

CONSTITUTION AND BY-LAWS

East Point Breeze Neighbors
Newbold Neighbors Association
Philadelphia, Pennsylvania
October 2012

A. CONSTITUTION

ARTICLE I - NAME AND LOCATION

Section 1 - Name of Association

The name of this Association shall be East Point Breeze Neighbors ("EPBN"). The Association was previously called the Newbold Neighbors Association ("NNA").

Section 2 - Boundaries

The Association shall encompass that portion of the City of Philadelphia, Pennsylvania whose boundaries are defined by the following:

1. on the west, the west side of S 18th Street;
2. on the north, the south side of Washington Avenue;
3. on the east, the west side of S Broad Street;
4. on the south, the north side of Passyunk Avenue.

These boundaries shall serve the purpose of demarcating the Association's area of focus, although the Association may take part in activities outside of these boundaries at times.

ARTICLE II - PURPOSE

The purpose of this Association shall be to identify, promote and participate in actions which the Association considers will contribute to the general welfare of the community within the Association's area of focus in particular and to the general welfare of the City of Philadelphia as a whole by:

1. Providing a medium for identifying and developing community interests, and for disseminating information pertaining to those interests within and outside the community;
2. Working to secure needed improvements in public services and facilities;
3. Promoting social welfare;
4. Cooperating with similar organizations in the City of Philadelphia;
5. Combating community deterioration.

This organization is organized exclusively for charitable purposes, including the making of contributions to organizations that qualify as exempt organizations under section 501 (c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III - MEMBERS

This Association shall be nonsectarian and politically non-partisan. Any person eighteen years of age and older and who is a resident, or owns real property, or owns a business in this Association's area of focus shall be eligible for membership in the Association, and may claim membership upon attending and signing in at any Association facilitated meeting or event. Any individual not meeting the above requirements can participate in NNA-Association sponsored events and participate in committees but may not serve on the board or be a voting member.

ARTICLE IV - GOVERNANCE

The Association shall be governed by a Governing Board comprised of four (4) officers and two (2) Committee Chairpersons per committee elected annually in accordance with the provisions of the Association's By-laws. The officers of the Association shall be a President, Vice-President, Secretary and Treasurer. All officers and Committee Chairpersons shall hold office until the close of the annual meeting at which their successors are elected.

ARTICLE V - AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

The Constitution and By-Laws of the Association may be amended only with the approval of two-thirds of the voting members of the Association (as described in Article II of the By-Laws) present at a regular or special meeting or who have submitted their vote by proxy before the beginning of the meeting, but no such amendment shall be adopted unless at least fourteen (14) days written notice of such pending amendment has been given to the members of the Association.

B. BY-LAWS

ARTICLE I - HEADQUARTERS

The headquarters and meeting place of the Association shall be at such place or places as shall be determined by the Governing Board of the Association.

ARTICLE II - VOTING MEMBERSHIP

A person eligible for membership becomes eligible to vote (hereafter referred to as "voting member") when he or she participates and exhibits proper conduct at the following:

- at least four (4) Association-sponsored events in the calendar year prior to the date of the vote being taken, including:
 - at least one (1) general meeting, committee meeting, or volunteer event

Inclusive of the requirements listed above, members of the Governing Board must attend:

- at least six (6) meetings per year, including:
 - at least two (2) general meetings

The attendance requirements for the Governing Board may be overridden by a majority of existing Governing Board members.

ARTICLE III - ELECTIONS

Section 1 - Elections

The officers and Committee Chairpersons of the Governing Board shall be elected by the voting members of the Association at the Association's annual meeting. All elections shall be determined by majority vote. A voting member must be present in order to vote. Each voting member may cast one ballot.

