



**Trenton Council of Civic Associations**  
**Constitution and By-Laws**

Approved by TCCA Membership  
August 14, 2014

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## **ARTICLE I: NAME**

The name of this organization shall be the TRENTON COUNCIL OF CIVIC ASSOCIATIONS, hereinafter referred to as the "TCCA".

## **ARTICLE II: PURPOSE**

The TCCA has the sole purpose of improving the quality of life for the residents of the City of Trenton by supporting its member civic associations, fostering establishment of new civic associations, and supporting the Trenton Master Plan.

## **ARTICLE III: MEMBERSHIP, EXPECTATIONS AND VOTING**

### **SECTION 1: Civic Association Eligibility**

All Civic Associations in Trenton shall be eligible for membership in the TCCA if they meet the following criteria: They shall:

- be organized by residents of the City of Trenton,
- to serve a geographically defined area,
- be duly as constituted in non-sectarian, non-religious and non-partisan associations consisting of a group of individuals and organizations that join together to maintain, improve or address the areas or issues defined by the objectives of their association,
- have been in existence for a period of at least six (6) months prior to submitting an application for membership in the TCCA,
- have duly elected officers, conduct regular public meetings, have a constitution and/or bylaws which demonstrate the association's purposes,
- have a membership of at least six (6) members, and
- agree to abide by the By-Laws of TCCA.

Any Civic Association seeking membership in TCCA shall complete an application describing their organization to the President of TCCA who shall ask consent of the membership at the next regularly scheduled meeting for admission to TCCA. A simple majority vote is required for admission of a new civic association to TCCA.

### **SECTION 2: Associate Membership**

Any individual residing in Trenton may apply for membership as an associate member of the TCCA. Civic Associations not meeting the guidelines of Section 1 and Non-civic association organizations serving Trenton may also apply for membership as associate members of the TCCA. Associate Members shall not have voting rights within TCCA but may voice opinions and recommendations as may any citizen of Trenton. Associate Members or delegates of Associate Member Organizations may serve as full members of any TCCA Standing or Ad Hoc Committee.

### **SECTION 3: Expectations of Membership**

As a membership organization comprised of volunteers, TCCA relies on the active support and participation of members to be effective. The following guidelines describe some of the ways of that members can support an effective TCCA. Civic Associations should strive to meet the following expectations annually:

- Timely submission of annual membership dues
- Service to the organization either as a member of the executive committee or as chair or member of any TCCA standing committee or other TCCA committee
- Supporting TCCA events by advertising through member associations' communication channels, soliciting attendance from its membership, and/or purchasing advertisements in TCCA publications.
- Send at least one representative of the association to regularly scheduled TCCA meetings.
- The inability of a member organization to meet these expectations, however, shall not be bar or limit the civic association from being a member of TCCA.

#### **SECTION 4: Voting**

Civic Association representation within TCCA is recommended to be a primary delegate, a secondary delegate, and an alternate delegate from each organization. The Civic Association president or executive committee shall have the right to appoint alternate representatives to the TCCA. Each Member Civic Association shall have a single vote on any resolution. Civic Association delegates must be present to vote. The executive committee members of a Member Civic Association may attend with, or in lieu of, the delegate. When opposing viewpoints are presented from delegates of the same Member Civic Association, the representative holding the highest rank in the Member Civic Association shall cast the organization's vote.

### **ARTICLE IV: BUDGET, DUES AND FEES**

#### **SECTION 1: Budget Review and Approval**

The Treasurer and Budget Committee in consultation with the executive committee shall submit a proposed budget for TCCA for review and discussion at the September meeting of each calendar year. The budget shall be submitted to TCCA members and published on its website at least 10 calendar days prior to the regular September TCCA meeting. The TCCA membership shall amend and adopt the budget at the September meeting.

#### **SECTION 2: Annual Dues**

The annual dues for the subsequent calendar year for Civic Association Membership and Associate Membership as well as any late fee structure shall be set by resolution at a regular meeting of the TCCA at least 12 weeks prior to the end of the calendar year as part of the budget review and approval process. In the event that no action is taken to establish a new rate for annual dues, the previous year's due structure shall remain in place for the subsequent calendar year. Dues shall be payable on or before the first (1<sup>st</sup>) day of January for that calendar year.

