

PASSYUNK SQUARE CIVIC ASSOCIATION

Amended and Restated Bylaws

Approved _____

ARTICLE I - ESTABLISHMENT & NAME

Section 1. The Passyunk Square Civic Association, hereinafter referred to as the "Association," is organized as a Pennsylvania non-profit corporation, located within the City of Philadelphia, Pennsylvania, and organized to be a tax-exempt organization under Internal Revenue Code 501(c)(3). It was organized with the Pennsylvania Department of State on December 10, 2003 and obtained its tax-exempt status on April 26, 2004.

Section 2. The geographic area of the Association shall include and be bounded as follows (the "Neighborhood"):

- (a) the West side of 6th Street to the East side of Broad Street; from
- (b) the South side of Washington Avenue to the North side of Tasker Street.

ARTICLE II - PURPOSE & OBJECTIVES

Section 1. The purpose of the Association is to enhance the quality of life in the Neighborhood, preserve the Neighborhood's unique historic character, and promote a cohesive community of residents, businesses and institutions.

Section 2. The objectives of the Association in the Neighborhood include, but are not limited to, the following:

- (a) to develop and foster community spirit and cooperation;
- (b) to foster a safe, prosperous, friendly Neighborhood, dedicated to mutual well-being;
- (c) to act as a civic forum for the concerns of its Members;
- (d) to provide means of informing Members of rights, responsibilities, and interests with respect to public questions;
- (e) to improve open spaces;
- (f) to create an attractive local environment;
- (g) to promote local businesses and institutions;
- (h) to improve the climate for living, visiting, and doing business in the Neighborhood;
- (i) to promote the Neighborhood;
- (j) to encourage public service;
- (k) to preserve and enhance the architecture and history of the Neighborhood through responsible zoning;
- (l) to promote health and safety measures;
- (m) to create and aid community recreation and activities; and

(n) to promote and improve local schools.

ARTICLE III - MEMBERSHIP

Section 1. The Association is resident based, open to adults living or owning property within the Neighborhood and to business owners having a principal place of business within the Neighborhood. Proof of adult residency or ownership shall be by

- (a) copy of a valid, executed lease agreement relating to property within the Neighborhood; or
- (b) deed registered with the County of Philadelphia in the Commonwealth of Pennsylvania relating to property within the Neighborhood; or
- (c) a current voter registration card; or
- (d) a valid Pennsylvania Driver's License; or
- (e) a valid state-issued identification; or
- (f) a utility bill in the name of the person seeking membership; or
- (g) a printout of the Office of Property Assessment page indicating ownership of a property within the Neighborhood AND a state-issued photo ID; or
- (h) a Business Privilege License showing ownership of a business within the Neighborhood.

Section 2. Members entitled to vote in the Association include the following:

- (a) each adult representative resident or property owner of the Neighborhood shall be entitled to one (1) vote; and
- (b) one (1) adult representative owner of a business having its principal place of business within the Neighborhood shall be entitled to one (1) vote.

Section 3. Membership or participation in the Association shall not be denied or abridged to any individual on account of race, color, religion, gender, age, national origin, disability or sexual orientation.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The Board of Directors, hereinafter referred to as the "Board," shall consist of up to twelve (12) Directors. The term of office for Directors shall be two years.

Section 2. At the first meeting of the Board of Directors following the 2014 Election, the Board shall be divided as equally as may be in two classes via random lottery. The seats of fDirectors of the first class shall be vacated after one year (as of May 2015), and of the second class after 2 years (as of May 2016), such that one half of the Directors may be chosen every year thereafter.

Section 3. No individual shall be permitted to hold a directorship in the Association for more than ten (10) consecutive years, unless the term limit for any individual is extended for one additional term by a three-fourths (3/4) majority vote of the Board of Directors.

The vote to permit a Director to seek reelection beyond the ten (10) consecutive year term limit shall be held at the Board of Directors meeting convened in February.

Section 4. At the sole discretion of the Board, a vacancy may be considered to exist when a Board member is absent from three (3) meetings of the Board within a 6 month period.

Section 5. The Board shall authorize or approve all business of the Association. It shall not at any time, or for any purpose, authorize or approve the borrowing of money or the issuing of notes or other obligations, and shall not authorize or approve contracting debts beyond the current balance of funds in the Association Treasury.

