

BY LAWS OF THE
NEWARK COMMUNITY PROJECT FOR PEOPLE WITH AIDS, INC.

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'Let Us Fight the Virus, Not Each Other'
(revised, 12-5-88)

ARTICLE I - NAME

The name of this non-profit corporation is The Newark Community Project for People With A.I.D.S., hereinafter referred to as the 'Community Project.'

ARTICLE II - OFFICES

The office of the Community Project shall be at Gateway I, Suite 100, Newark, N.J. or such other location within the City of Newark as the Executive Committee may decide subject to membership ratification, provided 30 days notice of any proposed change shall be given to the membership.

ARTICLE III - POLICIES - PURPOSES

The Community Project shall be an autonomous, voluntary, nonprofit incorporated association concerned with purposes which include but are not limited to:

Helping to create a better understanding of The HIV infection within the community;

Diminishing the isolation of both the afflicted and the affected population;

Raising funds to enhance current services, develop new programs, and assist People With A.I.D.S., their loved ones, and families; and

Related purposes such as the recruitment of volunteers and the dissemination of relevant information.

ARTICLE IV - MEMBERSHIP

Membership shall be open to all those individuals who reside in or work in The Greater Newark Area (Essex County) and who profess an interest in the policies and purposes of the organization.

After February 1, 1989, membership in good standing shall be limited to those who have: (1) attended at least two membership meetings during the previous 12 months; and (2) who shall have paid a \$10.00 annual membership fee during the previous 12 months [with understanding that any donation (but not purchases of tickets) of \$10.00 or more over the previous 12 months shall qualify in lieu of the annual membership fee].

ARTICLE V - MEMBERSHIP MEETINGS

Section 1. Regular meetings of the membership shall be convened on a bi-monthly basis at such location in the City of Newark as the membership shall from time to time designate. All meetings of the membership shall be open to the public. Those guests who wish to be recorded may request that their names be recorded by speaking to either the Chairman or the Secretary. There shall be no proxies. Insofar as possible, all decisions of the members shall be arrived at by consensus. Otherwise, a majority vote shall prevail. Only members in good standing may vote at such meetings.

Section 2. The minimum quorum requirement for all membership meetings shall be that at least seven members in good standing be present.

Section 3. The membership shall convene an annual meeting in March of each year for the purpose of electing officers and for such other purposes as the business of the Community Project may require. The time and place of this meeting shall be set by the Chair.

The membership attending the first annual meeting (in March, 1989) shall receive a report from the nominating committee designated by the Acting Chair(s); thereafter, the nominating committee shall be designated by the Executive Committee. It shall further be the duty of the nominating committee to ensure that all of its proposed officers shall have expressed a willingness to serve in the given capacity.

Any member in good standing may nominate for any office referenced herein any other member in good standing from the floor and such nomination shall be considered in every way equal to that of the nominating committee, provided the proposed nominee for office is present to accept such nomination from the floor.

Section 4. Notices for all meetings shall be in writing to be received by mail at least three (3) days prior

to all regular meetings but at least ten (10) days prior to the annual meeting in February.

Section 5. Special meetings of the membership may be called by the Chair or by a majority vote of the officers or by written petition of at least fifteen (15) members in good standing. Notice for such meetings shall be received at least three (3) days in advance.

ARTICLE VI - OFFICERS

Section 1. The elected officers of the Community Project shall be a Chair, a First Vice Chair, a Second Vice Chair, a Secretary, a Treasurer, and six trustees. All officers shall be members in good standing and shall serve until the election of a successor.

Section 2. The members in good standing present at the annual meeting shall elect these officers for a term of one year.

Section 3. In event of a vacancy in office, the membership present at its next regularly scheduled meeting shall elect a replacement to serve until the next annual meeting.

Section 4. The Chair. The Chair shall serve as Chief Executive Officer of the Community Project and shall preside at all meetings of the membership, shall designate Standing Committee and Ad Hoc Committee Chairs and members subject to approval by the membership, shall designate Honorary Committee and Advisory Committee chairs and members subject to approval by the membership, shall be ex officio a member of all committees, and shall faithfully endeavor to see that all orders and resolutions of the membership, arrived at by consensus or by majority vote, are carried into effect.

Section 5. The First Vice Chair. The First Vice Chair shall assist the Chair in the execution of his or her duties; shall, in the absence or disability of the Chair, perform the duties and exercise the responsibilities of the Chair; and shall perform such other duties as the membership may prescribe.

Section 6. The Second Vice Chair. The Second Vice Chair shall also assist the Chair in the execution of his or her duties; shall, in the absence or disability of both the Chair and the First Vice Chair, assume the office as Chair; and shall perform such other duties as the membership may prescribe.

Section 7. The Secretary. The Secretary shall attend all membership meetings possible and shall record the proceedings, note the decisions, and maintain the minutes of the membership meetings, maintain the project records and seal, and shall perform such other duties as the membership may prescribe.

In addition, the Secretary, in consultation with the Treasurer, shall maintain an up-to-date listing of all members in good standing.

Section 8. The Treasurer. The Treasurer shall ex officio serve as one of at least two designated co-signers on all checks to disburse funds of the Community Project, shall maintain up to date, full, and accurate records of all receipts and disbursements in books belonging to the Community Project and shall provide the membership at all regularly scheduled meetings -- including the annual meeting -- an accounting of all transactions performed and of the financial condition of the Community Project. The Treasurer shall also provide such an accounting to the Chair or to a majority of the officers upon written request.

Section 9. The Trustees. The Trustees shall serve as members of the Executive Committee and shall perform such other duties as the membership may prescribe.

Section 10. Compensation. No elected officer shall receive compensation for performance of the duties of the given office. However, this provision shall not prevent the membership from agreeing to contract with an individual, or a firm in which an individual is a principle, who happens to hold office for the performance of one or another special function deemed necessary, e.g., photography, preparation of technical written materials, etc.

ARTICLE VII- EXECUTIVE COMMITTEE

Section 1. The elected officers shall as a whole constitute the Executive Committee. The Executive Committee may, as necessity requires, meet and perform the functions of the membership between meetings, but all decisions shall be subject to ratification by the membership at its next regularly scheduled meeting.

Section 2. The minimum quorum requirement for all Executive Committee meetings shall be that at least three committee members be present.

Section 3. Meetings of the Executive Committee may be called by the Chair or by written petition of a majority of the members of the Executive Committee.

ARTICLE VIII - AMENDMENTS

These by-laws may be amended by a two-thirds vote of members in good standing present at the annual meeting or at a special meeting of the membership called for that purpose. The precise wording of any proposed amendment must be mailed to all members in good standing at least ten (10) days prior to the annual meeting or the special meeting called for that purpose.