#### **SECTION 3: Notice of Annual Dues**

Notice of dues payable will be mailed to each Civic Association ten (10) weeks prior to the January 1<sup>st</sup> deadline by the Corresponding Secretary of the TCCA.

#### **SECTION 4: Loss of Membership Standing**

Any Civic Association whose dues are not paid by March 21<sup>st</sup> will be deemed an association-not-in-good-standing. The Corresponding Secretary of the TCCA shall notify the recorded representative(s) of any association of its change in TCCA status within fourteen (14) days.

#### **SECTION 5: Reinstatement of Membership**

Civic Associations which have lost their membership standing due to non-payment of dues shall be assessed a late fee of 1/2 the annual dues or as determined by resolution of the body. Twenty one (21) calendar days after payment of dues and the late fee, the Member Civic Association will be reinstated as a full member of the TCCA and their membership shall be included in determining the basis for quorum at meetings.

#### **SECTION 6: Acceptance of Fees**

The TCCA may accept reasonable fees for services it provides to member associations, other not-for-profit organizations and other entities. Such fees shall be deposited into regular accounts of TCCA and reported to TCCA membership by the Treasurer and Budget Committee as part of normal budget disclosure.

### **ARTICLE V: MEETINGS**

#### **SECTION 1: Schedule**

A regular meeting of the TCCA shall be conducted the second Thursday of every month excepting December. At the discretion of the executive committee, a regular meeting may be replaced by a special event such as a banquet. In the event that circumstances prevent the convening of the meeting on the specified day, another day within the calendar month may be selected by the president.

#### **SECTION 2: Notice**

Notice of regular meetings including those that are re-scheduled shall be conveyed to the Associations' Presidents at least ten (10) days preceding all regular meetings.

#### **SECTION 3: Special Meetings**

Special meetings may be called by the President or a majority of the executive committee. Notice of special meetings must be given to the representatives of Member Civic Associations in good standing at least three (3) days in advance of the meeting date. Such notice shall include a statement of the purpose of the meeting.

#### **SECTION 4: Quorum**

The purpose of quorum at TCCA meetings is to ensure that representatives from a broad range of member associations are present for discussion and voting on TCCA business. A quorum for the transaction of business at a regular or special meeting shall consist of at least forty (40) percent of the associations-in-good-standing. A single representative from a member association in good standing shall suffice to count toward quorum. No association in good standing may be counted more than once for purpose of achieving quorum **no matter how many of its representatives are present.**

The recording secretary shall maintain an accurate list of member associations in good standing and shall state publicly the number of associations in good standing and the corresponding number required for quorum when any TCCA meeting is called to order. See Chart I, for number of associations required for quorum.

#### **SECTION 5: Voting**

Actions by the TCCA shall be approved by a simple majority of those duly authorized representatives who are physically present at any meeting of the TCCA. Representatives of any association not in good standing may not vote on any business before the TCCA. In accordance with Article III, Section 4, only one designated representative of any civic association member in good standing may vote on any resolution before TCCA.

### **ARTICLE VI: FINANCIAL RELATIONSHIP WITH EXTERNAL AGENCIES AND MEMBER CIVIC ASSOCIATIONS**

**Article VI shall become effective immediately upon receipt of official notification of TCCA's approval as an approved 501-C-3 organization by the U.S. Internal Revenue Service.**

#### **SECTION 1: TCCA as Applicant and Recipient of Grants for Its Activities**

As an exempt organization under Section 501(c)(3) of the federal Internal Revenue Code (the "Code"), and that contributions to the Corporation shall be deductible under 170(c)(2) of the Code. [2-1], TCCA may solicit and receive grants to support its activities and undertake designated projects. The executive committee shall authorize submission of grant applications for such funds as deemed consistent with the mission and capabilities of the TCCA and shall notify the TCCA membership of such submissions. The executive committee shall authorize the acceptance of grant funds awarded after reviewing and consenting to any stipulations and requirements upon which the grant awards are conditionally made and shall inform the TCCA upon notice of such awards.

