

NORTHERN LIBERTIES NEIGHBORS ASSOCIATION BYLAWS

PREAMBLE

These Bylaws are intended to effectuate a more efficient and more open neighborhood organization by allowing fairness and equality for anyone interested in participating. The intent of these Bylaws is to open the organization and encourage involvement. We hope everyone in our borders becomes and remains an active part of Northern Liberties Neighbors Association and adheres considerately to its rules.

ARTICLE I: NAME and BOUNDARIES

The name of this organization shall be NORTHERN LIBERTIES NEIGHBORS ASSOCIATION.

Northern Liberties is defined as the area bounded, on the South, by the north side of Callowhill Street; on the North, by the south side of Girard Avenue; on the East, by the west side of Front Street from Girard Avenue to Laurel Street, and on the south side of Laurel Street from Front Street to the west bank of the Delaware River, including the pier heads; and on the West, by the east side of Sixth Street.

ARTICLE II: PURPOSES

To provide services and programs beneficial to all residents and businesses in the neighborhood.

To encourage and promote the preservation and beautification of historically significant structures, streets, and the natural environment, and to plan for the creation and/or preservation of open spaces for community benefit.

In general, to do anything and everything necessary and proper to the conduct of an Association of this nature, and for the purpose of attaining or furthering any of its objectives; to do any and all other acts and things and to exercise any and all other powers, which now or hereafter may be permissible under Section 501 (c) (3) of the Internal Revenue Code of the Department of the Treasury concerning Tax Exempt organizations.

ARTICLE III: COMPENSATION

No part of the net earnings of the Association shall inure benefit to the members, officers, or any members of the Board of Directors, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE IV: MEMBERSHIP AND VOTING

The purpose of Article IV is to encourage participation in the Association by those interested parties who live and/or own or control business' in Northern Liberties, in order to help guide the direction of the Association through participation in the Association's actions and acts. With this purpose in mind, it is in the best interest of the Association to be governed by a one person, one vote principle. This one person, one vote principle is based upon the idea that any eligible person who votes, whether they simply live in Northern Liberties, or both live in Northern Liberties and own a business in Northern Liberties, or own or are involved in one or more business located in Northern Liberties should only get one vote. The goal of this principle is to prevent any one person from casting, either directly or indirectly, more than one vote, while also preventing anyone from unfairly voting more than one time and having more control over the Association than any other member. All provisions below will be interpreted with these principles and purposes in mind.

To that effect the following provisions apply:

SECTION 1: Member shall be defined as:

A. Any natural person 18 years of age or older and whose primary residence is located in Northern Liberties ("Residential Member"); or

B. Any Business Entity (as defined below) whose principal place of business or registered office, as indicated by the Pennsylvania Department of State, is located in Northern Liberties ("Business Entity Member").

A Business Entity is any Corporation, including but not limited to Professional, Non-Profit, S, and C, Limited Liability Company, Limited Partnership, Limited Liability Partnership, General Partnership, Joint Venture, or any other business form required to register with the Commonwealth of Pennsylvania in order to transact business.

SECTION 2:

A. There shall be two classes of members: voting and non-voting members.

1. Voting Member

(a) In order to qualify as a Voting Member, the Member must register with the Election Committee. Neighbors over 18 may register any time before voting in an annual election, including the evening of the election. Proof of residency must be shown.

(b) Any Business Entity Member must designate a representative (“Business Representative”) on official business letterhead to represent the Business Entity Member for purposes of voting, subject to the exclusion contained in Section 2.A.2(b) below.

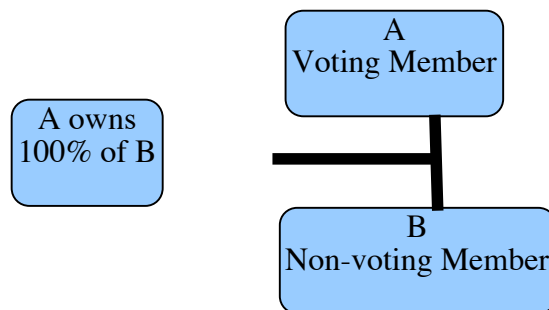
2. Non-Voting Member

(a) Any Member who has not qualified as a Voting Member under Section 2.A.1(a) above; and/or

(b) Any Business Entity Member that is an affiliate, subsidiary or under Common Control (as defined below) of any other Member.