Section 6. The responsibilities of the Board of Directors shall include, but not be limited to, the following:

- (a) attend monthly Board of Directors meetings;
- (b) prepare and adopt an annual budget;
- (c) create and manage subcommittees;
- (d) create and coordinate events for the Neighborhood community;
- (e) raise funds and revenues for Association operations;
- (f) set annual priorities and goals of the Association;
- (g) act upon the Association mission statement and refine same as necessary;
- (h) conduct monthly general membership Association meetings September through June of each year;
- (i) create procedures for applications to the Board of Directors;
- (j) vote in accordance with the procedures set forth in these Bylaws;
- (k) review and approve monthly financial reporting of the Treasurer; and
- (l) conduct oneself in a manner befitting a community representative.

Section 7. The Board shall not at any time, in any way, involve the Association in partisan political activities, nor shall it authorize or approve any officer or member to do so in the name of the Association.

Section 8. Directors shall not be permitted to be an elected federal, state, county or municipal office holder.

Section 9. All nominees and members of the Board of Directors shall be paid Members of the Association before election and while serving on the Board.

Section 10. Directors shall not use their position for personal gain and shall disclose any potential conflict of interest to the Board for evaluation on a case-by-case basis.

ARTICLE V - NOMINATIONS AND ELECTIONS OF DIRECTORS

Section 1. A general Association meeting for the election of Directors shall be held in May of each calendar year.

Section 2. On or before January 1 of each year, the President, with the approval of the Board, shall appoint a Nominating Committee of three or more members to prepare a slate of nominees for election to be approved by the Board. The Nominating Committee shall include any Directors whose seats are up for election and who are not seeking reelection or who are prohibited by 10-year term limit to seek reelection and other Association members. Members of the Nominating Committee shall not be eligible to seek election to the Board of Directors during years that they serve on the nominating committee.

Section 3. Notice of the acceptance of Candidates for Director Seats shall be announced at the general membership meeting held in March and posted in accordance with Article XIV below by the day following the March general membership meeting. The Nominating Committee shall determine how and by what date candidates for Director Seats shall declare their candidacy. Except for members of the Nominating Committee, any member of the Association shall be eligible to be a Candidate for a Director seat, provided such member has at least attended 3 Association and/or Board meetings during the last calendar year. The Nominating Committee shall be responsible for verifying eligibility of candidates.

Section 4. At the general membership meeting held in April, the Chairperson of the Nominating Committee shall place the names of eligible candidates in nomination at the Association meeting.

Section 5. At the general membership meeting held in May, Members present and eligible to vote, shall vote and determine any election. The top vote recipients, up to the number of vacant seats, are elected. Newly elected Directors shall assume office at the immediately following meeting of the Board of Directors.

ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS

Section 1. The Officers of the Association shall be a President, Vice-President, Secretary and Treasurer. All Officers shall serve one-year terms and shall be selected from the Directors of the Board of Directors, elected in accordance with Article V herein.

Section 2. The President shall preside at meetings of the Association, and the Board of Directors, shall represent the Association and coordinate its affairs. With the approval of the Board, the President shall appoint members and chairs of committees and make such other appointments as may be necessary or desirable. No individual shall be permitted to hold the office of President for more than four (4) consecutive one-year terms unless the Board of Directors has extended the term limit for any individual by a three-fourths (3/4) majority vote of Directors. This vote shall be taken at the Board of Directors meeting held in March.

Section 3. The Vice-President shall discharge the duties of the President in the absence or disability of the President or as requested by the President or the Board. The Vice-

President shall succeed to the Presidency if the President is removed, unable to discharge the powers and duties of the office, dies while in office or resigns.

Section 4. The Secretary shall keep the minutes of all Board and Association meetings and assume other duties as delegated by the Board, including a current roster of the Officers and Directors.

Section 5. The Treasurer shall have custody of all monies and properties of the Association. He or she shall be responsible for receipt and disbursement of funds and the keeping of accounts. All disbursements shall be by check signed by the Treasurer, the President, or the Vice President, and subject to the approval of the Board, in accordance with financial policies and procedures adopted by the Board. Monthly reports shall be made to the Board on the state of the accounts and quarterly reports of review of the annual budget shall be made to the Board.