#### **SECTION 2: TCCA as Applicant and Recipient of Grants for Activities Supporting Member Civic Association Activities**

As an exempt organization under Section 501(c)(3) of the federal Internal Revenue Code (the "Code"), and that contributions to the Corporation shall be deductible under 170(c)(2) of the Code. [2-1], TCCA may solicit and receive grants to support activities and undertake designated projects that are specifically restricted for the activities of one or more Member Civic Associations. The executive committee shall authorize submission of grant applications for such funds as deemed consistent with the mission and capabilities of the TCCA, providing that the submission has been certified as being supported by the respective membership of the participating Civic Association(s) and shall notify the TCCA membership of such submissions.

The executive committee shall authorize the acceptance of grant funds awarded after reviewing and consenting to any stipulations and requirements upon which the grant awards are conditionally made and shall inform the TCCA upon notice of such awards.

As a recipient of grants restricted for use by one or more member Civic Associations, TCCA shall maintain separate accounting for these funds separate and distinct from regular TCCA funds. TCCA may charge appropriate overhead or fiscal agent charges (see Article VI, Section 4) to recoup costs of administering such funds.

### **SECTION 3: Designated Fiscal Agent**

Membership organizations in good standing may request that the TCCA, as an exempt organization under Section 501(c)(3) of the federal Internal Revenue Code (the “Code”), serve as its fiscal agent for any grant awarded to the civic association. This request shall be made in writing the executive committee of the TCCA certifying that the grant funds and request to TCCA are made with the consent of the civic association’s membership. The executive committee has the authority to accept or reject the request based on its assessment of the best interests of TCCA and its members. Funds received by TCCA while serving a fiscal agent shall be maintained in an account separate from the regular fund accounts maintained by the TCCA for the conduct of its business.

TCCA shall make disbursements from grant accounts for which it is the fiscal agent providing that requests for all such disbursement are properly documented and there is no evidence that such disbursements violate any legal or ethical standards or the conditions of the grant made by the funding agency to the TCCA member association.

### **SECTION 4: Fees for Fiscal Agent**

The Executive Committee shall negotiate a reasonable and appropriate fee for serving as the fiscal agent for any grant to one of its member organizations. The Budget Committee shall develop guidelines for fees and rates associated with such negotiations. These fees and rates shall be ratified by the membership of TCCA at the second regular meeting of the TCCA following receipt of official notification from the US Internal Revenue Service recognizing TCCA as a 501-c-3 organization.

Fees received for serving as Fiscal Agent shall be deposited into the TCCA general account and reported as received by the Treasurer in monthly and annual reports.

All transactions related to serving as a designated fiscal agent and acceptance of fiscal agent fees shall be conducted in accordance with applicable law and standard accounting regulations and practices.

### **SECTION 5: Engagement of Accountancy Service**

The executive committee may propose to the TCCA membership that a professional accounting service be engaged for a professional fee to meet emergent needs related to grant accounting resulting from grant awards to the TCCA or to meet its requirements as a fiscal agent provided that the expense of this accounting service are borne from revenues generated from authorized grant overhead or fees collected by TCCA for serving as a fiscal agent. Members of the executive committee, their immediate families, or their business partners are ineligible to be appointed for this assignment for one year after that member’s service on the executive committee.

## **ARTICLE VII: OFFICERS**

### **SECTION 1: Officers**

Members of the TCCA shall be elected to the following offices:

- President
- 1<sup>st</sup> Vice President
- 2<sup>nd</sup> Vice President
- Recording Secretary
- Corresponding Secretary
- Treasurer

## **ARTICLE VIII: ELECTION OF OFFICERS**

### **SECTION 1: Eligibility**

Any appointed representative or executive committee member of a Member Civic Association in good standing shall be eligible to hold office in the TCCA.

### **SECTION 2: Nominations**

The President, with the approval of the executive committee, shall appoint a nominating committee chairperson at the regular meeting at least seven (7) weeks prior to a regular election. The chair person shall appoint at least

two (2) additional representatives of member associations-in-good-standing. The nominating committee shall recruit and recommend candidates for each office and present the nominees at the regular meeting at least three (3) weeks prior a regular election, certifying that all candidates have indicated a willingness to stand for office and serve if elected. A motion to accept the report of the nominating committee shall be made and seconded and voted upon and further nominations may be made from the floor at the same meeting. Any individual nominated from the floor must acknowledge assent to the nomination; and upon second, that candidate's name shall be added to the nominated slate for officers without further vote. Members of the nominating committee are permitted to be nominated for elected positions.