Common Control shall mean, with respect to any Member, where the same Person (as defined below) has the ability to direct or influence the policy or management of any Business Entity, whether by means of ownership, direction, contract, organizational document, vote, or other means.

One example of Common Control is where one (1) Business Entity Member (“A”) is the owner of another Business Entity Member (“B”) and each Business Entity Member designates a Business Representative; B would be a non-voting member and A would be a Voting Member.



Person is defined as an individual, corporation, association, limited liability company, limited liability partnership, partnership, estate, trust, unincorporated organization or a government or any agency or political subdivision thereof, or other entity.

B. The Election Committee shall be responsible for establishing and announcing the registration procedures. To enable proper registration of Business Entity Members and their representatives Business Entity Members MAY BE REQUIRED to complete registration in advance of the election date. The Election Committee shall be responsible for maintaining accurate lists of registered voters.

SECTION 3: Only voting members are entitled to vote in elections for the Board of Directors and Officers of the Association and to vote for decisions made by the general membership such as (but not limited to) changes in these bylaws. Voting and non-voting members may be members of Board-approved committees and are entitled to all of the rights, benefits, and privileges of this Association with the exception of voting.

ARTICLE V: OFFICERS AND BOARD OF DIRECTORS

SECTION 1: The Board of Directors of this Association shall be a President, a Vice-President, a Secretary, a Treasurer, and eleven Directors. These Officers and Board Members shall perform the duties prescribed by these Bylaws and by the Parliamentary Authority adopted by the Association.

SECTION 2: Election of Officers and Board of Directors shall be conducted in accordance with Article IX, Section 6 of these Bylaws.

SECTION 3: The President, Treasurer, and six members of the Board of Directors shall be elected in even numbered years, and the Vice President, Secretary, and five members of the Board of Directors shall be elected in odd numbered years. These Officers and Directors shall be elected by secret ballot by a majority vote of the Voting members, to serve for two years or until their successors are elected. The term of office shall begin at the close of the elections meeting at which they are elected.

SECTION 4:

A. In order to be eligible for nomination to hold office or serve on the Board of Directors of the Association, the nominee must be a Voting Member, as defined in Article IV, Section 2 of these Bylaws, and must have lived in, or owned a business in, Northern Liberties for a period of not less than one year prior to the election.

B. To be eligible for nomination to serve as President, Vice President, Secretary, or Treasurer of the Association, the nominee must have served at least one year on the Board of Directors.

SECTION 5: No member shall hold more than one office at a time.

SECTION 6: A vacancy in the office of President shall be filled by the Vice-President.

SECTION 7: A vacancy in the office of Vice President, Secretary, Treasurer, or on the Board of Directors shall be filled by holding a special election at a General Membership meeting. Special elections to fill vacancies on the Board of Directors shall be run by the Elections Committee and follow elections procedures as detailed in Article IX, Section 6 of these Bylaws.

ARTICLE VI: DUTIES OF OFFICERS

SECTION 1: The President shall be the Chief Executive Officer of the Association; shall be empowered to represent the Association and its policies established by the membership; shall preside at all meetings of the Association and the Board of Directors; shall call all meetings of the membership and of the Board of Directors in accordance with these Bylaws; shall appoint Committees, except the Audit Committee and the Elections Committee, subject to approval of the Board of Directors; shall be an ex-officio member of all committees, except the Elections Committee; and shall with the Secretary sign all contracts and other official documents authorized by the Association.

SECTION 2: The Vice-President shall perform all duties assigned by the President; shall attend to all the correspondence of the Association; shall chair such Committees as directed by the President; and in the absence or disability of the President, the duties and obligations of the President shall be performed by the Vice-President, or as otherwise authorized by the Board of Directors.

