

# BYLAWS

## SOUTH OF SOUTH NEIGHBORHOOD ASSOCIATION

### Article I: Name

South of South Neighborhood Association, Inc. (SOSNA)

### Article II: Boundaries

The SOSNA service area is bounded on the east by Broad Street, on the north by South Street, on the west by the Schuylkill River, and on the south by Washington Avenue.

### Article III: Purpose

- To provide a forum for communication and a mechanism for service delivery
- To encourage neighborhood unity and civic pride
- To express the will of the community in regards to residential and commercial development

### Article IV: Membership

- § 1 There shall be two classes of membership: full and associate.
- § 2 Full membership is extended to individuals with a primary residence within SOSNA's boundaries, or who have a business or businesses owned and/or operating within SOSNA's boundaries, or who direct a nonprofit organization located within SOSNA's boundaries. Full members shall be entitled to vote. Businesses and nonprofit organizations located in the SOSNA boundaries may designate one member to vote on their behalf.
- § 3 Associate members shall be individuals residing outside SOSNA's boundaries. Associate members are not eligible to vote.
- § 4 No one may be denied membership in SOSNA on the basis of race, creed, disability, national origin, economic status, political affiliation, gender, or sexual orientation.
- § 5 All members shall be at least 18 years old and shall register as a member of SOSNA by completing a membership form.

### Articles V: Dues

There are no dues for SOSNA membership. SOSNA may seek and accept other sources of income and tax-deductible contributions.

### Article VI: Bylaw Changes

All proposed changes and amendments to the bylaws must be presented to the Board of Directors for approval. Once approved by a two-thirds (2/3) vote of the Board, the Board shall, at a general meeting, present the changes to the general membership for ratification by majority vote of those in attendance. General membership meetings at which bylaws changes will be proposed for voting will be announced at the previous month's meeting and the vote will be listed on the meeting's flyer. Proposed bylaws changes will be available in the SOSNA office 15 days before the General Membership Meeting at which they will be voted upon.

## Article VII: Organization

- § 1 The Board of Directors shall direct all affairs of SOSNA not otherwise assigned herein.
- § 2 The Board or Directors shall consist of fifteen (15) members.
- § 3 Vacancies on the Board shall be filled from the membership by a majority vote of the Board of Directors. The person so elected shall fill out the term of the vacancy. For the purposes of determining term limits, a partial term of more than half of the normal term shall count as a full term served.
- § 4 Officers of the corporation shall be elected by the Board and shall consist of the Chairperson, Vice Chairperson, Recording Secretary, Corporate Secretary, Treasurer, and Controller. Board members must have served a minimum of one year on the Board prior to serving as an officer.
- § 5 The Board of Directors shall establish an Executive Committee. This Committee shall include as members, the Chairperson and Vice Chairperson; the Recording Secretary; the Corporate Secretary; the Treasurer, and the Controller.
- § 6 The Chairperson of the Board shall:
- a.) Preside over and conduct the business of meetings, as per predetermined agenda
  - b.) Declare the existence of a quorum
  - c.) Open the session at the required time by taking the chair and calling the members to order.
  - d.) Announce business before the Board in the order it must be acted on.
  - e.) State and put to a vote all motions that are made regularly and those that arise during the meeting
  - f.) Announce the results of a voting on motions
  - g.) Restrain members engaged in debate within the rules of order (When the disorder is so great that business can't be transacted and the chair can't enforce order, to adjourn the meeting as a last resort.)
  - h.) Enforce order and decorum on all occasions among the members
  - i.) Decide all Questions of Order (subject to an Appeal to the Board by any two Board members)
  - j.) Inform the Board about a point of order or practice when necessary or when called on to do so
  - k.) Authenticate by his or her signature, when necessary, all of the acts, orders, and proceedings of the Board
  - l.) Represent and stand for the Board in general, declaring its will and always obeying its rules
  - m.) Other duties as specifically mandated by the Board.
- § 7 The Vice Chairperson shall:
- a.) Preside over and conduct meetings in the absence of the Board Chair
  - b.) Perform other duties delegated by the Board.
- § 8 The Recording Secretary shall:

- a.) Record the minutes of meetings in an accurate and timely manner. If the Recording Secretary is unable to record the minutes, another member may be appointed by the Chair to perform the task

§ 9 The Corporate Secretary shall:

- a.) Keep membership and other records
- b.) Prepare the agenda for the monthly and special meetings of the Board
- c.) Notify the Board of special meetings. See Article IX, Section 3
- d.) Establish Code of Conduct vis-à-vis Roberts Rules of Order
- e.) In the absence of the Controller, the Corporate Secretary shall perform the duties of the Controller.
- f.) Review and co-sign any correspondence referring to policies of the organization. (Correspondence is not limited to print and may be audio or video.)