### **SECTION 3: Notification of Nominations**

The report of the nominating committee as amended shall be conveyed to each Member Civic Association President by the Corresponding Secretary at least seven (7) days preceding an election.

### **SECTION 4: Regular Elections**

Regular Elections for officers shall occur in October unless decided upon by a majority vote of the Member Civic Associations in good standing present at a regular meeting. The executive committee shall appoint a special committee of at least three (3) members at a regular meeting at least three (3) weeks prior a regular election to prepare ballots and conduct the election. The following rules shall govern the election:

- The ballots shall contain the names of all candidates and the office for which they are nominated.
- A quorum of TCCA members in good standing must be present for any election.
- All votes must be cast in person.
- If, for any office, a single person is nominated, the Recording Secretary may call for the election of that individual by acclamation of members present.
- If two individuals are nominated for an office, the individual receiving a majority (50% +1) of those casting votes shall be declared the winner.
- If there are more than two candidates for an office, the person receiving the largest number of cast ballots (plurality) will be declared the winner.
- In case of a tie vote, the issue shall be decided by re-balloting.

### **SECTION 5: Unfilled Officer Nominations**

In the event that no nomination is made for an office, the President may assign that office's responsibilities to one or more members of TCCA. The President shall notify the membership of such re-assignments during the January meeting subsequent to the election. The President shall call for a motion to consent to the decision during the January meeting. If consent is not given by TCCA membership, the position shall be declared vacant and a special election shall be called for the next TCCA meeting.

### **SECTION 6: Term of Office**

All elected officers shall serve for one year, beginning with the January meeting following the election held in October. It is to be understood that all officers serve without remuneration. No person shall hold the same elected position for more than 30 months in a 72 month period.

### **SECTION 7: Special Elections**

In the event that a special election is required or chosen to elect one or more new officers, notice of such meeting shall be provided at a regular meeting at least three (3) weeks prior to the special election. A quorum of members in good standing must be present to hold any election. Nominations shall be accepted from a standing nominating committee and from the floor immediately preceding the election. All nominations must be seconded and no vote is needed to be placed on the ballot. An election chair shall be nominated by the body immediately preceding the election to officiate and conduct the election. Due to the shortened timeline, if the slate of nominees cannot be written and distributed, the chair shall write the names of the positions and nominees on a presentation media (whiteboard, chalkboard, easel pad, or projected). The chair may decide between a voice vote, a show of hands, or a paper ballot and shall be responsible to certify the results. Officers elected in a special election shall take office immediately upon the certification of the ballot and serve the remainder of the current term. If the special election is held after a regular election, and no officer was elected for the upcoming

term during the regular election, the body may vote to allow the newly elected officer to hold the position for the remainder of the current term and the duration of the upcoming term.

## **ARTICLE IX: DUTIES OF OFFICERS**

**Overall, it is the responsibility and duty of the officers of TCCA to execute the annual plan and agenda approved by the TCCA membership in October for the subsequent calendar year.**

### **SECTION 1: President**

The President is the executive officer of the TCCA. He/she shall preside over all meetings, appoint chairpersons for all non-assigned committees, and shall be an ex-officio member of all committees and shall be notified of their meetings. The President shall be the representative of TCCA at civic events and functions.

### **SECTION 2: Vice Presidents General and Specific Duties**

#### **General Duties**

The Vice Presidents shall be ex-officio members of all committees except the nominating committee, and shall also represent the TCCA before member organizations and other groups as requested and /or directed by the president.

