

BYLAWS
SPRUCE HILL COMMUNITY ASSOCIATION

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ARTICLE I – Name

The name of this association shall be the Spruce Hill Community Association.

ARTICLE II – Purpose and Geographic Area

- A.** The purpose of the Association shall be to strengthen the Spruce Hill community and to enhance the quality of life in the neighborhood for all its residents.
- B.** Pecuniary gain of profit, incidental or otherwise, is not contemplated by the Association for its members.
- C.** The Association shall be non-political.
- D.** The Association area is bounded on the east by the west side of 38thth Street (exclusive of any portions of the University of Pennsylvania campus), on the west by the east side of 46th Street, on the north by the south side of Market Street, and on the south by the north side of Woodland Avenue in the City of Philadelphia, Pennsylvania, together with such additional areas which are contiguous with or adjacent to the above-described area, as may be approved by a majority of the Board of Directors present at a meeting where a quorum exists, provided a written notice of intent to pass upon such an extension of the Association area at such meeting shall have been mailed to each Director two weeks prior to such meeting.

ARTICLE III – Membership, Dues, and Notices

- A.** Membership in this Association shall be open to all.
- B.** The right to vote shall be restricted to members in good standing who are bona fide residents of the area, or who own real estate in the area, or who own or operate a business or professional office, or officially represent an institutional facility or other similar entity, in the Association area.
- C.** A member shall be in good standing if his or her dues are paid for the current membership year.
- D.** The Board of Directors shall have the power by a two-thirds (2/3rds) vote of the members present at a meeting where a quorum exists to remove from membership in the Association any member for conduct deemed prejudicial to the Association; provided, however, that such member shall have been given at least two (2) weeks' notice that a resolution for his or her removal will be submitted to the Board of Directors for its action at such meeting.
- E.** Classes of Membership and Dues:
 - 1.** Classes of membership shall include the following:

- a. Individual or Household
 - b. Business, Professional, or Institutional
 - c. Senior Citizen or Student
 - d. Sponsor
 - e. Patron
 2. The dates on which the membership year begins and ends shall be as determined from time to time by the Membership Committee and approved by the Board of Directors.
 3. The dues for each class of membership shall be as determined by the Membership Committee and approved by the Board of Directors.
 4. All members shall be entitled to equal privileges except as may otherwise be provided for in these By-Laws.
- F. Notices to the general membership or to any director may be personally delivered or sent via US or electronic mail. The notice shall be deemed to have been delivered when sent to the member at the last known address of record.
- G. The privacy of all members of the Association shall be protected to the greatest extent possible. Personal information may be shared with affiliated organizations. Membership information will not be provided to non-affiliates. In this case communication with the membership shall be accepted through contributions to the newsletter or via a notice distributed directly by the Association with the approval of a two-thirds (2/3rds) vote of the members of the Board of Directors present at a meeting where a quorum exists.

ARTICLE IV – Meetings of the Association

- A. The annual meeting of the Association shall be held in the fall of each year, preferably during the month of November, at a time and place designated by the President, or upon the failure of the President to so designate, then by the Board of Directors. Written notice stating the time and place of the annual meeting shall be distributed to all members of the Association at least two weeks in advance.
- B. General and special meetings of the Association shall be held at such times and at such places and with such notice given to the members as shall be determined by the President or by the Board of Directors.
- C. Twenty-five (25) members of the Association present and eligible to vote shall constitute a quorum at the annual meeting, or at any general or special meeting of the membership.

ARTICLE V – Officers

- A. The Officers of this Association shall be a President, Executive Vice President, Vice President for Operations, a Treasurer and a Secretary, and such other officers that the Board of Directors may by resolution create, who shall, however, be subordinate to the President and Vice Presidents. The Right to become an Officer of the Association shall

be restricted to those members in good standing with the Association who are bona fide residents of the area.

B. All officers shall be elected by a majority vote of the members of the Association present and eligible to vote at the annual meeting of the Association where a quorum exists. Officers shall hold office for one year or until their successor be duly elected and qualified. No more than two full terms served by a member as President may be consecutive.

C. Any Officer may be removed and his or her office vacated by a two-thirds (2/3rds) vote of the members of the Board of Directors present at a meeting where a quorum exists, provided written notice has been mailed to such officers and all other member of the Board of Directors at least two weeks 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 on the question of his or her removal.

D. The President shall have the following duties and responsibilities:

1. To preside at all meetings of the Association and of the Board of Directors, except as may be otherwise provided for herein.
2. To coordinate all Association activities.
3. To delegate such responsibility as he or she deems necessary.
4. To vote only secret ballot or roll call or to break a tie vote, the latter being at the President's choice.
5. To appoint the Committee Chairpersons of Standing Committees and Special Committees with the advice of the Board of Directors.
6. To establish, with the approval of the Board of Directors, additional standing Committees as needed.
7. To appoint a Solicitor for the Association upon advice and consent of the Board of Directors.
8. To be an ex-officio member of all Committees.
9. To coordinate contacts with other organizations, together with the Executive Vice President.
10. To call additional meetings of the Association as may be required.

