

Washington Square West Civic Association

Bylaws

(as amended through February 9, 2021)

ARTICLE I - NAME

The name of the corporation shall be the "Washington Square West Civic Association".

ARTICLE II - PURPOSES

1. The corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code. The corporation is organized and operated in that section of the City of Philadelphia bounded by the east side of Seventh Street, the south side of Market Street, the south and east side of East Penn Square the east side of Broad Street and the north side of South Street exclusively for purposes that are beneficial to the public interest within the meaning of section 501(c)(3) of the Internal Revenue Code, including: the lessening of the burdens of government, the maintenance of public buildings, monuments, and works, the lessening of neighborhood tensions, the elimination of prejudice and discrimination, and the combating of community deterioration.

2. The corporation's Mission Statement is:

To protect and enhance the quality of life in our neighborhood, and preserve its heritage, by mobilizing the capabilities and resources of our residents, businesses and institutions.

3. The corporation's Vision is:

An engaged community of neighbors working together to make Washington Square West a great place to live and work.

4. This corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

5. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

6. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III - MEMBERSHIP

1. Membership in the corporation shall be open to: (a) any person 18 years of age or older who resides or is a principal owner of a commercial establishment within the area delineated in Article II-(1), (b) any commercial or institutional establishment within the area delineated in Article II, and (c) any other person, commercial or institutional establishment interested in the corporate purposes, subject to review by the Board of Directors who may at its discretion revoke such membership.
2. Membership in the corporation shall be maintained only by the payment of annual contribution according to the schedule in effect from time to time as determined by the Board of Directors.

ARTICLE IV - MEMBERSHIP MEETINGS

1. The Annual Meeting of the Corporation shall be held between October 15th and November 30th in each year at a time and place designated by the Board of Directors.
2. Special Meetings of the members may be called at any time by the President or by a majority of all directors then in office.
3. Written notice stating the time and place of the Annual Meeting and all special meetings of the members shall be provided to the members at least fourteen (14) calendar days in advance. The notice shall set forth all matters of business which are to be considered by the members and on which a vote is to be taken. Any member may cause an item to be placed on the agenda (but not subject to vote) for a meeting provided that written notice of such item be given to the President and the Secretary not less than seven (7) calendar days before the meeting. The publication of the information required above, in a regular or special edition of the corporation's newsletter, distributed at least fourteen (14) calendar days in advance of a meeting, shall be sufficient to meet the written notice requirements of this paragraph. Electronic notice shall be sufficient to meet the notice requirements of this paragraph.
4. At the discretion of the Board of Directors, any matter may be submitted to the membership's vote by mail, email or electronic ballot.

ARTICLE V - BOARD OF DIRECTORS

1. The corporation shall be governed by a Board of Directors of fifteen (15) members of the corporation. Directors shall be elected by the membership at the Annual Meeting

and must, at the time of their election and throughout their term in office, be members of the corporation as defined in Article III-(1), except that Directors who relocate outside of the area defined in Article II-(1) during their term as Director shall be permitted to serve until the next election at an Annual Meeting.

2. Directors shall serve for a term of three (3) years. Five (5) directors shall be elected or re-elected each year to provide a rotating membership, except that if more than five (5) Directors are elected at the Annual Meeting the five (5) having the highest number of votes shall serve for three (3) years and the remaining positions shall be filled in accordance with Article VIII.
3. Regular Meetings of the Board of Directors shall be held on the second Tuesday of each month, or at such other date within the month as agreed upon by the Directors, except August, at a time and place to be identified in writing by the Directors at least once each year. No further notice of any such Regular Meeting shall be required.
4. Special Meetings of the Board of Directors may be called at any time by the President, acting on his/her own behalf, and shall be called by him/her upon the written request of any three members of the Board of Directors. Notice of the time and place of any such Special Meeting of the Board of Directors shall be provided to each member of the Board of Directors by e-mail at least five (5) calendar days in advance. Such notice period may be waived at the discretion of the Executive Committee if the Executive Committee determines in its best judgement that such notice period shall be detrimental to the needs of the corporation at that time.
5. At any Regular or Special Meeting of the Board of Directors, a majority of the Directors then serving and physically present or present by teleconference, videoconference or proxy given in writing to another Director present in person, at the meeting shall constitute a quorum to transact business, and any proposal on which the Board of Directors has the authority to act shall be adopted by a simple majority of those present and or participating remotely by teleconference, videoconference or proxy given in writing to another Director present in person.
6. At the discretion of the President, any proposal on which the Board of Directors would have the authority to act at a Regular or Special Meeting may be adopted upon a written vote of the Board of Directors, conducted by e-mail, provided that such action shall require the affirmative vote of at least two-thirds (2/3) of the Directors then serving, without regard to any requirement of a quorum.
7. The Board of Directors shall have power to appoint an Executive Committee consisting of at least five (5) of its own members with power to act on behalf of the corporation and the Board of Directors between meetings of the Board of Directors except as to any matters that the Board of Directors shall reserve to itself. Unless otherwise specified by the Board of Directors the Executive Committee shall consist of the then current President, Vice-President, Secretary, Treasurer and members so appointed by the President. Any action of the Executive Committee shall require the affirmation of a majority of the members then serving on the Executive Committee to be binding upon the corporation.