#### **Specific Duties**

- a) The 1<sup>st</sup> Vice President shall act as presiding chairperson in the absence of the President. The 1<sup>st</sup> Vice President shall assume the office of the President if the office is vacated permanently. The 1<sup>st</sup> Vice President shall serve as the default chair of the Growth Committee (see Standing Committees).
- b) The 2<sup>nd</sup> Vice President shall act as presiding chairperson in the absence of the both the President and the 1<sup>st</sup> Vice President. The 1<sup>st</sup> Vice President shall assume the office of the 2<sup>nd</sup> Vice President if the office is vacated permanently. The 2<sup>nd</sup> Vice President shall serve as the default chair of the Planning and Events Committee (see Standing Committees).
- c) The executive committee may present a change to reassign chairpersons from one committee to another based on needs, time, skill, and ability of the chair, when approved by a majority of Civic Member Associations in good standing present at a regular meeting.

### **SECTION 3: Recording Secretary**

The Recording Secretary shall record the minutes of all TCCA general meetings and executive committee meetings, and make copies available to TCCA members as may be required from time to time, as well as provide and maintain attendance sheets of each monthly meeting and will announce upon the call to order at each TCCA meeting the number of Member Civic Associations required for quorum. The Recording Secretary shall post a copy of all meeting minutes to the website (or make them available to the Outreach Committee to do so) within 14 days of a meeting being held. The Recording Secretary shall serve as the default chair for the Membership Committee (See Standing Committees).

### **SECTION 4: Corresponding Secretary**

The Corresponding Secretary shall process all correspondence for the TCCA, including notices to members regarding meetings, and shall maintain suitable files of correspondence. In addition the corresponding secretary is the Administrator of the TCCA official files and records. The Corresponding Secretary shall serve as the default chair for the Outreach Committee (See Standing Committees).

### **SECTION 5: Treasurer**

The Treasurer shall receive and deposit all monies in a bank, shall make disbursements by check, shall have all accounts and records audited yearly by an auditing committee (See Special Committees), shall advise the executive committee on financial matters, and shall present a Treasurer's report at each TCCA regular meeting. The Treasurer shall certify to the Recording Secretary the standing of all Member Civic Association prior to each meeting. The Treasurer and Budget Committee shall submit in September a summary of revenues and expenditures of TCCA and a proposed budget for the subsequent year. The Treasurer shall serve as the default chair for the Budget Committee (See Standing Committees).

### **SECTION 6: Transition**

The nominating committee shall provide all candidates with written descriptions of their roles (as defined in these bylaws) prior to their appearance on the ballot. All officers vacating a position agree to actively facilitate the transition of their role and responsibilities to their successors. The President or Outgoing President shall actively assist in these transition activities.

## **ARTICLE X: COMMITTEES**

### **SECTION 1: Standing Committees**

TCCA shall have standing committees established to further the goals of the organization.

### **SECTION 2: Size of Committees**

All committees and subcommittees shall be of such size and shall have such duties, functions, and authority as may be assigned to them by the President or the executive committee, except as otherwise provided in these Bylaws.

### **SECTION 3: Standing Committees**

All Standing Committees must consist of at least two members of TCCA and may include other participants as necessary. Each standing committee shall maintain and continuously update a plan for the subsequent six month period describing its proposed activities and work plan including measurable goals. Each committee shall present a report at each regular meeting outlining their plans, changes, progress, and accomplishments.

Chair persons for many standing committees are established as a role of an elected officer. In the event that no chair person has been established, the president shall appoint a chair person for the committee. Committee members may elect their own chairperson among themselves to serve the remainder of the term at any time with or without cause by a majority vote of the committee members.

The chair persons of each standing committee shall appoint members to their committee. If the committee has no members, the president shall appoint a chair person from the general membership.. Each Committee shall prepare and present a report on current activities at each regular meeting.

Any representative or executive committee member of a Member Civic Association in good standing is eligible to be a member of a Standing Committee.

