



# West Mt. Airy Neighbors, Inc.

## BYLAWS

(as amended 1/28/63, 1/30/67, 4/16/68, 4/14/69, 5/1/72, 6/10/74, 6/12/79, 6/14/88, 6/13/89, 6/14/90, 6/17/93, 5/14/02, 6/17/02, 2/13/07, 2/10/15, 4/9/19)

### **ARTICLE 1: NAME**

The name of this Association shall be "West Mt. Airy Neighbors, Inc."

### **ARTICLE 2: AREA**

This Association's geographic area shall be Fairmount Park on the west, Cresheim Valley Creek on the north, Germantown Avenue on the east, and Washington Lane on the south.

### **ARTICLE 3: PURPOSES**

This Association, which was originally formed to foster a stable, racially integrated community in West Mt. Airy, shall serve as a community-based volunteer organization committed to preserving and enhancing the quality of life in its richly diverse urban neighborhood.

### **ARTICLE 4: MEMBERSHIP**

Any person or organization living in, engaging in business in, or having an interest in the community of West Mt. Airy may become a member of the Association upon payment of the dues established.

## ARTICLE 5: DUES

The dues shall be paid according to a schedule that the Board of Directors approves. Any change of dues for any member is not effective until the end of that member's membership year.

## ARTICLE 6: BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of no fewer than fifteen (15) and no more than twenty-one (21) individuals, including officers, all of whom shall be members of the Association. Directors shall be elected for a term of three (3) years. No director may serve more than two consecutive 3-year terms.

Section 2. There shall be an Executive Committee of the Board of Directors composed in accordance with Article 10 which may act on behalf of the Board in such a manner as the Board may direct or as provided by Article 10, Section 1.

## ARTICLE 7: OFFICERS

Section 1. The officers of the Association shall be **President, Executive Vice President, Vice President for Physical Resources, Vice President for Community Affairs, Vice President for Membership Development, and Vice President for Finance**. The President shall be elected for a two-year term, to commence at the annual meeting at which he/she is voted into office. The other officers shall each be appointed by the President for a two-year term, with no officer's term of service to exceed two consecutive terms in a single office. Only elected Board members may be appointed to serve as officers, and the Board shall ratify or reject each officer appointee by a majority vote, with the appointee abstaining, with said ratification to occur no later than the first Board meeting following the annual meeting. If an officer has one year left to serve in a two-year term, but is due to rotate off the Board, the officer may not continue for one year past the maximum allowable term of service on the Board, but rather must rotate off the Board. In no event shall any officer's term extend beyond the term of office of the President who appointed the officer.

Section 2. Should vacancies other than for the office of the President occur among the officers in between annual meetings, the President shall fill such officer vacancies by appointment, and the Board shall ratify or reject each mid-term officer appointee by a majority vote at any meeting of the Board at which the appointee is presented by the President, with the appointee abstaining. Any mid-term appointment of an officer shall terminate at the next annual meeting. Service as a mid-term officer appointee shall not preclude the appointee from then serving two consecutive two year terms as an officer as permitted by Section 1 of this Article. A mid-term vacancy for the office of President shall be filled in accordance with Section 2 of Article 9.

## ARTICLE 8: DIRECTORS

Section 1. Pursuant to Section 2 of Article 10, the Nominating Committee shall submit for ratification or rejection by the Board of Directors a list of candidates for vacancies caused by expired or vacated terms on the Board, including for the expired officer position of President, that shall not exceed the maximum number of Board members cited in Article 6. The list of candidates who have been nominated and ratified by the Board shall be mailed at least fifteen (15) days in advance of the annual meeting to the membership together with notice of the annual meeting. Nominees elected to the Board shall serve a term commencing at the annual meeting at which they are voted into office.

Section 2. In addition to the list of candidates submitted by the Board to the membership, any member may nominate a candidate who is also a member, including himself/herself, for a vacancy on the Board by submitting the candidate's name in writing to the President at least seven (7) days prior to the annual meeting of the membership. A petition endorsing the candidate for the position the candidate seeks, signed by ten (10) current members, must accompany the submission.