SECTION 3: The Secretary shall take the minutes of all meetings of the Association and the Board of Directors; shall, with the President, sign and seal all duly authorized contracts and other official documents of the Association, and shall keep a complete and permanent record of the minutes, contracts and other papers of the Association.

SECTION 4: The Treasurer shall be custodian of all funds of the Association; shall deposit all funds promptly in such bank as directed by the Board of Directors; shall receive all funds; shall keep an accurate record of all receipts and expenditures and shall present a statement of finances at each meeting of the Board of Directors and any other meeting, as requested. All expenditures above \$200 shall be approved in writing by two authorized officers of the Board of Directors who have been approved by the Board.

ARTICLE VII: DUTIES OF THE BOARD OF DIRECTORS

SECTION 1: The Board of Directors shall have general supervision of all activities and affairs of the Association between its regular meetings, may appoint committees as necessary, make recommendations to the Association, approve all contracts on behalf of the Association, and shall perform such other duties as are specified in these Bylaws. The Board shall be subject to the orders of the Association, and none of its acts shall conflict with action taken by the Association.

SECTION 2: The Board shall meet at least once a month at the call of the President. Special Meetings of the Board can be called by the President or shall be called upon written request of five members of the Board of Directors, provided forty-eight hours notice is given. The purpose of the meeting shall be stated in the call.

SECTION 3: In meetings of the Board of Directors, eight or more members of the Board shall constitute a quorum. Each member of the Board shall have one, and only one vote, on all matters coming before the Board. Board members shall abstain from voting on any contract, other business, or the proceeds therefrom, that come before the Board, in which they have a direct interest.

SECTION 4: To take an emergency action, including an emergency Board meeting, the President shall poll Board members as follows: The President or designee must make a good faith attempt to contact every member of the Board. She/He must contact not fewer than eight Board members, and must get an approval for the action by a majority of those members polled. Emergency actions taken in this way shall be subject to review and ratification by the Board at the next Board meeting.

SECTION 5: Any member may resign from the Board of Directors provided the resignation is presented in writing, and such resignation has been accepted by the President. In the case of the President's resignation, the resignation must be received in writing by the Secretary.

SECTION 6: Board members must attend a minimum of eight Board meetings and two general meetings per year, commencing from the date of their election. Failure to do so will result in the Board considering that member for removal.

SECTION 7: The Board of Directors may consider a motion to remove a member or officer for just cause at any Board meeting. Just cause includes, but is not limited to, not meeting attendance requirements as specified in these Bylaws, dereliction in the execution of the responsibilities of office, or any serious malfeasance on the part of a member or officer of the Board. A two-thirds majority of the Board is required for removal of a member or officer. The vacancy will be filled in the manner prescribed in these Bylaws.

SECTION 8: The Board of Directors shall have the final authority and discretion over all interpretations of these By-Laws including but not limited to the determination of all defined terms herein, including "Member", as well as any provisions related to voting.

ARTICLE VIII: GENERAL MEMBERSHIP MEETINGS

SECTION 1: The regular meetings of the Association shall be held at least four times a year, unless otherwise ordered by the Board of Directors.

SECTION 2: Special general membership meetings can be called by the President or by the Board of Directors. Special meetings shall be called by the President upon written request of twenty active members of the Association. The purpose of the meeting shall be stated in the call, and at least seven days notice must be given.

SECTION 3: A quorum at any general membership meeting shall consist of those Voting members present, one officer of the Board of Directors and three other Board members.

ARTICLE IX: COMMITTEES

SECTION 1: Permanent committees shall be formed by the Board of Directors which, at a minimum, will concern themselves with the core functions of the organization. The core functions of the organization shall, at a minimum, consist of: administration of the Association, staff, and office functions; recruiting and retention of Association members; maintenance of committees; and ensuring the ongoing funding of the Association; and any other functions which the Board may deem essential.

SECTION 2: Action committees may be established by a vote of the Board of Directors around issues of concern to the neighborhood.