- A. Membership Committee: The Membership Committee is charged with encouraging attendance and participation of member associations and soliciting membership of non-member associations. The committee, in conjunction with the Treasurer, shall maintain an accurate list of all member associations in good standing, their delegates, and their contact information. Through review of the attendance records kept by the Recording Secretary, the committee shall contact those member associations that have not had a delegate in attendance at the regular meetings.
- B. Growth Committee: The Growth Committee is charged with taking concrete steps to foster the creation of new civic associations throughout the city and providing meaningful support to existing associations to help them become more effective and consequential in achieving their particular objectives. Furthermore, the committee is charged with informing the Membership Committee of these new entities and their contacts to attempt to solicit their participation in the TCCA.
- C. Outreach Committee: The Outreach Committee is charged with presenting the TCCA and its activities to the community through maintaining a website, social media pages, advertising, and maintaining an email distribution list. The committee shall post meeting agendas and announcements to the website in the appropriate time frame as outlined elsewhere in these bylaws and shall post meeting minutes within 21 days of a meeting being held.
- D. Civic and Government Relations Committee: The Civic and Government Relations Committee is charged with establishing lines of communication with various government entities at municipal, county, state, and federal levels and to assist civic associations to promote voter registration and participation in elections. The committee chair shall appoint committee members to liaison positions to interface with different parts of government, including but not limited to:
  - a. City Council Relations
  - b. City Hall Relations (one position, or by department)

c. Police Relations

- E. Planning and Events Committee: The Planning and Events Committee is charged with the responsibility of planning and overseeing all events held by the TCCA. The committee shall propose a schedule of activities, objectives, and measurable goals for the upcoming 6 month period. The committee shall report at each regular meeting any changes or amendments made to the schedule. Within the committee shall be subcommittees established for each special event including, but not limited to:
- a. The Hosting subcommittee shall secure meeting locations, invite guest speakers for general meetings, arrange for refreshments, and serve as hosts at those meetings when necessary.
  - b. The Special Events subcommittee shall be charged with organizing and implementing special events such as dinners, banquets, happy hours, or social gatherings.
  - c. The Awards subcommittee, working with the Special Events subcommittee and Executive Committee, shall identify and nominate individuals, organizations, and/or entities which exemplify the values and goals of the TCCA. Final approval of the nominations shall be made by the executive committee. The following awards have previously been awarded: Citizen of the Year; Civic Association Project of the Year; Public Employee of the Year; Student of the Year; and Business of the Year. Additional awards may be made with approval of the executive committee.
  - d. The Program subcommittee, when convened, shall be charged with producing a written program for special events and award ceremonies, collecting awardee's bios, soliciting sponsors to place ads, and having tickets and programs printed in sufficient quantities and in adequate time for sales and distribution.
- F. Budget Committee: The Budget Committee shall prepare and present an annual budget for the TCCA to the membership in sufficient time for review and discussion at the TCCA's regular September meeting. As part of that presentation the committee shall include the proposed and actual spending by category for the previous three years.
- G. Constitution & Bylaws Committee: The Constitution & Bylaws Committee shall review the existing Constitution and Bylaws and shall propose amendments as needed to meet the needs and circumstances of TCCA. The Chairperson of this Committee shall also serve as Parliamentarian for the TCCA and shall rule on all questions of parliamentary procedure.

**SECTION 4: Special Committees**

The President shall appoint special committees for clearly identified purposes as need arises. Such committees shall be constituted for no longer than one calendar year, but may be re-appointed by resolution of TCCA members if the original need continues and it is determined that the committee should not be established as a Standing Committee. Among the Special Committees the President shall appoint annually as specified in these By-Laws:

- Nomination Committee – See Article VII Section 2
- An Election Committee of three members shall be established prior to holding regular or special elections for officers and shall oversee voting, establishing quorum (with assistance of the Recording Secretary), validating eligibility to vote (with assistance of the Membership Committee), counting votes or ballots, and certifying the results.
- An Auditing Committee shall be established to complete a review of all revenue and disbursements. In the event that TCCA obtains a 501(c)(3) designation under article VI, the committee shall oversee the submission of all reporting required by relevant federal and state regulations governing TCCA as a not-for-profit agency as well as all financial reporting related to grants to TCCA or awards in its role as a fiscal agent made by any private or public grant making entity.

**ARTICLE XI: EXECUTIVE COMMITTEE**

**SECTION 1: Governance**

The executive committee shall be the governing body of the TCCA and shall be composed of the elected officers and the chairpersons (or co-chairpersons) of each Standing Committee.

**SECTION 2: Meetings**

Emergency meetings of the executive committee shall be held at the discretion of the President or any executive committee member, subject to one (1) day notice to all executive committee members. All executive committee meetings are open to the general membership, without voting rights.