Section 2 - Nominations

At least 75 days prior to each annual meeting, elections for a nominating committee of not fewer than two voting members shall be held. The President shall not be a member of this committee. It shall be the duty of the nominating committee to prepare a list of nominees for each office and each vacancy on the Governing Board, including any unexpired term vacancy, for which elections are being held, and file its nominations with the Secretary at least 30 days prior to the annual meeting. The Secretary shall cause such nominations to be included in the notice of the annual meeting which shall be given to the members at least 14 days prior to the annual meeting. Prior to filing such nominations with the Secretary, the nominating committee shall determine that the members nominated are agreeable to the placing of their names in nomination and will serve if elected. Nominations for vacancies may also be made from the floor at the annual meeting; however, only those members present at the meeting can be nominated from the floor. All nominees shall be eligible voting members of the Association as described in Article II. In addition, all nominees for Committee Chair positions must currently be members of said committee as defined by each committee's policies for membership.

Section 3 - Election and Terms of Officers

The Officers of the Governing Board shall be a President, Vice-President, Secretary and Treasurer elected annually on alternating years by the Association membership. Elections for President and Treasurer will occur on even numbered years, while elections for Vice-President and Secretary will occur on odd numbered years. Terms of office shall be for two election years thereafter, or until the officer's successor is elected. No individual may serve in the office of President or Vice-President for more than two consecutive terms.

Section 4 - Election and Terms of Committee Chairpersons

The Association shall elect from its voting members a total of twelve Committee Chairs (two chairs per committee), each of whom shall serve for a term of two years. Elections for Committee Chairs shall alternate such that one chair for each committee shall be elected each year.

Section 5 - Vacancies

Vacancies arising in the Governing Board between annual meetings of the Association may be filled by a majority vote of the remaining members of the Governing Board such that the new Governing Board Member will serve until the next regular annual meeting. A Governing Board Member elected to the Board to fill a vacancy on the Board shall be eligible to be elected subsequently by the Association. The terms of the Governing Board Members elected by the Association shall begin upon their election at the regular annual meeting. Officers may not simultaneously hold the position of Committee Chairperson. A leave of absence may be requested by a Governing Board Member to the remainder of the board for a period of up to 60 calendar days, during which time the position will be considered vacant, to be filled according to the previously stated rule. After 60 calendar days or the next election, whichever is sooner, the temporary Governing Board Member is considered permanent.

Section 6 - Removal of a Board Member for Cause

A motion to remove any Governing Board Member for cause must be circulated to all Board Members in writing fourteen days prior to a vote on removal. During this fourteen day period, the Board Member in question has the right to respond in writing to the removal motion. A confidential ballot vote of eligible voting Board Members shall then be taken. The votes of two-thirds of eligible voting Board Members are necessary to remove the member in question, at which time the member in question shall be notified in writing of the decision. Upon removal of a Board Member, the position will be filled in accordance with vacancy provisions as stated in Article III, Section 5. Causes for removal are described as the following:

- Inactivity or inability to perform the duties as listed in the relevant section of the bylaws
- Defamation of the organization, its Board Members, or general membership
- Intentional non-disclosure of conflicts of interest
- Illegal activity

Section 7 - Governing Board Member Compensation

Compensation or remuneration shall not be paid to Board Members for their services in their capacity as Board Members, nor pursuant to any other contractual arrangements. However, Board Members may be reimbursed for actual expenses incurred by them in the performance of their duties, within the limits of the reimbursement policies set by the Board.

ARTICLE IV - DUTIES OF OFFICERS AND DIRECTORS

Section 1 - Duties of Officers

A. President

The President:

- shall act as the chief executive of the Association, and shall preside at meetings of the Association membership and of the Governing Board;
- shall prepare and follow the agenda for the Association's meetings;
- shall carry out the directives of the membership and of the Board;
- shall lead voting procedures;

- shall sign all official correspondence and official instruments on behalf of the association as its President;
- shall be co-signatory on all checks making disbursements of Association funds as directed by the Board;
- shall appoint such committees as are provided for in Article V;
- shall represent the Association or appoint a delegate or delegates to represent the Association at meetings of other groups or organizations in the City of Philadelphia where such representation is deemed to be in the interest of this association;
- shall be an ex officio member of all committees of the Association, except the nominating committee.