8. At the first meeting of the Board of Directors following each Annual Meeting the Board of Directors shall elect the Officers of the corporation who shall serve until their successors are duly qualified and elected.
9. The Board of Directors shall determine the policies of and be responsible for the management of the affairs of the corporation; shall fill vacancies in the Board of Directors and vacancies of officers for the unexpired term; and shall authorize obligations of the corporation.
10. The Board of Directors may, by a two-thirds (2/3) majority vote at a Special Meeting of the Board of Directors called for this purpose, terminate the term of any Director.
11. The Regular Meetings of the Board of Directors shall be open to all members of the corporation. The Special Meetings of the Board of Directors shall be open to all members of the corporation unless the Board of Directors shall decide otherwise, but there is no requirement that notice of a Special Meeting of the Board of Directors be given to the general membership.
12. Each Director shall, upon their election and at any other time as necessary, provide to the Secretary a valid e-mail address to which any and all notices and other communications required by or provided under the corporation's bylaws may be sent.
13. Directors shall be required to serve and participate in at least one committee other than the Executive Committee.
14. Indemnification and Insurance: (a) The corporation shall indemnify any Director who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (including actions by or in right of the corporation or to procure a judgment in its favor) by reason of the fact that the director is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred, if such person has been successful on the merits or otherwise in any such action or, upon a determination in the specific case that such indemnification is proper in the circumstances because he/she has met the standard of conduct applicable in Section 7741 or Section 7742 of the Pennsylvania Non-Profit Corporation Law of 1972.

(b) The corporation shall purchase and maintain insurance for the purpose of indemnification on behalf of any or all Directors to the full extent permitted under Section 7747 of the Pennsylvania Non-Profit Corporation Law of 1972. (c) A director shall not be personally liable for monetary damages for any action taken by him or her unless: (1) the director has breached or failed to perform the duties of his office under subchapter B (entitled "Fiduciary Duty") of Chapter 57 of the Pennsylvania Non-Profit Corporation Law 15. Pa. C.S.A. paragraph 5711 et seq.; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

ARTICLE VI - OFFICERS

1. The officers of the corporation shall be a President, one or more Vice-President(s), a Secretary and a Treasurer. The Board may, in its discretion, create, fill and eliminate additional officer positions. An individual must be a member of the Board of the Directors to be eligible to serve as an officer.
2. Any officer may be removed from office by a two-thirds vote of the Directors then serving, provided that written notice has been given to all members of the Board of Directors at least ten (10) calendar days in advance, stating the time and place of the meeting and the proposed removal of the designated officer. Such officer shall not be entitled to vote upon the question of his/her removal. Notice given by e-mail to a Director shall be sufficient to meet the notice requirements of this paragraph.
3. Duties of Officers:
 - (a) The President shall be the chief executive officer of the corporation. The President shall serve as Chair of the Board of Directors and shall preside at meetings of the Board of Directors and of the membership. The President shall appoint the chairs of all committees and shall be a member ex-officio of all committees. The President shall, with another officer and with the approval of the Board of Directors, enter into written contracts and obligations of the corporation. The President shall make reports to the Directors and members, and shall perform all such other duties as are incumbent to the office, or authorized by the Board of Directors.
 - (b) The Vice-President(s) shall assist the President in his/her duties, and in the President's absence or disability shall exercise all the powers and prerogatives of the President.
 - (c) The Treasurer shall have custody of all funds of the corporation, maintain records of account, collect membership dues and other contributions disburse funds as authorized by the Board of Directors and render to the Board of Directors at its regular meetings an accounting of the financial transactions.
 - (d) The Secretary shall properly record minutes of all meetings of the Board of Directors and of the corporation, and shall keep a registry of the members and a correct roll of the members of the Board of Directors, including date of election and attendance at Board of Director meetings.