### **SECTION 3: Vacancies**

Except for the office of President and Vice Presidents, a vacancy of any one elected office may be filled by the President and notice of the vacancy and appointment of a replacement shall be delivered to members within seven (7) days of appointment. The appointment must be confirmed by the membership by a majority vote at the next regular meeting of the TCCA. The term of any appointment shall end upon the end of the calendar when a newly elected set of officers shall be installed. At the president's discretion, a special election may be called to fill any vacancy on the executive committee.

In the event of a vacancy in the office of the 1<sup>st</sup> or 2<sup>nd</sup> Vice President, or more than one and less than 4 vacancies at one time, resulting from the accession to higher office or due to resignation, removal or death, the office shall be declared vacant at the next TCCA meeting and a special election (Article XIII Section 7) shall be conducted.

In the event that more than 50% of the elected positions are vacant at one time, notice shall be given to all member organizations that a special election shall be held for the entire slate of officers at the next regular meeting of the TCCA. This election shall follow the procedures in Article VIII Section 7.

### **SECTION 4: Quorum of Executive Committee**

A quorum for the transaction of business by the Executive Committee shall consist of at least 60 percent of the executive committee including Officers and Standing Committee Chairs. The Executive Committee may be polled by phone to reach a quorum. An executive committee meeting may be conducted in person or, as needed, by conference call or other synchronous electronic means providing interactive communication between all participating members of the Executive Committee.

### **SECTION 5: Executive Committee Decision Making and Voting**

Actions taken by the Executive Committee must be approved by a two-thirds ( $\frac{2}{3}$ ) majority vote of those members present.

### **SECTION 6: Authorities**

The Executive Committee shall be the spokesperson for the TCCA, and shall have the authority to act for the TCCA in all urgent matters during the interim period between regular meetings, providing that the action is the result of a meeting held in compliance with Sections 2, 4, and 5 of this Article. The Executive Committee has the authority to override, negate, or alter any decisions made by Standing Committees, Subcommittees and Special Committees.

### **SECTION 7: Removal from Office**

An officer elected by the member associations may be removed, with or without cause, when two-thirds of the member associations who have had representation at no less than 4 meetings in the last 12 months, and are in good standing as to payment of their dues, submit a written petition for removal.

The authority to act as an officer may be suspended by the executive committee for cause when presented to the membership in writing or conveyed in written electronic communication.

## **ARTICLE XII ADOPTION AND AMENDMENTS**

### **SECTION 1: Adoption of New Constitution and Bylaws**

This version of the Constitution and Bylaws shall become effective after being presented to the membership for review either electronically or on paper, and then by a majority vote of the members in good standing present at a subsequent regular meeting at least 7 days following initial distribution. The adoption of the Constitution and Bylaws shall ratify and affirm the officers and committee members in office at the time of adoption, but shall not constitute a re-election nor override any scheduled elections, regular or special, that have been moved on by the body.

### **SECTION 2: Procedures**

Any two or more representatives of any Member Civic Association in good standing may propose an amendment to the Constitution and Bylaws. The proposal to amend shall be referred to the Standing Committee on the

Constitution and Bylaws for study and recommendation, and will be presented to the members electronically or at a subsequent regular TCCA meeting within 2 months of its proposal.

### **SECTION 3: Adoption of Amendments**

The Constitution and Bylaws may be amended by majority vote of the representatives of the associations-in-good-standing present at any TCCA meeting, which a quorum is present, provided such proposed amendment shall be plainly stated in the call for the meeting at least seven (7) days in advance.

## **ARTICLE XIII – IRC 501(C)(3) TAX EXEMPTION PROVISIONS**

### **SECTION 1: Limitations on Activities**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### **SECTION 2: Prohibition against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Trustees or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

### **SECTION 3: Distribution of Assets**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510 (c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

### **SECTION 4: Private Foundation Requirements and Restrictions**

In any taxable year in which this corporation is a private foundation as described in Section 509 (a) of the Internal Revenue Code, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

## **ARTICLE XIV RULES OF ORDER**

The latest edition of *Robert's Rules of Order Revised* shall be recognized as the authority governing the meetings of the TCCA, the Executive Committee, and Committees in all instances wherein the provisions do not conflict with this Constitution and Bylaws.