Section 3. The list of candidates, including those nominated as set forth in Section 2 of this Article 8, shall be presented at the annual meeting of the membership. The Board of Directors shall be elected in the following manner:

- a) If the candidates nominated by the Nominating Committee for vacancies on the Board under the procedures described in Section 1 of Article 8 do not exceed the maximum number of Board members cited in Article 6, and there are no candidates who have been nominated pursuant to Section 2 of Article 8, then each candidate shall be declared elected to the Board upon acclamation of the members present at the meeting. There shall be no voting by proxy, nor shall a quorum be required to conduct an election at the annual meeting.
- b) If the total number of candidates exceeds the maximum number of Board members cited in Article 6 or if one or more of the candidates are nominated under the procedures described in Section 2 of Article 8, then election shall be by written ballot. The President shall appoint two tellers who are not candidates to collect paper ballots that list all the eligible candidates. The members attending the meeting may check off the names on their ballots of all candidates they wish to elect up to the maximum number of vacancies. Any ballot with more checks than vacancies shall be disqualified. The tellers will tabulate the eligible ballot results and rank in order the candidates for the vacancies by the number of votes each candidate has received. The candidates to the Board shall be elected in this order up to the maximum number of vacancies on the Board.

Section 4. Should vacancies occur among the directors in between annual meetings, the Board of Directors shall fill such director vacancies by majority vote of the Board members present at any meeting of the Board at which nominees are presented by the Nominating Committee. Any mid-term election of a director shall terminate at the next annual meeting. A director elected mid-term shall not be precluded from then serving two consecutive three year terms as a duly elected director.

## ARTICLE 9: DUTIES OF OFFICERS AND BOARD OF DIRECTORS

### Part A: Duties of Officers

Section 1. The President shall have general supervision over the affairs of the Association and possess such other powers as are herein granted and as may be granted by the membership or the Board of Directors. The President shall set the agenda for each meeting of the Board in consultation with the Executive Committee and the Executive Director, collaborate with the Executive Committee and Executive Director in planning and implementing strategies intended to strengthen the operations of the Association, preside at all meetings of the membership and of the Board, see that all resolutions and orders of the membership and the Board are carried out, execute all legal documents on behalf of the Association, and shall supervise the activities of the other officers.

### Section 2. Other Officers

- a) The Executive Vice President shall be responsible for developing and coordinating the organizational operations of the Association, including oversight of the records and document maintenance of the Association. The Executive Vice President shall be the Secretary of the Association, and in that capacity shall supervise the keeping of the minutes of all meetings of the Board, as well as the circulation of all notices required to be served by these Bylaws on behalf of the Association. Should the office of the President fall vacant, the Executive Vice President shall act as the President until the next annual election and the vacancy for the office of the Executive Vice President shall be filled in accordance with Section 2 of Article 7.
- b) The Vice President for Physical Resources shall be responsible for developing and coordinating the projects and committees of the Association which are established to preserve and enhance the physical environment of West Mt. Airy.
- c) The Vice President for Community Affairs shall be responsible for developing and coordinating the projects and committees of the Association which are established to advance the quality of life and public safety of the people of West Mt. Airy.
- d) The Vice President for Membership Development shall be responsible for overseeing all activities related to maintaining membership rolls, recruiting new members, and implementing and coordinating fundraising efforts designed to strengthen the fiscal stability of the Association.
- e) The Vice President for Finance shall be responsible for all fiscal and budget planning, including supervising the preparation of the Association's budget, overseeing the management of all fiscal transactions and financial record keeping of the Association, compliance by the Association with financial reporting requirements of governmental agencies, reporting on financial affairs of the Association to the Executive Committee and Board, and preparing reports, when he/she deems necessary, for the President to present to the Board on the financial condition of the Association. The Vice President for Finance shall be the Treasurer of the Association.

### Part B: Duties of the Board of Directors

Section 1. The Board of Directors shall have entire charge of the management and control of the Association's affairs, funds, and property, with full power to transact its business and to do and perform all things necessary to be done, including the determination of fundamental policies and objectives of

the Association, in order to carry out the purposes of the Association. The members of the Board are expected to attend and actively support the activities of the Association.

