



THE BYLAWS

OF

CAMDEN SPECIAL SERVICES DISTRICT, INC.

Incorporated: April 23, 2002
Amended: August 25, 2021

ARTICLE I
NAME, OFFICE AND PURPOSE

Section 1. Name. The name of the Corporation shall be the CAMDEN SPECIAL SERVICES DISTRICT, INC. (the "Corporation").

Section 2. Registered Office. The registered office of the Corporation shall be located at 34-46 N. 4th Street, Camden, NJ 08102. The Corporation may have such other offices within the State of New Jersey as the Board of Directors may designate from time to time.

Section 3. Purpose. The purposes of the Corporation shall be:

A. To serve as the district management corporation for the Camden Special Improvement District (AKA the Camden Business Improvement District) provision pursuant to N.J.S.A. 40:56-65 et seq. (the "Act") and as approved in the City of Camden, Ordinance MC-2792 An Ordinance Creating A Special Improvement District Within The City of Camden and Designating A District Management Corporation by Submission of Said Ordinance to Public Referendum, in conjunction with, Ordinance MC-5171 Ordinance Amending and Supplementing Ordinance MC-2792 (the "Ordinances"). As such, the Corporation shall have the powers and comply with all requirements as set forth in the Act and in the Ordinances.

B. To qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

C. To do all other acts and things not prohibited to a corporation organized under the laws of the State of New Jersey relating to nonprofit corporations.

D. To do all other acts and things which are necessary, desirable, or appropriate to facilitate the accomplishment of the foregoing purposes.

In carrying out these purposes, the Corporation shall have the power to give, convey, grant or assign any or all of its property, outright or upon lawful terms regarding the use thereof, in furtherance of any or all of the objects of its purposes, and to take such further actions to aid or support such other organizations as from time to time may be determined appropriate by the Corporation's Board of Directors.

ARTICLE II MEMBERSHIP

Section 1. Membership Classes. The Corporation shall have one class of members (“Members”) as follows:

(a) Members. Members shall consist of owners or their representatives of real estate that is subject to assessment within the Camden Business Improvement District established by the Ordinances (the "Assessed Property") in accordance with the Ordinances herein defined and N.J.S.A. 40:56-65, *et seq.* Only one natural person per Assessed Property shall be designated as the representative of that provider for purposes of taking action for that Member. Each Member shall be entitled to one vote for nomination of persons to the Board of Directors per Assessed Property they own, provided however the representative cannot self-nominate. Such nomination shall occur annually no less than thirty (30) days and no more than (60) days prior to the annual meeting of the Board of Directors.

Section 2. Membership Resignation/Termination. The membership of a Member shall terminate upon sale of the Assessed Property.

ARTICLE III BOARD OF DIRECTORS

Section 1. Number. The direction, management, business and affairs of the Corporation shall be vested in and managed by a Board of Directors which shall consist of thirteen (13) members, or such other number of members as from time to time may be fixed by the Board. Each Director must be at least eighteen (18) years of age. The policies, activities, and affairs of the Corporation shall be determined and managed by the Board of Directors who shall exercise all the powers of the Corporation and shall keep full and fair accounts of all its transactions, and formulate and approve the yearly budget of the Corporation.

Section 2. Classes. The members of the Board of Directors shall be classified with respect to the time for which they shall severally hold office by dividing them into three classes of approximately equal size. At the first meeting of the initial Board, which shall be selected by the Mayor of the City of Camden subject to the requirement of Section 3 below, the Directors shall draw lots so that the term of one-third of the Directors shall expire at the end of one year, one-third at the end of two years and one-third at the end of three years, provided however that the first year of the terms of all Directors shall be from the time of appointment by the Mayor of the City of

Camden and until the second annual Board Meeting. Thereafter the terms of Directors shall be for a period of three years. The Board of Directors shall have broad discretion to modify the size of the classes and the names of persons in each class in order that the classes shall remain approximately equal in size. No Director shall be terminated in such position merely by expiration of the term of the class to which designated and such person shall continue to serve as Director until a successor class has been elected.

Section 3. Composition of the Board of Directors. The Board shall be comprised as follows:

(a) There shall be a total of thirteen (13) Directors. Ten (10) Directors shall be elected by the Board of Directors at an annual Board Meeting from the individuals nominated by the Members, (the "Elected Directors"), two (2) Directors shall be residents of the City to be selected by the Mayor of the City of Camden, (the "Selected Directors"), and one (1) Director shall be the City Council President or his/her designee, which designee shall be another member of City Council, (the "Designated Director"). The Elected, Selected, and Designated Directors shall each be voting Directors.