§ 10 The Treasurer shall:

- a.) Assure that all receipts and disbursements are recorded in an accurate systematic manner. Reconcile all bank statements within two weeks of receipt
- b.) Be the primary signatory on all bank accounts
- c.) Provide monthly report to the Board of Directors
- d.) Chair the Finance Committee
- e.) Maintain all financial records at the SOSNA office.

§ 11 The Controller shall:

- a.) Review and authorize all expenditures

§ 12 A Board member or officer may be removed for just cause by two-thirds vote of the Board or in such other manner as prescribed by law.

No person who has been removed from the Board of Directors of SOSNA may be a member of the Board again.

A Board member who violates the Disclosure Statement or who is absent from four (4) consecutive Board meetings or six (6) Board meetings in the twelve-month period of October through September will be removed from the Board.

§ 13 Board members will sign and abide by the SOSNA Disclosure Statement

### **Article VIII: Committees**

The SOSNA Board shall form three standing committees—Executive Committee, Operations & Personnel Committee, and Elections Committee.

§ 1 The Executive Committee is comprised of Board members; it operates on behalf of the total Board, and it is directly responsible to the Board. All actions taken by the Executive Committee must be ratified by the Board of Directors. Actions of the Executive Committee must be entered into the Board minutes. Its duties shall consist of:

- a.) The dissemination of all minutes, agendas, and actions of its meetings for the regular Board meetings
- b.) Preparing reports for the full Board, of any Executive Committee actions for ratification by the Board

- c.) Carrying out all functions of the Board between meetings
- d.) Hiring of staff in coordination with the Operations & Personnel Committee in accordance with the SOSNA Personnel Policy. The votes of the members of both committees shall be tallied as one body.

The Executive Committee is not authorized to:

- a.) Change the composition of the Board
- b.) Hire or dismiss staff by itself
- c.) Change the bylaws
- d.) Change the major policies adopted by the Board.

§ 2 The Operations & Personnel Committee shall consist of a minimum of three (3) members who are elected by the Board from the Board membership. Its duties shall consist of:

- a.) Office management
- b.) Recommendations to hire, dismiss, and review the performance of the Executive Director
- c.) Performing the functions of an Executive Director if the position is unfilled
- d.) The Executive Director shall recommend the hiring and dismissing of staff to this committee.

The Operations and Personnel Committee is not authorized to hire or dismiss staff by itself

§ 3 An Election Committee of five (5) people shall be appointed by the Board from the membership to conduct the election of Board members. Candidates will be solicited from the general membership at the general meeting by nomination.

No member of the Election Committee may become a candidate for the Board or be appointed to the Board within six (6) months of the election. No SOSNA staff shall be appointed to the Election Committee. The Election Committee shall be charged with the following responsibilities:

- a.) The Election Committee shall establish procedures for holding the elections in accordance with the bylaws.
- b.) The Election Committee shall hold a meeting to receive nominations. Such meeting will be part of the September general meeting.
- c.) The Election Committee shall verify the eligibility of the candidates in accordance with the bylaws.
- d.) The Election Committee shall notify the membership and the OHCD Neighborhood Program Coordinator (NPC) of all candidates running for office as well as the date, time and location of the election, two weeks prior to its taking place.
- e.) The Election Committee shall submit to the NPC a committee report summarizing the election results within fourteen (14) days of the election. This submission shall include a list of all Board members and their addresses.

§ 4 SOSNA may form committees to address other community needs, as necessary. Full and Associate members are encouraged to serve on these committees.

## **Article IX: Meetings**

§ 1 General Membership Meetings shall be held monthly, except in July and August.

- § 2 A calendar of monthly Board of Directors meetings shall be approved each year and made public.
- § 3 Special Board meetings may be called by five (5) Board members who must notify the Corporate Secretary, in writing, seven (7) days in advance of the proposed meeting. The Corporate Secretary must notify Board members, in writing, seventy-two (72) hours prior to the meeting. Only one topic may be discussed at the special Board meeting.
- § 4 If a Board member is called for removal or other disciplinary action, that member must have the opportunity to respond.
- § 5 Modern Rules of Order shall govern all members and meetings, to facilitate the business of the organization,

#### **Article X: Quorum**

- § 1 A quorum of the Board of Directors shall consist of a majority of the Board.
- § 2 A quorum at a General Meeting is the number in attendance at any publicized meeting.