Section 2. The Board of Directors shall employ an Executive Director of the Association and such other employees as may be needed from time to time, paying their salaries out of the funds of the Association. The Board shall be the sole authority for terminating employment of any Association employee.

Section 3. The Board of Directors shall keep minutes of all its meetings and report at the annual meeting of the membership regarding the activities of the Board and of each standing committee about which the Board determines that the membership should be informed.

Section 4. Any officer or director may be removed from office by the Board if (1) he/she is absent from three consecutive meetings of the membership, the Executive Committee, or the Board of Directors without good and sufficient reason or cause, or if (2) his/her removal is otherwise determined by the Board to be in the best interests of the Association. Removal from office shall require a majority vote of the remaining directors at a regular or special meeting of the Board, and the vacancy shall be filled in accordance with Section 2 of Article 7 (if an officer vacancy) or by Section 4 of Article 8 (if a director vacancy). Any such officer or director whose removal is to be considered by the Board shall be given notice of at least seven (7) days of the time and place of the meeting at which his/her removal is to be considered and afforded an opportunity to be heard at such meeting.

#### **ARTICLE 10: COMMITTEES**

Section 1. The Executive Committee of the Board of Directors shall be composed of the officers of the Association and the chairpersons of the Nominating and Personnel Committees. The Executive Committee, which shall be chaired by the President, shall meet at the call of the President. The Executive Committee has the capacity to act on behalf of the Board when a full meeting of the Board is impractical due to time constraints or logistical impediments in order to act upon matters of immediate concern and consequence to the Association. In the event that the Executive Committee must so act, that meeting may be conducted through a telephone conference call or other electronic technology, provided that the technology employed enables all Executive Committee members participating in the meeting to hear each other. The Executive Committee shall maintain minutes of all its meetings and report to the Board at each Board meeting on matters covered at meetings of the Executive Committee that relate to the purposes of the Association. A quorum present at a meeting of the Executive Committee necessary to act on the business before it shall be two-thirds (2/3) of its current members. There shall be no voting by proxy at any Executive Committee meeting.

Section 2. The Nominating Committee shall be chaired by a member of the Board appointed by the President, whose appointment shall be ratified or rejected by the Board by a majority vote, with the appointee abstaining. The Nominating Committee shall also consist of three (3) members of the Board

appointed by the Committee chairperson. The Nominating Committee shall be responsible for Board recruitment and development.

Section 3. The Personnel Committee shall be chaired by a member of the Board appointed by the President, whose appointment shall be ratified or rejected by the Board by a majority vote, with the appointee abstaining. The Personnel Committee shall also consist of three (3) members of the Board appointed by the Committee chairperson. The Personnel Committee shall be responsible for overseeing employee selection protocol, employee compensation and benefits, and personnel practices.

Section 4. In addition to the standing committees established in these Bylaws, there may be such other committees as the Association membership or the Board of Directors, at a regular or special meeting, shall from time to time create, having such powers and duties as the Association membership or the Board shall determine.

Section 5. Except as otherwise provided in these Bylaws, members of a committee must be members of the Association but need not be directors.

## **ARTICLE 11: MEETINGS**

### Section 1. Board of Directors Meetings

- a) The Board of Directors shall meet as frequently as they shall deem necessary to carry out their duties, provided, however, that the Board shall meet no less than six (6) times during each fiscal year of the Association. For purposes of calculating the number of Board meetings held, the annual meeting shall be counted as a Board meeting. Special meetings of the Board may be called by the President or upon written request to the President of five (5) members of the Board. Not less than five (5) days written notice shall be given for all Board meetings, including for any special Board meeting. The notice of any special Board meeting shall state the purpose(s) of the meeting.
- b) Minutes of every Board meeting, whether regular or special, shall be kept and presented for approval at the next meeting of the Board.
- c) A quorum of a majority of the current members of the Board shall be required to be present at a meeting to vote on any matter. There shall be no voting by proxy.
- d) If a Board member requests of the President at least 48 hours in advance of any Board meeting to participate in the Board meeting by means of conference telephone or other electronic technology, that Board member may participate in the meeting of the Board, be counted for the purpose of determining a quorum thereof, and exercise all rights and privileges to which such Board member might be entitled should he/she have been personally in attendance, provided the electronic technology employed enables all Board members participating in the meeting to hear each other.