(b) The Elected Directors shall be the representatives of the property owners and business owners within the Camden Business Improvement District, which are subject to the special assessment recited herein.

(c) There shall be two (2) Selected Directors, selected by the Mayor of the City of Camden on an annual basis, which shall be residents of the City of Camden.

(d) There shall be one (1) Designated Director who shall be from the Governing Body of the City of Camden which shall be the City Council President or his/her designee from the City Council. Each of Selected and Designated Directors shall be appointed and serve at the discretion of the City of Camden.

Section 4. Election of Directors. The members of the Board of Directors shall be elected by the Board of Directors at the annual meeting of the Board. Directors may be re-elected.

Section 5. Vacancies. Any vacancy occurring in the Board of Directors arising from any cause (including a vacancy caused by an increase in the number of Directors) shall be filled in the manner provided by Section 3 above at the next scheduled meeting of the Board of Directors. Any such replacement Director shall be elected to complete the term of the Director being replaced, or

the Term of the Class to which elected in the case of a vacancy caused by an increase in the number of Directors.

Section 6. Powers. The business of the Corporation shall be managed by its Board of Directors which, except as limited herein, may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law prohibited.

Section 7. Annual Meeting. The Annual Meeting of the Board shall be held during the 1st week of April at such place and time as shall be determined by the Board of Directors. The purpose of the Annual Meeting shall be to elect officers of the Corporation and to consider such other matters as may properly come before the meeting.

Section 8. Regular Meetings. Regular quarterly meetings of the Board shall be held in at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson or, in his/her absence or disability, by the Vice Chairperson, and may be called at the written request of one-third of the Directors.

Section 10. Location. Meetings of the Board shall be held at the principal office of the Corporation, or in such other location, including by means of remote communication in accordance with N.J.S.A. 14A:5-1, within or without the State of New Jersey, as shall be fixed by the Board of Directors.

Section 11. Notice of Meetings. Written notice of the time and place of a regular or special meeting shall be given by the Chairperson or the presiding officer to each Director at least seven (7) days prior to the day named for such meeting. Such notice shall be directed to the Director at his/her residence or usual place of business. Except as provided by law or Section 4 of Article III of these bylaws, a Notice of a Meeting of the Board need not state the purpose thereof. No notice of the time, place or purpose of any meeting of the Board, or any publication thereof, whether prescribed by law, by the Certificate of Incorporation or by these Bylaws, need be given to any person who attends such meeting, or who, in writing, executed either before or after the holding thereof, a waiver of such notice, and such attendance or waiver shall be deemed equivalent to notice.

Section 12. Quorum. Business cannot be conducted at a meeting of the Board of Directors unless a quorum is present. The presence of a simple majority of the members of the entire Board of Directors shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present and entitled to vote at a meeting at which a quorum is present shall be the acts of the Board of Directors.

Section 13. Removal. Any Elected Director may be removed, either with or without cause, at any time, by the Board of Directors.

- (a) Any member shall notify the other Directors, in writing, as soon as reasonably possible, prior to each meeting that they are unable to attend for an excused absence.
- (b) Any member of the Board who shall be absent from two (2) meetings in any one year without an excuse deemed satisfactory to the Board shall, in the discretion of the Board, be deemed upon notice to have resigned.
- (c) Acceptable reasons for an excused absence include, but are not limited to, illness, death in family or other emergency beyond the control of the Director, observance of a religious holiday, mandated court appearances (additional documentation required).
- (d) Unexcused absence from three (3) consecutive regular meetings of the Board shall constitute cause for removal of any Director.

Section 14. Financial Interest. A majority of the Board of Directors and a majority of the members of any committee shall consist of people who have no financial interest in the affairs of the Corporation. People deemed to have a financial interest in the affairs of the Corporation include paid officers, employees, and independent contractors (and people with a financial relationship with an independent contractor, such as employee or shareholder) of the Corporation, and family members of the foregoing.

ARTICLE IV COMMITTEES OF THE BOARD

Section 1. Committees. If deemed advisable, the Board of Directors, by resolution adopted by a majority of the entire Board, may establish Committees each of which shall have at least three members who shall be members of the Board. Each such committee shall have and may exercise such authority as the Board of Directors may delegate.

Section 2. Reserved Powers. No committee shall in any event have the authority to make, alter or repeal any Bylaw of the Corporation; elect or appoint any Director, or remove any officer or Director of the Corporation; or amend or repeal any resolution theretofore adopted by the Board.

Action taken at a meeting of any committee shall be reported to the Board at its next meeting following such committee meeting.

