



*Amended and Restated January 30, 2024*

## BYLAWS

### WEST MT. AIRY NEIGHBORS, INC.

#### ARTICLE 1: NAME AND PURPOSE

Section 1. The name of this article Corporation shall be “West Mt. Airy Neighbors, Inc.” (Corporation).

Section 2. West Mount Airy Neighbors, Inc. is a nonprofit, member-supported, civic organization whose mission is to support and advocate for the needs and concerns of the West Mount Airy community, nurture our social fabric in all its diversity, and help steward the evolution of social and physical characteristics of our beloved community.

#### ARTICLE II: OFFICES AND AREA

Section 1. The registered office shall be located in the City of Philadelphia, Commonwealth of Pennsylvania. The Corporation may also have offices at such other places both within and without the Commonwealth of Pennsylvania as the Board of Directors may from time to time determine or the business of the Corporation may require.

Section 2. The geographic area of the Corporation shall be Wissahickon Valley Park on the West, Cresheim Valley Drive on the North, Germantown Avenue on the East, and Washington Lane on the South.

#### ARTICLE III: MEMBERSHIP

Section 1. There shall be one class of members whose voting and other rights and interests shall be equal. Membership in the Corporation is open to any person or entity living in or having an interest in the community of West Mt. Airy. A person or entity becomes a member of the Corporation (hereinafter “Member”) by (a) submitting a membership application to the person designated by the Executive Committee of the Board of Directors to receive applications, and (b) paying annual dues in an amount set by the Executive Committee of the Board of Directors. When any vote of the

membership is required under these Bylaws, the Articles of Incorporation, or by law, each Member is entitled to one vote.

Section 2. Members shall have no right, title, or interest in the Corporation's income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any Member on the dissolution or winding up of the Corporation. Members shall not be personally liable for the debts, liabilities, or obligations of the Corporation. Members shall have no vote or voice in the management of the Corporation.

Section 3. A regular annual meeting of Members shall be held at such time, date, and location within the geographic area of the Corporation as designated by the Executive Committee of the Board of Directors. Special meetings of the Members may be called by the Executive Committee of the Board of Directors. Notice of all meetings of the Members shall be given in person or by mail, telephone, or email at least seven (7) days prior to the meeting unless otherwise specified in these Bylaws.

#### ARTICLE IV: DIRECTORS

Section 1. The business of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts as are permitted by law. All decision-making power is vested in the Board of Directors unless the board delegates such powers by resolution, or as otherwise set forth in these Bylaws.

Section 2. The Board shall be constituted of the number of directors deemed necessary to support the current initiatives. The number of Directors which shall constitute the Board shall not be less than the executive committee and shall not be greater than 21 Directors, all of whom shall be Members of the Corporation in good standing.

Section 3. Directors shall serve a term of three (3) years. There shall be no limit on the total number of years an individual may serve as a Director.

Section 4. The Board of Directors is responsible for maintaining a fiscally sustainable organization.

Section 5. Each Director on the board shall maintain transparency by sharing the files and emails associated with their work on Board initiatives and committees to a common digital file structure available to the Board and the Corporation Staff. Assuring succession and transfer of responsibilities to future Board Directors is a key responsibility.

Section 6. The Board shall develop and maintain qualifications for selection of new Directors to the Board. In addition to any and all rules and procedures developed by the Board of Directors for qualifications of Directors, each Director shall be responsible for contributing in the following ways:

1. An annual financial contribution in addition to the annual membership dues
2. Participation in the corporations' ongoing fundraising activities
3. Attendance of at least 2 WMAN functions
4. Leadership or active membership of a WMAN program, committee, or initiative, contributing at least 10 hours/month
5. Serving to represent the Corporation at selected events, exhibitions, meetings, and gatherings.

Section 7. Any Director may resign at any time. Any Director may be removed only with cause and upon the unanimous vote of the Executive Committee, excluding the Director who is the subject of the action.