### Section 2. Membership Meetings

- a) Meetings: The annual general membership and election meeting of the Association shall be held in June. Special meetings of the membership may be called by the President, and shall be called by the President upon written request to the President of five (5) members of the Board of Directors or upon written request to the President of five percent (5%) of the members of the Association.
- b) Attendance: All members of the Association shall be invited to attend any membership meeting. Only members shall be entitled to vote on any matter brought before the meeting.
- c) Agenda: Any member of the Association may place a matter on the agenda for the annual meeting by submitting it to the President at least twenty (20) days prior to the annual meeting in the form of a written resolution or motion requesting specific action by the membership at the annual meeting. Additional matters may be placed on the agenda at the annual meeting if presented to the President in writing for inclusion on the agenda upon affirmative vote of a majority of the members present at the annual meeting.
- d) Notice: Notice in writing of the time and place and purpose(s) of any membership meetings and the agenda shall be sent to all members at least fifteen (15) days prior to the meeting. The notice of any special meeting shall state the purpose(s) of the meeting and no further items may be added to the agenda of a special membership meeting once notice of the meeting has been sent to members.
- e) Order of Business: The order of business shall be determined by the President, provided, however, that the first order of business shall be the adoption of the agenda.
- f) Transaction of Business: The affirmative vote by acclamation of a majority of all members who are present shall be sufficient to act upon any matter of business brought before the meeting except as otherwise provided in these Bylaws.

## **ARTICLE 12: AMENDMENTS**

Any of these Articles may be amended, repealed, changed or supplemented at any regular or special meeting of the membership by a two-thirds (2/3) vote of those members present.

## **ARTICLE 13: LIMITATION ON LIABILITY OF DIRECTORS**

Section 1. Each Director of the Association shall stand in a fiduciary relation to the Association and shall perform his/her duties as a director, including his/her duties as a member of any committee of the Board of Directors upon which such director may serve, in good faith, in a manner such director reasonably believes to be in the best interests of the Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- 1) one or more officers, directors or employees of the Association whom the director reasonably believes to be reliable and competent in the matters presented; or

- 2) counsel, public accountants or other persons as to matters that the director reasonably believes to be within the professional or expert competency of such persons; or
- 3) a committee of the Board of Directors, upon which the director does not serve, duly designated in accordance with these Bylaws, as to matters within its designated authority, which committee the director reasonably believes merits his/her reliance.

Section 2. A director shall not be considered to be acting in good faith if he/she has knowledge concerning a matter in question that would cause the director's reliance on the foregoing individuals cited in Section 1 of this Article 13 to be unwarranted.

Section 3. In discharging the duties of their respective positions, the Board of Directors, committees of the Board, and individual directors may, in considering the best interests of the Association, consider the effects of any action upon employees, suppliers, and recipients of services of the Association and upon the community of West Mt. Airy, and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 1 of Article 13.

Section 4. Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the Association.

Section 5. A director of the Association shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless:

- 1) the director has breached or failed to perform the duties of his/her office pursuant to Sections 1 through 3 of Article 13; and
- 2) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 6. The provisions of Section 5 of Article 13 shall not apply to:

- 1) the responsibility or liability of a director pursuant to any criminal statute; or
- 2) the liability of a director for the payment of taxes pursuant to local, state, or federal law.

Section 7. Notwithstanding any other provisions of these Bylaws, the approval of members shall be required to amend, alter, change, repeal, or adopt any revision as part of these Bylaws which is inconsistent with the purpose or content of Sections 1, 2, 3, 4, 5 or 6 of Article 13. No amendment to or repeal of this Article 13 shall apply to or have any effect on the liability or alleged liability of any director for, or with respect to, any acts or omissions of such director occurring prior to such amendment or repeal.