ARTICLE V OFFICERS

Section 1. Officers. At its regular annual meeting the Board shall elect, from among its members, a Chairperson, and a Vice Chair, as deemed appropriate, a Secretary, a Treasurer, and such other officers as may be required. All of the officers shall be elected by the Board at its annual meeting, if any of the officers' terms expire at such particular Meeting or, in the event of a vacancy between annual meetings, at any other meeting. All officers shall hold office for a term of one year and until their successors have been elected. Any two offices may be held by the same person. The Board may also choose such employees and agents as it shall deem necessary, who shall hold their offices for such terms and shall have such authority and perform such duties as from time to time shall be prescribed by the Board.

Section 2. Compensation. Unless otherwise provided by the Board of Directors, the officers shall serve without compensation.

Section 3. Removal. Any officer may be removed by the Board with or without cause by resolution accepted by a majority of the Board.

Section 4. Chairperson. The Chairperson shall: (1) preside at all meetings of the Board; (2) see that all orders and resolutions of the Board are carried into effect; subject, however, to the right of the Directors to delegate any specific powers to any other officer or officers of the Corporation; (3) see to it that the operations of the Corporation accord with its Certificate of Incorporation and these Bylaws and such directions as the Board, from time to time, may issue; (4) perform such other duties as may be prescribed by the Board of Directors.; (5) be, ex-officio, a member of all committees (if any); (6) have the general powers and duties of supervision; (7) execute bonds, mortgages, and other contracts requiring a seal under the seal of the Corporation, with the approval of the Board of Directors; (8) be an authorized signatory for banking and other purposes of the Corporation.

Section 5. Vice Chairperson. The Vice Chairperson shall: (1) perform the duties of the Chairperson in the absence of the Chairperson; (2) assist the Chairperson in the performance of his/her duties.

Section 6. Secretary. The Secretary shall: (1) cause to be kept full minutes of all meetings of the Directors; (2) attend all sessions of the Board; (3) act as clerk thereof, and record all votes and the minutes of all proceedings in a book to be kept for that purpose; (4) perform like duties for the committees when required; (5) give or cause to be given notices of all meetings of the Corporation; (6) perform such other duties as may be prescribed by the Board of Directors.

Section 7. Treasurer. The Treasurer shall: (1) cause to be kept and maintained adequate and correct financial transactions of the Corporation; (2) cause to be deposited all monies and other valuables in the name of and to the credit of the Corporation, with such depositories as may be designated by the Board; (3) review and approve supporting evidence of the receipt and disbursement of funds; (4) cause to be rendered to the full Board an accounting of the financial condition of the Corporation; (5) assist the Executive Director in the formation and implementation of the budget; (6) cause financial and management reports to be prepared and circulated as the Board deems appropriate; (7) perform such other duties as may be prescribed by the Board of Directors; (8) be one of the authorized signatories for banking and other purposes of the Corporation.

ARTICLE VI EXECUTIVE DIRECTOR

The Executive Director shall be a staff position authorized to manage the daily activities of the Corporation. He or she shall also carry out and implement actions taken or ordered by the Board. His/her duties shall include but not be limited to negotiating with and acting as liaison between third parties and the Corporation. The Executive Director shall report to the Board at each meeting concerning events that transpired since the previous meeting of the Board. The Executive Director shall attend all Board meetings, Membership meetings and Board committee meetings, but shall not have the right to vote on any action. He or she shall execute documents as he or she may from time to time be authorized to so do. He or she may receive an annual salary, subject to the discretion, and approval of the Board.

ARTICLE VII BOOKS AND ACCOUNTS

Section 1. Books and Accounts. The Corporation shall keep books and records of accounts and minutes of the proceedings of the Board of Directors and committees of the Board.

**ARTICLE VIII
CONFLICT OF INTEREST**

If a Director, officer, or committee member has a personal or financial interest conflicting with the interest of the Corporation in any matter (such as whether to enter into a contract with another organization with which such individual is associated), then the individual must bring the conflict to the attention of the other Directors, officers, and committee members and refrain from participating or voting in any decision with respect to the matter. Additionally, each Director, officer and committee member shall complete an annual conflicts disclosure statement and return it to the Secretary of the Corporation. The Board of Directors shall adopt and revise from time to time a Conflict of Interest Policy for the Corporation, pursuant to the Local Government Ethics Law, N.J.S.A. 40:9-22.1.