ARTICLE VII - COMMITTEES

1. Committees, other than the Executive Committee, shall be designated and appointed by the President at his/her discretion. Committee Chairs shall be members of the corporation. The Executive Committee shall be appointed in accordance with Article V-(7) above.
2. No committee other than the Executive Committee shall obligate the corporation without the authority of the Board of Directors.

ARTICLE VIII - ELECTIONS

1. Directors are elected at the Annual Meeting for a term of three (3) years unless the position is for an unexpired term which may be filled at the discretion of the Board of Directors in accordance with Article V-(2) or V-(9).
2. Any member of the corporation as defined in Section III-(1a) who has attended at least two Regular or Special Meetings or committee meetings of the corporation in the year prior to the Annual Meeting who wishes to be a candidate for Director, or to be re-elected as a Director, shall indicate his or her intent to be a candidate by e-mail to the Secretary's e-mail address posted on the corporation's website not later than the beginning of the Regular Meeting immediately preceding the Annual Meeting. The Secretary shall announce the candidates eligible for election at the Regular Meeting immediately preceding the Annual Meeting. Only those members who have made their annual contribution are eligible to be candidates.
3. A member's notice of intent to be a candidate for Director shall be accompanied by a statement (no more than one page) outlining his or her interests and qualifications for serving on the Board of Directors, along with a one-paragraph summary of that statement, which will be included in the notice of the Annual Meeting.
4. The full statements of each candidate will be distributed at the Annual Meeting and each candidate will be offered an opportunity at that meeting to make a brief presentation of their qualifications, not exceeding three minutes in length.
5. Board of Directors may establish from time to time a date for which eligibility to vote shall be determined. Such eligibility date may not be more than sixty (60) calendar days earlier than the vote to which it pertains.
6. Only those members of the corporation determined to be eligible in accordance with Section VIII-(5) and current with their annual contribution shall be entitled to vote.
7. Any commercial or institutional establishment membership established under III-(1b) or III-(1 c) above shall be entitled to one vote, which may be cast only by an agent of that establishment duly authorized in writing to represent it to this corporation. No person may be so authorized who is independently eligible to vote in any other capacity.

Voting shall be conducted by a written ballot listing the names of each candidate, cast in person at the Annual Meeting or by a written Absentee Ballot requested directly by the member from the Secretary and returned to the office of the corporation five (5) business days prior to the Annual Meeting. Members may vote for as many candidates as there are vacant Director positions. The candidate receiving the greatest number of votes shall fill the first vacant position, the candidate receiving the second greatest number of votes shall fill the next vacant position, and so forth until all vacant positions are filled. In the event any of the vacant positions are for unexpired terms, candidates receiving higher numbers of votes shall fill the vacant positions carrying the longer terms. In the event that two or more candidates receive the same number of votes for a vacant position or the last vacant position, the candidates shall determine their order of position by a lottery method so agreed upon by the candidates. In the event there are fewer eligible candidates than positions

available for three year terms the election may at the discretion of the Board of Directors be conducted by voice acclamation of the Membership.

ARTICLE IX - DISSOLUTION

1. The corporation may be dissolved by a three-fourths (3/4) vote of the members present at a membership meeting, duly called in accordance with the requirements of Article IV.
2. Upon a proper vote approving dissolution, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas for Philadelphia County or another Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X - RATIFICATION AMENDMENT

1. These bylaws shall become effective by an affirmative vote of two-thirds (2/3) of the members present at a meeting called for this purpose.
2. Amendments may be proposed by the Board of Directors or by petition in writing from twenty-five (25) members of the corporation. Proposed amendments shall be circulated to the members at least fourteen (14) calendar days before a meeting at which they are to be considered. Amendments shall become effective by affirmative vote of two-thirds (2/3) of the members present.
3. The foregoing By-Laws of the Washington Square West Civic Association, were adopted by an affirmative vote of two-thirds (2/ 3) of the members present and certified by the Secretary of the Washington Square West Civic Association at the meeting held on the 9th day of February , 2021.

APPROVED

Secretary:
Deborah Sweeney

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President:
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