#### **Article XI: Elections**

- § 1 Board members serve a three-year term with a maximum of two consecutive terms, before they must step down. After stepping down, they shall be eligible to run for a seat at the following year's elections. One-third (1/3) of the Board membership is elected each year. The transition from the previous Board election cycle to the new is described in Appendix A, which shall be incorporated as part of these bylaws.
- § 2 Only full members of SOSNA shall be eligible to be nominated for election to the Board.
- § 3 Elections shall be held yearly at the General Membership meeting in October. Nominations will be accepted at the General Membership meeting in September.
- § 4 Votes shall be cast by ballot from among the eligible full members in attendance. There shall be no proxy votes.
- § 5 In order to be eligible to vote in an election or be nominated to run for a seat on the Board, full members must have attended a minimum of four regularly scheduled or special General Membership meetings within the twelve-month period of October through September.
- § 6 Board shall appoint two (2) judges of elections to count ballots and certify results.
- § 7 Terms shall commence at the Board meeting following the election.
- § 8 The nominations and the election shall each be announced thirty (30) days prior to the date of the general meeting at which they will take place. Candidates shall be solicited from the general membership and the neighborhood. Meetings will be publicized through the neighborhood by various means.

- - -

## Appendix A

In the elections of 2004, in order to accommodate the new three-year staggered terms, the Board seats shall be elected as follows.

### 2004 Elections:

Group A is comprised of the seats held by the five Board members holding five-year terms who have held Board positions for the longest total time. Candidates elected to these seats will serve a two-year term in this first rotation only.

Group B is comprised of the seats held by the five Board members who currently hold one-year terms. Candidates elected to these seats will serve a three-year term.

The five (5) candidates receiving the most votes in each Group will be elected to the Board.

### 2005 Elections:

Group C is comprised of the remaining five Board members, who will continue in service until the 2005 election, at which time those seats will be open for election to a three-year term.

Current Board members are eligible to run for a seat in their Group.

The Board election rotation from that point will be as follows:

2006, Group A

2007, Group B

2008, Group C, and so on, in a three-year rotation cycle.

**DISCLOSURE STATEMENT**

As a member of the Board of Directors of SOSNA, I hereby disclose all my personal interest and affiliations with businesses or other organizations with which SOSNA has, or might reasonably enter into, a relationship or transaction. I also hereby disclose the material facts of all transactions between SOSNA and myself or any organization of which I am an officer, director, trustee, partner, employee or agent of, or have any financial interest. Any transaction disclosed below have been made on a basis at least as favorable to SOSNA as that available to the general public.

This Disclosure Statement is furnished in accordance with the requirements of the policy of the Board of Directors of SOSNA regarding Conflicts of Interest adopted

Name of Business Organization or Other Personal Interest	Nature of Relationship	Ownership
.....	.....	.....
.....	.....	.....
Summary of Material Transactions: .....		
.....		
Date .....	Name .....	.....

**INDEMNIFICATION**

REPRESENTATIVE THIRD PARTY ACTIONS. The corporation shall indemnify any person who was or is threatened to be made a part to any threatened, pending, whether civil, criminal, administrative or investigative by reason of the corporation (which for the purposes of the bylaw shall include officers, directors, employees or agents of the corporation) against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually or reasonably incurred by him or her in connection with such action suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was lawful.

DIRECTORS AND OFFICERS; DERIVATIVE ACTIONS. The corporation shall indemnify any director or officer of the corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action suit by or in the rig of the corporation to procure a judgment in its favor by reason of the fact that ha or she is a representative of the corporation, against expenses including attorneys' fees actually or reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she believed to be or not opposed to the best interest of the corporation. No indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court of common pleas of the county in which the registered office of the corporation is located or the court in which such action or suit was bought shall determine upon application the despite the adjudication of liability but in view of all the circumstances of the case, such expenses which the court of compleas or such other court shall deem proper

PROCEDURE FOR EFFECTING INDEMNIFICATION. Indemnification under Sections 1 and 2 of these bylaws shall be made when ordered by the court (in which case the expenses, including attorneys' fee of the representative in enforcing shall be added to and included in the final judgment against the corporation) or in the special case upon determination that indemnification of the representative of the corporation is proper or required in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or 2 of these bylaws. Such determination shall be made:

By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or

If such a quorum is not obtainable (or, even if obtainable a majority vote or a quorum of the disinterested Directors so directs) by independent legal counsel in a written opinion.