SECTION 3: Committees shall be open to any member of the association, and any member shall be able to join more than one committee. There shall be a Board representative to each committee formed by the Association. That Board representative shall report to the Board on all activities of the committee at each regularly scheduled Board meeting. The President of the Board of Directors shall be an ex-officio member of all committees, except the Election Committee. Chairs of the committee shall be elected by the committee with the approval of the Board of Directors.

SECTION 4: Any permanent or action committee Chair or Board representative who misses three committee meetings without excuse shall be requested to resign from the Committee. The President or a majority of the Board of Directors shall be empowered to remove a Board representative to a committee. A majority of committee members will elect and may remove a Chair of that committee. In addition, the president, with the approval of the Board of Directors may, with just cause, remove a committee Chair.

SECTION 5: An Auditing Committee composed of three members shall be appointed by the Board of Directors at the June meeting of the Association. It shall be the duty of this committee to audit the Treasurer's accounts at the close of the fiscal year and to report at the next regular meeting.

SECTION 6: An Elections Committee composed of two Board members and three general members shall be elected three months prior to the elections meeting. The Committee shall elect a Chair from their membership. No member of the Committee can be a candidate for office. This Committee shall prepare a list of all elected persons whose terms expire at the next election meeting and inform the members of the vacancies; shall receive nominations from the floor at the nominations meeting, to be held one month prior to the election; shall verify that nominees possess those qualifications prescribed by the Bylaws and that such nominees agree to run; shall publish a list of nominees no less than two weeks before the date of the elections meeting; and shall prepare a written report verifying the qualifications of the nominees to be submitted to the President. Nominations for all offices shall be closed at the end of the nominating meeting.

In addition the Elections Committee shall determine ballot position of nominees by lot; shall publish elections procedure at least two weeks before the election; shall assure ballots and tally sheets are prepared; shall verify qualification of Voting members; shall conduct the election, tally the ballots, and present a written report to the president. All ballots, tally sheets and lists of eligible voters shall be filed in the Association Office for a period of two years.

ARTICLE X: RECORDS

All original records of the Association shall remain the sole property of the Association and shall be filed only in the Association office.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Robert's Rules of Order shall govern this Association in all instances in which they are applicable and not inconsistent with these Bylaws and any special Rules of Order the Association may adopt.

ARTICLE XII: FISCAL YEAR

The NLNA shall operate on a fiscal year basis, with the dates of the fiscal year to be determined by the Board.

ARTICLE XIII: AMENDMENT OF BYLAWS

These Bylaws can be amended at any regular meeting of the membership by a two-thirds vote of the Voting members present. The amendments must be reviewed by the Board of Directors prior to presentation and the Board's recommendations must be presented to the membership. Written notice of any meeting considering a Bylaws change and of all amendments to be considered must be submitted in writing at least two weeks prior to the meeting.

ARTICLE XIV: DISSOLUTION

SECTION 1: The Association can be dissolved by a three-fourths vote of the Voting members present at a regular meeting, provided written notice of such meeting and of the proposal of dissolution has been sent to all members at least two weeks in advance of such meeting.

SECTION 2: Upon a proper vote approving dissolution, the assets of the Association shall be expeditiously turned over to another, similar established organization in the City of Philadelphia, having aims similar to the aims of this Association. If no such organization exists at the time of dissolution of the Association, all assets of this Association shall be turned over to a civic, historical, or similar organization in Philadelphia, such organization to be designated by the membership before the vote is taken on the motion to dissolve this Association.

ARTICLE XV: INSURANCE

The Board of Directors shall have the power to purchase and maintain, at the Association expense, insurance on behalf of the Association, Officers, and Directors to the extent that the power to do so has been or may be granted by statute.

ARTICLE XVI: INDEMNIFICATION

The Association shall indemnify any person who was or is a party or threatened to be made a party of any threatened, pending or completed action, suit or proceeding either civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer or employee of the Association or is or was serving at the request of the Association as a director, officer or employee of another organization against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding to the extent that such a person is not otherwise indemnified and the power to do so has been or may be granted by statute.