#### **ARTICLE 14: INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

Section 1. The Association shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Association, by

reason of the fact that he/she is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another association, corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 2. The indemnification and advancement of expenses provided by or granted pursuant to this Article 14 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, contract, vote of members or disinterested directors, or pursuant to the direction, howsoever embodied, of any court of competent jurisdiction or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office. It is the policy of the Association that indemnification of and advancement of expenses to directors and officers of the Association shall be made to the fullest extent permitted by law. To this end, the provisions of Article 14 shall be deemed to have been amended for the benefit of the directors and officers of the Association effective immediately upon any modification of applicable law of the Commonwealth of Pennsylvania which expands or enlarges the power or obligation of corporations organized under or subject to Pennsylvania law to indemnify or advance expenses to directors and officers of such corporations.

Section 3. The Association shall pay expenses incurred by an officer or director, and may pay expenses incurred by any other employee or agent, in defending a civil or criminal action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Association.

Section 4. The indemnification and advancement of expenses provided by or granted pursuant to Article 14 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 5. The Association shall have the authority to create a fund of any nature, which may but need not be under the control of a trustee, or otherwise secure or insure in any manner, its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, without limitation, the authority to:

- i) deposit funds in trust or in escrow;
- ii) establish any form of self-insurance;
- iii) secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of the Association; or
- iv) establish a letter of credit, guaranty, or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by Article 14.

The provisions of Article 14 shall not be construed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section 1 of Article 14 but whom the Association has the power or obligation to indemnify, or to advance expenses for, under applicable law of the Commonwealth of Pennsylvania. The Board of Directors shall exercise the authority granted by Section 5 of Article 14.

Section 6. Unless ordered by a court, any indemnification under this Article or otherwise permitted by law shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth under the appropriate Bylaw section. Such determination shall be made:

- i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding;
- ii) if such a quorum is not obtainable or a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion;
- iii) by such other body as may be provided by these Bylaws; or
- iv) by the members.

#### **ARTICLE 15: NOTICES**

Whenever notice, whether written or otherwise, is required by these Bylaws to be given to any person, it may be given to such person either electronically or by first class mail, in either case to his/her address appearing on the books of the Association, or, with respect to officers and directors, to the address supplied by him/her to the Association for the purpose of notice.

In computing the number of days/time periods for purposes of these Bylaws, all days shall be counted, including Saturdays, Sundays, and holidays, provided, however, that if the final day of any time period falls on a Saturday, Sunday, or national holiday, then the final day shall be deemed to be the next day which is not a Saturday, Sunday, or national holiday. In computing the number of days for the purpose of giving notice of any meeting, the date upon which the notice is given shall be counted but the day set for the meeting shall not be counted.

#### **ARTICLE 16: DISSOLUTION OF THE ASSOCIATION**

Any vote taken by the Board on a motion to dissolve the Association must be preceded by a special meeting of the membership to be called by the President in accordance with Sections 2(a) and (d) of Article 11, with the sole order of business at that special meeting to be the matter of possible dissolution of the Association. In the event the Board ultimately moves to dissolve the Association, the resolution of dissolution may be accepted in the sole discretion of the Board by two-thirds (2/3) majority vote of the Board. Upon any such dissolution, any assets remaining after all obligations have been paid

shall be distributed to a charitable cause(s) chosen by the Board that provides at least a majority of its charitable services in West Mt. Airy.

**ARTICLE 17: CONFLICT OF INTEREST**

- a) The Association may acquire goods or services from an officer (other than the President) or director, or an entity in which an officer (other than the President) or director has a financial or other interest, provided that the goods or services are furnished to the Association on terms no less advantageous to the Association than those that the officer or director or entity generally extends in conducting his, her or its business.
- b) Whenever the Association is considering acquiring goods or services from an officer (other than the President) or director, or an entity in which an officer (other than the President) or director has a financial or other interest, such officer or director shall disclose to the President the officer's or director's interest. As a condition of accepting such goods or services, the President shall disclose to the Executive Committee the officer's or director's interest. The Executive Committee shall have the authority to reject the goods or services so offered. In the latter event, the Board of Directors may vote to waive the conflict. Under no circumstances whatsoever shall the Association consider acquiring goods or services from the President or an entity in which the President has a financial or other interest.
- c) An officer or director shall not participate in, and shall abstain from, all consideration of, deliberations about, and votes on whether the Association should acquire goods or services from such person or an entity in which such person has a financial or other interest.

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