B. Vice-President

The Vice-President:

- shall, in the absence of the President, perform the duties of President;
- shall secure and confirm the time and location for each meeting of the Governing Board and the association;
- shall be co-signatory on all checks in the absence of the Treasurer;
- shall compile and distribute committee reports;
- shall oversee the maintenance of a list of standing committees and their members.

C. Secretary

The Secretary:

- shall serve as Secretary of the meetings of the Association membership and of the meetings of the Governing Board, and shall keep a record of those meetings, including a record of all meeting attendees and outcomes of all votes in the journals maintained for such purposes;
- shall keep a long-term record of officers and their terms;
- shall track membership status and maintain contact information for all members;
- shall maintain NNA's the by-laws, rules of order, and standing rules, including the amendments made to each;
- shall send out proper notification of all meetings;
- shall conduct all NNA-Association correspondence;
- shall act as co-signatory on all official documents when a co-signatory is required.

D. Treasurer

The Treasurer:

- shall receive and account for all funds of the Association;
- shall deposit all Association moneys in such bank as the Board shall approve and shall make disbursements from such moneys as the Governing Board shall instruct;
- shall co-sign all checks issued;
- shall keep account books showing all receipts and expenditures and shall submit an account thereof to the Board and to the regular meetings of the Association membership and at such other times as may be requested by the Board;

- shall prepare a proposed annual budget for the Association, to be presented to the Association's membership at the annual meeting each year;
- shall prepare and submit all requests for outside funding;
- shall be responsible for obtaining and maintaining 501-(c)-3 non-profit status ~~for NNA~~;
- shall, in the absence of the President and Vice-President, perform the duties of the President.

E. Additional Duties

The officers of the Association shall perform such other duties and functions as may be requested by the Association or the Board.

Section 2 - Membership and Duties of the Committee Chairpersons

The general management and supervision of the Association's affairs shall be vested in its Governing Board, which shall consist of four (4) officers in addition to up to twelve (12) voting members of the Association elected to positions of Committee Chairperson at regular annual meetings of the Association's membership. The duties of the Governing Board shall include policy direction, oversight, and financial management of the Association between the general meetings. All Governing Board Members are allowed one vote regardless of the number of Committee Chair positions held.

Section 3 - Meetings

The Governing Board shall hold meetings at such intervals as may be deemed necessary but at least once every three (3) months.

Section 4 - Quorum

At all meetings of the Board, a majority of the Board Members shall constitute a quorum. A majority of those Board Members present at such meetings shall be necessary for the taking of any official action by the Board.

ARTICLE V - STANDING COMMITTEES

Section 1 - Committees

The members of the Association shall elect up to two (2) eligible voting members to chair the following standing committees:

- A. Clean & Green
- B. Planning & Zoning
- C. Community Outreach
- D. Public Safety
- E. Technology

In addition to the responsibilities specific to each committee listed in below in subsections A through F, Committee Chairs shall oversee the following:

- facilitating committee meetings at least once every three (3) months;

- facilitating at least one (1) public event per year;
- submitting accurate copies of standardized sign-in sheets to the Secretary following each meeting;
- circulating monthly written committee updates to the board and general membership;
- maintain a document enumerating the policies for committee membership and committee procedures, subject to majority board approval;
- create and manage subcommittees as necessary.

A. Clean & Green Committee Chair

A Chairperson of this committee shall oversee the following:

- Coordinate cleaning activities including, but not limited to:
 - Block and lot clean-ups
 - Tree planting & maintenance (including Tree Tender Certification)
 - Recycling events / strategies
 - Trash receptacle strategies
 - Anti-leaflet, recycling, or other waste reduction programs
 - Gardening events & activities
 - Green home improvement activities & opportunities

B. Planning & Zoning Committee Chair

A Chairperson of this committee shall oversee the following:

- Facilitate meetings to hear requests for zoning variances in accordance with the Philadelphia City Planning Commission's (PCPC) Registered Community Organization (RCO) guidelines and provide appropriate letters regarding meeting outcomes and support of said requests to the general membership
- Post all relevant correspondences online in a manner which can be easily read by members of the public
- Track relevant municipal planning & zoning ordinances and activities
- Act as a liaison to the City of Philadelphia Zoning Board of Adjustments (ZBA) and PCPC
- Provide maps for other Governing Board Members as needed
- Submit annual RCO application renewal to appropriate Philadelphia agencies

C. Community Outreach Committee Chair

A Chairperson of this committee shall oversee the following:

- Create and monitor social media presences as needed;
- Coordinate outreach activities including, but not limited to:
 - Creating and publishing meeting advertisements,
 - Coordinating translation activities,
 - Event planning,
 - Business outreach,

- Establish and maintain a relationship with other relevant civic associations, community groups, and institutions.
- Coordinate with organizations that have educational focus.

D. Public Safety Committee Chair

A Chairperson of this committee shall oversee the following:

- Coordinate activities relevant to public safety, including town watch
- Maintain contact with appropriate police precincts
- Track neighborhood crime activities

Notify the authorities of criminal activityF. Technology Committee Chair

A Chairperson of this committee shall oversee the following:

- Generate and maintain the website pages as needed
- Ensure proper operation of website hardware and software
- Develop additional website features as needed
- Monitor and report on website analytics

ARTICLE VI - MEMBERSHIP MEETINGS

Section 1 - Additional and Special Meetings

In addition to the annual meeting, such other meetings of the general membership may be called by the Governing Board when such meetings are deemed necessary and desirable. A special meeting also shall be called by the President upon written request to the President by members representing one-fifth of the voting members in the Association. At all special meetings of the membership, only that business designated in the call shall be transacted. Notice of special meetings shall be by written or electronic notice to each household having a voting member in the Association at least five days prior.

Section 2 - Quorum

At any regular membership meeting of the Association, a quorum shall be one-third of the current voting members. At any special meeting of the Association, the presence of one-half of the current voting members shall constitute a quorum.

Section 3 - Manner of conducting business.

Except as otherwise provided by the Constitution and By-Laws, Roberts Rules of Order Newly Revised (RONR) shall govern the conduct of the meetings.

Section 4 - Manner of Voting

The voting on all questions and motions coming before the Association shall be by voice vote or by ballot. The number of ayes and nos on a vote shall be entered in the minutes of the meeting only when called for, except in the case of elections at which balloting has occurred.

Section 5 - Resolutions

A majority of the voting members present and voting at the regular or special meeting is required for the adoption and approval of a resolution presented at an Association membership meeting or a meeting of the Governing Board. All resolutions voted upon shall be reduced to writing and shall be copied in the journal of proceedings.

ARTICLE VII - FISCAL YEAR

The fiscal year of the Association shall be from January 1 to December 31.

ARTICLE VIII – 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 organization.
2. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In addition to abiding by all the formal structure of the Commonwealth for the dissolution, the following items will be thus disbursed:
 - a. All accounts and funds shall be donated to the Friends of the Free Library Broad and Morris Streets Branch.
 - b. All records to Temple University's Urban Studies Archives.

ARTICLE IX - EFFECTIVE DATE OF BY-LAWS

These By-Laws shall become effective as of the date on which they were adopted.

ARTICLE X - CONFLICTS OF INTEREST

The following disclosures shall be required of all Board Members, Officers, or Committee Members: Upon learning of the association's consideration of, or involvement in, an issue impacting upon, or having the potential to impact upon, the interests of a Board Member, Officer, or Committee Member in a manner or to a degree not common to the broader community, a Board Member, Officer, or Committee Member shall immediately disclose such facts to the board and also to membership at the next General Meeting and shall offer to recuse himself or herself from any non-public vote taken related to the matter.

However, that person shall provide the Board or Committee with any and all relevant information as permitted. The minutes of the meeting and any related correspondence shall reflect that the disclosure was made and the abstention from voting.

CERTIFICATION OF ADOPTION

We, the duly-elected President and Secretary of the Association, certify that these by-laws were presented for adoption at a meeting of the general membership on the __ day of _____, 201_.

, President

, Secretary