

CONSTITUTION AND BYLAWS - Revised March 3, 2008

East Passyunk Crossing Civic Association and Town Watch

ARTICLE I - NAME/OFFICE

1. The official name of the Corporation shall be the East Passyunk Crossing Civic Association and Town Watch, also known as the East Passyunk Crossing Civic Association, and for the sake of this document in all articles as the Corporation or Association.
2. The official address of the Corporation shall be 1117 Emily St. Philadelphia, Pennsylvania 19148 or at such other location as fixed by the Board of Directors. The official web page for the Corporation shall be <http://www.eastpassyunkcrossing.org>.

ARTICLE II - MEMBERSHIP

1. Membership shall be open to natural persons who support and endeavor to promote the objectives of the East Passyunk Crossing Civic Association as stated in the Articles of Incorporation, whose official residence is within the boundaries of the Association, and whose membership forms are accepted by the Board of Directors. All memberships must be renewed annually on First Monday of January.
2. The Board of Directors may determine from time to time the amount of annual dues, if any, payable by the members.
3. The Board of Directors, by affirmative vote of 66% of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing before the Governance committee.
4. No person shall be excluded from membership, segregated or excluded from participation on the Board of Directors or any Committee, or otherwise discriminated against within the organization because of race, color, sex, religion, national origin, age above eighteen, economic status, parenthood, sexual orientation, political affiliation or disability. Every effort shall be made to achieve diverse representation in membership on the Board of Directors as well as within the Association's activities from the broad spectrum of residents supporting the purposes of the Corporation.

ARTICLE III - MEETINGS OF THE GENERAL MEMBERSHIP

1. Meetings of the General Membership shall be held no less than once a year. The date, time, and location of the meetings shall be determined by the Board of Directors. Agendas as established by the Board of Directors shall be posted on the corporate website no fewer than five business days prior to all general membership meetings.
2. All meetings of the Corporation including but not limited to general membership, Board of Directors, or committee meetings will follow the Order of the Day as

established by Robert's Rules of Order and the general guidelines of parliamentary procedure.

3. Special meetings of the membership may be called at any time by the President, or the Board of Directors, or 33% of the membership entitled to cast votes.

4. Written notice of every meeting of the members, stating the time, place and object thereof, shall be given by, or at the direction of, the Corresponding Secretary to each member of record entitled to vote at the meeting at least five business days prior to the meeting day.

5. The presence in person of 25% of the members entitled to vote shall constitute a quorum for the purpose of the transaction of any business at a meeting.

6. Any action that can be taken at a meeting of the members may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by a simple majority of the members who would be entitled to vote at a meeting for such purpose, and shall be filed with the Corresponding Secretary of the Corporation.

7. Every member of the Corporation shall be entitled to one vote.

8. A proxy vote may be cast by means of a legibly written or typed ballot as generated by the voting member. It must bear the member's signature and be witnessed by two other voting members not holding the proxy. Such proxy ballots must be received by the Corresponding Secretary no less than two hours prior to the meeting for which the proxy stands.

ARTICLE IV - DIRECTORS

1. The Board of Directors shall be composed of fifteen natural persons, each of whom must reside within the Boundaries of the Association as defined by the Board of Directors. They will include five principal officers, the five standing committee chairs outlined in section ten of this article, and five at-large members.

2. Subject to the limitations contained in the Articles of Incorporation and by statute as to action authorized or approved by the members, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of this Corporation shall be managed by the Board of Directors.

3. Upon acceptance of their posts, directors pledge themselves to act in a completely ethical manner. The fiduciary and fiscal responsibilities of the Corporation are to be their primary concerns. Directors also pledge to uphold the articles of the corporate constitution and its bylaws and to direct all their business conforming to the rubrics expressed within this document. Violation of this ethics policy will subject the board member to removal from the board.

4. Directors shall be elected from names submitted by the Elections/Nominations committee by a majority of the members eligible to vote at an annual meeting. Directors

shall hold office for one year and shall serve until their successors are elected. Terms of office will commence the first of the month following the autumn board meeting.

5. Vacancies of the Board of Directors may be filled by an appointee selected by a majority of the Board of Directors convened at a duly constituted meeting. Each director so appointed shall hold office until the next annual meeting.

6. Directors may be re-elected upon the expiration of their term.

7. Meetings of the Board of Directors shall be held no fewer than three times per year at such times and such places within the Commonwealth.

8. Written or personal notice (including transmission by facsimile or telephone or electronic mail) of a meeting of the Board of Directors may be given to each Director five business days prior to the named meeting day. However, a meeting of the Board of Directors may convene upon shorter notice if and when a majority of the directors agrees to do so and a good faith effort has been made to notify each director of the meeting so called. Any acts or business so taken at such a meeting shall be an official act of the Board of Directors.

9. A quorum established for the conduct of business for the Board of Directors shall consist of a majority of all active members. The acts of the directors present shall be the acts of the Board of Directors. Any action taken at a meeting of the Board of Directors may be taken without a meeting if a consent, or consents set forth in writing the action taken, are signed by all the directors in office, and are filed with the Corresponding Secretary of the Corporation.

10. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more executive committees to consist of one or more directors of the Corporation, in addition to the following Standing and Ad Hoc Committees:

Standing Committees

- A. Membership
- B. Zoning
- C. Beautification
- D. Community Relations
- E. Public Safety /Town Watch

Ad hoc Committees

- A. Governance
- B. Elections/Nominations

C. Audit

ARTICLE V - OFFICERS

1. The officers of the Corporation shall be President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer. The positions of President and Vice-President may be shared by co-chairpersons acting in tandem and alternating or sharing responsibilities and duties of both offices. The Corporation may also have an assistant Treasurer and Secretaries as deemed necessary by the Board. The term of office shall be one year or until a successor is elected. The Board of Directors has the power to fill any vacancies until the expiration of such terms of the officers.
2. The President shall be the chief executive of the Corporation. President shall preside at all meetings of the members and Directors; have general and active management of the affairs of the Corporation; and see that all orders and resolutions of the Board are carried into effect, subject however, to the rights of the Directors to delegate any specific powers, except as may be statutorily conferred on the President, to any other officer or officers of the Corporation. President shall be ex-officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of the President under parliamentary procedure as defined by Robert's Rules of Order. As well, the President shall be a signatory of permanent record on all corporate accounts.
3. The Vice-president shall act, in all cases, for and as the President in the latter's absence or incapacity, and shall perform such other duties as may be required by the Board. This will include chairing the Governance committee and serving on the Membership committee. The Vice-president shall at all times have on hand the most current edition of Robert's Rules of Order and serve as parliamentarian. As well, the Vice-president shall be a signatory of permanent record on all corporate accounts.
4. The Recording Secretary shall be responsible for issuing notices and keeping minutes of meetings of the Board of Directors and members. The Recording Secretary shall keep a permanent archived file of the records of the Corporation and a membership register showing the names, addresses and contact information of the members. As well, the Recording Secretary shall be a signatory of permanent record on all corporate accounts.
5. The Corresponding Secretary shall be responsible for written contact and as notice agent for all meetings as well as for the submission of all formal correspondence on behalf of the Corporation for archiving by the Recording Secretary. The Corresponding Secretary shall administer all voting proxies. This office shall serve as primary correspondent for the Board of Directors and shall, upon the approval of the President or a co-chair, function as spokesperson for the Corporation.
6. The Treasurer shall have custody of the corporate funds; maintain full and accurate

accounts of receipts and disbursements in books belonging to the Corporation; and keep the monies of the Corporation in a separate account in the name of the Corporation. Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements; and shall render to the President and Directors at the regular meetings of the Board, or whenever they may require it, an account of all transactions made as Treasurer, and of the financial condition of the Corporation. As well, the Treasurer shall serve as a non-voting member of the Audit Committee; and act as a signatory of permanent record on all corporate accounts.

7. The Board of Directors shall determine its own officers and standing committee chairs from the fifteen members elected by the General Membership at the Board's autumn meeting.

ARTICLE VI - ANNUAL REPORT/AUDIT

1. The Board of Directors shall report annually to the members on the activities and finances of the Corporation, verified by the President and Treasurer or by the majority of the directors.
2. The annual report shall be filed with the minutes of the meeting of members.
3. An Audit Ad hoc Committee shall be formed annually at the end of the calendar year and consist of two Board members who do not currently serve as Officers and three non-Board members at-large reasonably qualified to adjudicate financial matters. Their report will be due to the Board by January 31 and presented to the membership at their next regularly scheduled meeting. Audit should be conducted using generally accepted accounting principles (GAAP).

ARTICLE VII - NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid to said person's address appearing on the books of the Corporation, or in the case of Directors, supplied to the Corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed given to the person entitled thereto when it is deposited in the United States mail. Such notice shall specify the place, day and hour of the meeting and any other information required by statute or these bylaws. Written or personal notice of a meeting may be issued by facsimile or telephone or electronic mail in place of hard copy, of a notice, if the member has chosen an alternate format as their primary means of contact on their membership form.
2. Whenever any written notice is required to be given under the provisions of the statute or the articles or bylaws of this Corporation, a waiver thereof in writing, signed by the person entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither

the business to be transacted nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE VIII - INDEMNIFICATION

1. The Corporation shall indemnify each of its directors, officers and employees whether or not then in service as such, against all reasonable expenses actually and necessarily incurred by him/her in connection with the defense of any litigation to which the individual may have been a party because he/she is or was a director, officer or employee of the Corporation. The individual shall have no right to reimbursement, however, in relation to the Corporation for negligence or misconduct in the performance of duties, or dereliction in the performance of duties as a director, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of an office or employment. The right to indemnify for expenses shall also apply to the expenses of suits compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

ARTICLE IX - AMENDMENTS

1. Bylaws may be adopted, amended, or repealed by the vote of members entitled to cast at least a majority of the votes which all members present are entitled to cast thereon at any regular or special meeting duly convened after notice to the members of that purpose.

ARTICLE X - DISSOLUTION

1. Upon the consent of 75% of the general membership voting in a general meeting or in the complete absence of any duly elected officers, the remainder of the board may petition for the dissolution of the Corporation.

2. In addition to abiding by all the formal structure of the Commonwealth for the dissolution, the following items will be thus disbursed.

a. All corporate accounts and funds shall be donated to the Friends of the Free Library Broad and Morris Streets Branch.

b. All Corporate records and real property to Temple University's Urban Studies Archives.