**Appendix: CHART I: TCCA MEETING QUORUM LEVELS**

<b>CHART I: TCCA MEETING QUORUM LEVELS</b>	
Members Organizations in Good Standing	Number of Associations in Good Standing Needed for Quorum
5	2
6	3
7	3
8	4
9	4
10	4
11	5
12	5
13	6
14	6
15	6
16	7
17	7
18	8
19	8
20	8
21	9
22	9
23	10
24	10
25	10
26	11
27	11
28	12
29	12
30	12
31	13
32	13
33	14
34	14



## **Application for Membership in the Trenton Council of Civic Associations**

### **Civic Association Eligibility**

All Civic Associations in Trenton shall be eligible for membership in the TCCA if they meet the following criteria: They shall:

- be organized by residents of the City of Trenton,
- to serve a geographically defined area,
- be duly as constituted in non-sectarian, non-religious and non-partisan associations consisting of a group of individuals and organizations that join together to maintain, improve or address the areas or issues defined by the objectives of their association,
- have been in existence for a period of at least six (6) months prior to submitting an application for membership in the TCCA,
- have duly elected officers, conduct regular public meetings, have a constitution and/or bylaws which demonstrate the association's purposes,
- have a membership of at least six (6) members, and
- agree to abide by the By-Laws of TCCA.

Any Civic Association seeking membership in TCCA shall complete an application describing their organization to the President of TCCA who shall ask consent of the membership at the next regularly scheduled meeting for admission to TCCA. A simple majority vote is required for admission of a new civic association to TCCA.

### **Associate Membership**

Any individual residing in Trenton may apply for membership as an associate member of the TCCA. Civic Associations not meeting the guidelines of Section 1 and Non-civic association organizations serving Trenton may also apply for membership as associate members of the TCCA. Associate Members shall not have voting rights within TCCA but may voice opinions and recommendations as may any citizen of Trenton. Associate Members or delegates of Associate Member Organizations may serve as full members of any TCCA Standing or Ad Hoc Committee.

### **Expectations of Membership**

As a membership organization comprised of volunteers, TCCA relies on the active support and participation of members to be effective. The following guidelines describe some of the ways of that members can support an effective TCCA. Civic Associations should strive to meet the following expectations annually:

- Timely submission of annual membership dues
- Service to the organization either as a member of the executive committee or as chair or member of any TCCA standing committee or other TCCA committee
- Supporting TCCA events by advertising through member associations' communication channels, soliciting attendance from its membership, and/or purchasing advertisements in TCCA publications.
- Send at least one representative of the association to regularly scheduled TCCA meetings.
- The inability of a member organization to meet these expectations, however, shall not be bar or limit the civic association from being a member of TCCA.

### **Voting**

Civic Association representation within TCCA is recommended to be a primary delegate, a secondary delegate, and an alternate delegate from each organization. The Civic Association president or executive committee shall have the right to appoint alternate representatives to the TCCA. Each Member Civic Association shall have a single vote on any resolution. Civic Association delegates must be present to vote. The executive committee members of a Member Civic Association may attend with, or in lieu of, the delegate. When opposing viewpoints are presented from delegates of the same Member Civic Association, the representative holding the highest rank in the Member Civic Association shall cast the organization's vote.

Complete information on reverse of this form, sign and submit to the president of the TCCA.



APPLICATION FOR MEMBERSHIP:  Civic Association  Associate (individual)  Associate (Organization)

Organization Name: Address:		
Statement of Organization's Purpose:		
Date Organized (mm/yyyy)		
Number of Members:		
Elected officers?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
Constitution/Bylaws Adopted?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
Frequency of meetings?		
President's Name:		
Contact Info:	Tel:	Email:
Other Officer's Name		
Title:		Email
Tel:		
I/We have reviewed the eligibility requirements and expectations of membership of the Trenton Council of Civic Associations and wish to be considered for membership. I/We certify that we meet the eligibility requirements and further agree to the statement of expectations of membership as described above.		
President Signature:		Date:
Vice President or Delegate Signature		Date:

Upon completing and signing this form, please mail to:

President  
Trenton Council of Civic Associations  
P.O. Box 22093  
Trenton, New Jersey 08607