Section 8. A person is eligible to serve as a Director if they are (a) a Member in good-standing, or (b) an employee, owner, officer, or Director of an entity that is a Member in good-standing. In addition to the list of candidates submitted by the Board, any Member may nominate a candidate who is also a Member, including themselves, for a vacancy on the board by submitting the candidate's name in writing to the President at least ten (10) days prior to the annual meeting of the membership. All nominations will be submitted to the Board by either the governance committee or, in the absence of a governance committee, by the Executive Committee. Upon ratification of a nomination by a majority vote of Directors present at a Board meeting at which there is a quorum, the nomination shall be voted upon at the next meeting of the Members. An individual becomes a Director when his or her nomination is approved by a majority vote of the Members attending any annual meeting or any special meeting of the Members. The list of candidates who have been nominated and ratified by the Board shall be emailed to the Members at least seven (7) days in advance of the Member meeting together with notice of the annual meeting. Nominees elected to the Board shall begin their service commencing at the annual meeting at which they are voted into office.

Section 9. Should vacancies occur among the Directors in between annual meetings, the Executive Committee shall fill such Director vacancies by majority vote of the Executive Committee present at any meeting of the Executive Committee at which nominees are presented.

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 indefinitely once elected by the membership.

## ARTICLE V: OFFICERS

Section 1. The officers of the Corporation shall be a President, one or more Vice Presidents - Programs & Stewardship, a Vice President - Administration, a Vice President - Finance, and a Vice President - Fundraising.

Section 2. The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 3. Any officer may resign at any time or may be removed by the Board of Directors with or without cause by a vote of two thirds (2/3) of the Board of Directors, excluding the officer for whom the vote is being taken.

Section 4. The Officers of the Executive Committee may from time to time appoint additional Officers to the Executive Committee in order to support the activities of the committee and facilitate effective officer succession.

#### ARTICLE VI: DUTIES OF THE OFFICERS

Section 1. The **President** shall be the chief executive officer of the Corporation, shall preside at all meetings of the Board of Directors, shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have served on the board for at least one year prior to being eligible to be elected as President.

Section 2. A **Vice President - Programs & Stewardship** or, if there be more than one, the Vice Presidents, in the order determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 3. The **Vice President - Administration** shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Board of Directors and shall perform duties for the Executive Committee when required. The Vice President - Administration shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President.

Section 4. The **Vice President - Finance** shall have oversight of the corporate funds and securities donated to the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall oversee the deposits of all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Vice President - Finance shall oversee the disbursement of funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements and shall render to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires, an account of all transactions as Vice President - Finance and of the financial condition of the Corporation.

Section 5. The **Vice President - Fundraising** will render to the President and the Board of Directors an account of all donations to the Corporation. The Vice President - Fundraising, or, shall, in the absence or disability of the Vice President - Finance, perform the duties and exercise the powers of the Vice President - Finance and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

## ARTICLE VII: COMMITTEES

Section 1. The corporation will have committees to manage the affairs of the organization as needed. The Board of Directors may, by a resolution adopted by a majority of the whole Board, designate additional committees. Committees shall be led by a committee chair, who must be a Director, and who shall be appointed by the President. Members of such committee(s) are not required to be Directors. Any such committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business affairs of the Corporation. The committee or committees designated shall keep regular minutes of its proceedings and report the same to the Board and Executive Committee when required. Should there be more Board members than committees, Board members may serve as co chairs of committees.

Section 2. Standing committees shall be maintained at all times:

**Executive Committee:** Must be composed of the officers of the Corporation. The Executive Committee shall be responsible for the policy, planning, and overall organizational monitoring of the Corporation or for such other duties as determined by the Board. The Executive Committee shall exercise the full power of the Corporation between meetings of the Board of Directors -- subject to any limitations set by the Board of Directors -- and shall supervise the Corporation's professional staff. The President and Executive Director of the Corporation will invite additional board members to the Executive Committee as needed.

**Zoning Committee:** For so long as the Corporation is designated as a Registered Community Organization (RCO) for West Mt. Airy, there shall be a Zoning Committee to hear appeals for zoning variances in the geographic area of the Corporation as defined in Article II Section 2 of the Bylaws. The Zoning Committee Chair shall be appointed by the President and must be a Director of the Corporation. Zoning Committee members shall be nominated by the Committee Chair, and appointed by the President. Members of the Zoning Committee are not required to be Directors.