Section 6. Prior to the Board of Directors meeting held in April of officer election years, each Director shall deliver his or her nominations for officership to the then-current Secretary. Nominations may also be made from the floor of the April meeting of the Board. At the Board meeting held immediately following the Director elections in May, a simple majority of Directors present shall vote and determine any election. Newly elected Officers shall assume office at the immediately following meeting of the Board of Directors.

Section 7. The following Committee Chairs are also Board members: Planning, Communications, and Zoning.

Section 8. Officers shall not use their position for personal gain and shall disclose any potential conflict of interest to the Board for evaluation on a case-by-case basis.

ARTICLE VII - REMOVAL OF OFFICERS AND DIRECTORS

Section 1. Any Officer or Director may voluntarily withdraw from his or her position by providing written notice to the Board.

Section 2. Any Director may be recalled by either (i) a majority vote of the Board of Directors, followed by at least a fourteen (14) day notice period prior to the next general membership meeting, followed by notice and by a majority vote of the Members present and eligible to vote at such meeting; or (ii) a two-thirds vote of Members present and eligible to vote provided that a petition for such recall shall have been signed by not less than fifty-one (51) members of the Association and presented to the Board at least fifteen (15) business days prior to the general membership meeting of the Association wherein the vote is to take place. The President shall, within five (5) business days after receipt of any such petition, cause a Notice to be posted to all members of the Association advising of the petition to recall and to be held at the next general Association meeting, provided that the notice has been provided to the membership at least ten (10) business days prior to the general membership meeting.

Section 3. Any Officer may be removed from his or her position for good cause upon a three-fourths (3/4) majority vote of the Directors in attendance, or voting by proxy. In order to be effective, any such vote to remove an Officer must have been preceded by a written notice from any Director recommending removal of such offending Officer, such notice to be delivered to all Directors at least ten (10) business days prior to the next regularly scheduled meeting of the Board

Section 4. Interim vacant seats among Officers and Directors may be filled by the Board. Any newly appointed interim-Officer or Director shall complete the remaining term of the seat he or she was appointed to fill.

ARTICLE VIII - AMENDMENTS

Section 1. The Bylaws may be amended and changed by a motion for amendment being approved by a unanimous vote of the Board and subsequent approval by a majority of members present and eligible to vote at an Association membership meeting. Notice of proposed amendments approved by the Board shall be delivered, per Article XIII, to all members prior to any Association meeting at which action is taken on such amendments.

ARTICLE IX - DISSOLUTION

Section 1. In the event the Association is dissolved, which shall occur only following a unanimous vote of dissolution by the Board, any funds or property of the Association at the time of dissolution shall be donated to a community charity designated by the Board in its discretion and with the approval of a majority voting in attendance at an Association meeting.

ARTICLE X - MEETINGS

Section 1. There shall be monthly general Association meetings from September through June of each year.

Section 2. There shall be monthly meetings of the Board of Directors.

Section 3. All general membership meetings of the Association shall be open to the general public but non-members shall not be entitled to vote. Board meetings shall be open to Association members at the explicit invitation of the President, but participation in the business of Board meetings shall be limited to Directors.

Section 4. All business transacted at Board and Association meetings requiring the vote of Members shall only include the votes of Members present and eligible to vote except as provided elsewhere in the Bylaws. A quorum for general membership meetings of the Association shall consist of fifteen (15) members. A quorum for Board meetings shall consist of 51% of the number of Directors.

ARTICLE XI - COMMITTEES

Section 1. The term of Committee Chairs and Committee members shall be the same as that of the appointing President, unless the Committee is chaired by a member of the Board, in which case the term shall be the same as that of that Board member. The President shall be an ex-officio member of all Committees and shall be invited to all Committee meetings. Standing Committees shall be established as determined by the Board. The duties and activities of Committees shall be defined and approved by the Board. Committee Chairpersons shall serve at the discretion of the President and the President shall have the power to remove/replace Committee Chairs.

ARTICLE XII - RECORDS

Section 1. All minutes, election records and other official records of the Association shall be made available for the inspection of any Member upon demand.

ARTICLE XIII - NOTICE

Section 1. Any notice required to be given pursuant to provisions of these Bylaws ("Notice") shall be delivered to the Members of the Association at least fourteen (14) calendar days prior to any Association meeting wherein action of the Association is to be voted upon by the Members. Notice shall be delivered by posting on the Association's website, its official social media channels, and in its monthly newsletter.