the provisions of the New Jersey Nonprofit Corporation Act, (the "Act") and the Certificate of Incorporation as they may be amended from time to time. If any provision in these by-laws is inconsistent with a provision of the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

Section 4. Seal The Board shall provide a corporate seal which shall bear the name of the Corporation and such other device and inscription as the Board may determine, in accordance with law. The Board may change the form of the seal and inscription thereon at any time.