Section 3. Discretionary Committees may be formed from time to time. The responsibilities and leadership of these Committees may be adjusted by the Board and approved by the Executive Committee.

## ARTICLE VIII: MEETINGS OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the Commonwealth of Pennsylvania. Meetings may be held in person, or over any telecommunications device, provided that Directors can hear and be heard through such devices.

Section 2. There shall be a minimum of five (5) regular meetings of the Board each year, as designated in a notice given to each Director at least three (3) weeks prior to the date set for the meeting. Attendance of at least four (4) of the meetings scheduled per year shall be required. No prior notice of the subject of the meeting need be given.

Section 3. Special meetings of the Board may be called by the President on five (5) days' notice to each Director, either personally, by mail, or electronic mail. Special meetings may also be called by the President or Vice President - Administration in like manner and on like notice on the written request of two Directors and each of the Directors shall receive notice at least five (5) days prior to the date set for such special meeting.

Section 4. At all meetings of the Board of Directors, at least half of the Board of Directors shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may be otherwise specifically provided by statute. One or more Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting without notice other than announcement at the meeting, until a quorum shall be present.

Section 5. If all the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Directors.

## ARTICLE IX: MEMBERSHIP MEETINGS

Section 1. The general membership and election meeting of the Corporation shall be held annually with notice given to all Members at least three (3) weeks prior to the date set for the meeting. Special meetings of the membership may be called by the President on seven (7) days' notice to Members either by mail or electronic mail. Special meetings of the membership may also be called by the President or Vice President -

Administration in like manner and on like notice on the written request of two Directors and all Members shall receive notice at least seven (7) days prior to the date set for such special meeting.

Section 2. All Members of the Corporation shall be invited to attend any membership meeting. Only Members shall be entitled to vote on any matter brought before the meeting.

Section 3. Any Member of the Association may place a matter on the agenda for the annual meeting by submitting it to the President at least ten (10) days prior to the annual meeting in the form of a written resolution or motion requesting specific action by the Board 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.

Section 4. An 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.

Section 5. Minutes of every Board meeting, whether regular or special, shall be kept and presented for approval at the next meeting of the Board.

#### ARTICLE X: NOTICES

Section 1. Notices to Directors shall be in writing and delivered personally or sent through the mail or electronic mail to the Directors at their addresses appearing on the books of the Corporation. Notice by mail shall be deemed to be given at the time when the same shall be mailed.

Section 2. Whenever any notice is required to be given by law or by these Bylaws to any Director, such notice may be sent by the President or Vice President - Administration. Waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted nor the purpose of the meeting need be specified in the notice or waiver of notice of such meeting.

#### ARTICLE XI: PROFESSIONAL STAFF

Section 1. The Executive Director is hired by and reports to the Officers of the Board. The Executive Director shall have general charge and supervision over the general business and the day-to-day operations of the Corporation. The Officers of the Board may appoint and fix the terms of compensation and employment of an Executive Director who shall serve for such term as the Executive Committee shall determine. The Executive Director shall serve as an ex-officio Member, without a vote, on the Board and the Executive Committee; and perform such other duties as may be assigned by the President or designated by the Board or Executive Committee. The Executive Director is

authorized to accept or reject contributions on behalf of the corporation, subject to any guidelines set by standing resolutions of the Board of Directors or its designee.

Section 2. The Executive Director may hire and fix the terms of compensation and employment of additional staff, subject to ratification by the Executive Committee, who shall serve for such term as the Executive Director shall determine or at the pleasure of the Executive Director.

## ARTICLE XII: LIMITATION OF PERSONAL LIABILITY

Section 1. To the fullest extent permitted by Pennsylvania law, as now in effect and as amended from time to time, a Director of the Corporation or Committee Chair shall not be personally or professionally liable for monetary damages as such for any action taken or any failure to take any action.