**ARTICLE IX
INDEMNIFICATION**

Section 1. Indemnification. The Corporation shall indemnify, in the manner and to the full extent permitted by the New Jersey Nonprofit Corporation (the "Act"), as amended, any director or officer of the Corporation who was or is a party to, or is threatened to be made a party to, or who appears as a witness in, any "proceeding" (as such term is defined in Section 15A:3-4 of the Act), whether or not by or in the right of the Corporation, by reason of the fact that such person is or was a director or officer of the Corporation. The Corporation may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him. To the full extent permitted by law, the indemnification provided herein shall include "expenses" (as such term is defined in said Section 15A:3-4 of the Act), and, in the manner provided by law, any such expenses may be paid by the Corporation in advance of the final disposition of such proceeding. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any liabilities or expenses, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, vote of Directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office.

**ARTICLE X
CONTRACTS, CHECKS, BANK ACCOUNTS, INVESTMENTS, ETC.**

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31, unless otherwise determined by the Board of Directors.

Section 2. Bank Deposits, Checks, Etc. The funds of the Corporation shall be deposited in the name of the Corporation in such banks or trust companies as the Board may designate. All checks, drafts, notes or other obligations for the payment of money shall be signed by such persons as the Board of Directors by resolution may direct or authorize.

Section 3. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Directors in its uncontrolled discretion may deem desirable, with regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments.

Section 4. Contracts. The Board of Directors, except where these Bylaws may otherwise provide, may authorize any officer or officers, agent or agents, in the name of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to a specific instance; but unless so authorized by the Board of Directors, or expressly authorized by these Bylaws, no Officers, agents or employees shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it financially liable in any amount for any purpose.

Section 5. Execution of Instruments. All checks or demands for money and notes of the Corporation shall be signed by no less than two of the following: the Executive Director, the Treasurer or such officer or officers as the Board of Directors may, from time to time, designate.

Section 6. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the nonprofit purpose of the Corporation.

ARTICLE XII CORPORATE RECORDS, REPORTS AND SEAL

Section 1. Maintenance of Corporate Records. The Corporation shall keep at its principal office:

a. Minutes of all meetings of Directors, committees of the Board and members, indicating the time and place of such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

d. A copy of the Corporation's Certificate of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

Section 2. Corporate Seal. If the Corporation shall desire to have a Corporate Seal, the Corporate Seal shall have inscribed thereon the name of the Corporation, the year of its creation and the words "Corporate Seal, New Jersey".

Section 3. Directors' and Members' Inspection Rights. Every Director and Member shall have the absolute right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this/her Corporation as may be required under the Certificate of Incorporation, other provisions of these Bylaws, and provisions of law. Such inspection shall be made by contacting the Secretary of the Board to arrange a mutually agreeable date and time.

ARTICLE XII AUTHORITY AND RESPONSIBILITIES OF THE BOARD

Section 1. Finances. The Board of Directors shall cause the preparation of annual and long-term capital and operational budgets, which shall specify each budgeted expenditure, commitment, or incurrence of obligation, or series of expenditures, commitments or incurrence of obligations. After approval of such budgets, such budgets shall be submitted to the City of Camden for its approval.

Section 2. Periodic Report. The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this/her state or to the members, if any, of this/her Corporation, to be so prepared and delivered within the time limits set by law.

Within ninety (90) days after the close of each fiscal year, there shall be filed with the Mayor and Clerk of the City of Camden an annual written report for the preceding fiscal year.

There shall be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and statement of operations for the preceding fiscal year, audited and certified by an independent Certified Public Accountant, which shall be submitted to

and reviewed by the Board at a regular meeting of the Directors and filed immediately thereafter at the principal office of the Corporation. Such statement shall be prepared by the Executive Director, or such other executive officer of the Corporation as may be designated by the Board, in conjunction with the independent Certified Public Accountant. A copy of the report shall be made available at the principal office of the Corporation for inspection by the public upon request made to Corporation.

Section 3. Authority and Responsibility. Except as otherwise provided in these Bylaws, the ultimate authority and responsibility for all the activities of the Corporation, including those fiduciary obligations required by law, are vested with the Board of Directors.

ARTICLE XIII AMENDMENTS, INTERPRETATIONS, CONSTRUCTION

Section 1. Amendments. The Board of Directors, by two-thirds vote at any duly constituted regular meeting or special meeting called for the purpose, may alter, amend, or repeal any Bylaw provided written notice of proposal of such amendment, alteration, or repeal has been given to all members of the Board at least ten (10) days before such meeting.

Section 2. Interpretations. All questions of interpretation of these Bylaws shall be decided by majority vote of the Board of Directors at any duly constituted meeting of the Board.

Section 3. Construction. If there is any conflict between the provisions of the Certificate of Incorporation and the Bylaws, the provisions of the Certificate of Incorporation shall govern.

(a) If there is any conflict between the Ordinances and the Bylaws, the provisions of the Ordinances shall govern.

(b) Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.