## ARTICLE XIII: INDEMNIFICATION, AND INSURANCE

Section 1. The Corporation shall indemnify and hold harmless its present and future Directors and officers of, from, and against any and all liability, expenses (including attorneys' fees), claims, judgments, fines, and amounts paid in settlement, actually incurred by such person in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including but not limited to any action by or in the right of the Corporation), to which such person is, was, or at any time becomes a party, or is threatened to be made a party, by reason of the fact that such person is, was, or at any time becomes a Director or Officer of the Corporation, or is or was serving or at any time serves at the request of the Corporation, as a Director, Officer, Trustee, or Fiduciary of another corporation, partnership, joint venture, trust, pension plan, employee benefit plan, or other enterprise of any nature whatsoever. Nothing contained in this Section 1 shall authorize the Corporation to provide - or entitle any Officer or Director or other person to receive - indemnification for any action taken, or failure to act, which action or failure to act is determined by a court in the action, proceeding, or suit referenced above or in any other action, proceeding, or suit to have constituted willful misconduct or recklessness.

Section 2. Expenses incurred in defending a civil or criminal action, suit, or proceeding of the kind described in Section 1 of this Article shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the person who may be entitled to indemnification under that Section to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation.

Section 3. The indemnification and advancement of expenses provided in this



Article shall continue as to a person who has ceased to be a Director or Officer of the Corporation, or who has ceased to serve in any other capacity described in Section 1 of this Article, and such indemnification and advancement of expenses shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 4. Nothing herein contained shall be construed as limiting the power or obligation of the Corporation to indemnify any person in accordance with the Directors' Liability Act, the Pennsylvania Nonprofit Corporation Law, as amended from time to time, or in accordance with any similar law adopted in lieu thereof. The indemnification and advancement of expenses provided under this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of the Members or Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office.

Section 5. The Corporation shall also indemnify any person against expenses, including attorneys' fees, actually and reasonably incurred by such person in enforcing any right to indemnification under this Article, under the Directors' Liability Act, under the Pennsylvania Nonprofit Corporation Law, as amended from time to time, or under any similar law adopted in lieu thereof.

Section 6. Any person who shall serve as a Director or Officer of the Corporation or any such person who shall serve, at the request of the Corporation, as a director, officer, trustee, or fiduciary of another Corporation, partnership, joint venture, trust, pension plan, employee benefit plan, or other enterprise of any nature whatsoever shall be deemed to do so with knowledge of and in reliance upon the rights of indemnification provided in this Article, in the Directors' Liability Act, in the Pennsylvania Nonprofit Corporation Law, as amended from time to time, and in any similar law adopted in lieu thereof.

Section 7. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee, agent, trustee or fiduciary of another Corporation, partnership, joint venture, trust, pension plan, employee benefit plan or other enterprise of any nature whatsoever against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

#### ARTICLE XIV: GENERAL PROVISIONS

Section 1. No Director, Officer, or employee shall have or acquire any interest in any contract or proposed contract for materials and services, lease, mortgage, or contract of any nature whatsoever relating to the Corporation without making a written disclosure

to the Corporation of the nature and extent of the Director's, Officer's, or employee's interest and such disclosure shall be entered into the minute book of the Corporation. No Director or Officer shall vote on any matter relating to such interest; however, the interested Director may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes any contract or transaction.

Section 2. All checks or demands for money and notes of the Corporation may be signed by (i) the President or (ii) the Vice President - Finance, or (iii) if the Board of Directors so determines, by the Executive Director.

Section 3. The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, Pennsylvania." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. Except as otherwise required by statute, the affixation of the corporate seal shall not be necessary to the valid execution, assignment, or endorsement by the Corporation.

Section 4. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 5. The account books of the Corporation shall be reviewed or audited annually by an independent certified public accountant retained with the approval of the board. The report of such an accountant shall be filed with the record of the Corporation.

#### ARTICLE XV: AMENDMENTS

These Bylaws may be altered, amended, or repealed by a vote of at least two thirds (2/3) of the Members entitled to vote thereon at any regular or special meeting duly convened after notice to the Members of that purpose.