E. The Executive Vice President shall have the following duties and responsibilities:

1. To assist the President in coordinating all the Association activities.
2. To preside at meetings of the Association in the absence of the President.
3. To preside at meetings of the Board of Directors in the absence of, or upon the request by, the President.
4. To assume the duties of the President when the President is unable to do so, which event is to be determined by a two-thirds (2/3) vote of the members of the Board of Directors present at a meeting where a quorum exists, or upon the request of, or in the absence of the President.

5. To act as Vice President of Spruce Hill Community Trust, the 501(c)3 arm of Spruce Hill Community Association.
6. To assist the President in maintaining reasonable contact with external organizations.

F. The Vice President for Operations shall have the following duties and responsibilities:

1. To act as consultant to the standing committees and committee Chairpersons.
2. To solicit reports from Committee Chairpersons for the information of the Board of Directors.
3. To issue notices to the entire membership of all general meetings of the Association.
4. To coordinate with the membership committee and maintain a register of all members of the Association.
5. To arrange for facilities for general and annual meetings of the Association.
6. To coordinate operations for the Spruce Hill Center.

G. The Treasurer shall have the following duties and responsibilities:

1. To maintain all financial records of the Association, said records to be kept on a fiscal year basis beginning January 1st and ending December 31st.
2. To receive dues from members and monies from all Association activities for deposit of same in the Association bank accounts.
3. To disburse petty cash payments up to Five Hundred Dollars (\$500.00) per month, as needed to conduct the Association activities, and additional funds in excess of Five Hundred Dollars (\$500.00) per month as specifically authorized by the Board of Directors.
4. To submit on a quarterly basis a written financial report at the meeting of the Board of Directors, and after each major Association activity involving finance. One such report on the condition of the Association's treasury will be presented jointly to the Board and the general membership at the annual meeting.
5. To meet semi-annually with the Treasurer of Spruce Hill Community Trust to reconcile accounts and report on activities to the Board of Directors.
6. To maintain reasonable insurance for the Association.
7. To meet with any Audit committee appointed by the President or the Board of Directors for audit of the Association's financial records.

H. The Secretary shall have the following duties and responsibilities:

1. To conduct all correspondence relating to the Association as requested by the President.
2. To distribute an annual schedule of meetings to the Board of Directors, and a reminder in advance of each scheduled meeting.
3. To keep complete and maintain accurate minutes of the Association meetings and the meetings of the Board of Directors, and to distribute copies for review as necessary.

4. To keep a copy of the Association Charter and By-Laws on file; to have a copy of the By-Laws on hand at each meeting of the Association; and to ensure that each new member of the Association has access to a copy of the By-Laws either via the Association's website or mailed upon request.
5. To keep records of attendance at meetings of the Board of Directors.

ARTICLE VI – Directors

- A. Supervision of the affairs of the Association shall be vested in a Board of Directors consisting of twenty (20) members of the Association in good standing, elected at large (hereinafter referred to as “Directors”), plus the current officers and the immediate past President of the Association.
- B. One-half (1/2) of the members of the Board of Directors who are elected at large shall be elected annually for a term of two years by a majority vote of the members present and eligible to vote at the annual meeting of the Association.
- C. A quorum for any meeting of the Board of Directors shall consist of twelve (12) Directors, inclusive of the officers.
- D. To be eligible for election to the Board of Directors, an Association member must be in good standing with the Association, provided that no more than one-quarter (1/4) of the Board of Directors at any time be made up of members of less than one year's standing, and provided that no more than four (4) members of the Board of Directors at any one time be persons who, although members in good standing, are not bona fide residents of the Association area.
- E. The Board of Directors shall have the following functions:
 1. To be the governing body of the Association.
 2. To formulate policy for the Association.
 3. To receive reports from Committee Chairpersons, Directors and other persons and to take action on such reports as may be deemed necessary.
- F. The following provisions shall govern meetings of the Board of Directors:
 1. Meetings of the Board of Directors are to be held on the second Tuesday of the month.
 2. Special meetings shall be called upon the request of the President, the Executive Committee, or upon the written request of five (5) members of the Board of Directors to the President.
 3. The agenda of the meetings of the Board of Directors shall be:
 - a. Call to order by the President
 - b. Review and approval of minutes from previous meeting
 - c. Reports of Officers
 - d. Reports of Standing or Special Committees

- e. Reports of Delegates from affiliated organizations
- f. Old business
- g. New business/announcements
- h. Adjournment

G. The Directors shall have the following duties and responsibilities:

- 1. To regularly attend the meetings of the Board of Directors.
- 2. To participate in the discussions of all business brought before the Board of Directors.
- 3. To vote after due consideration of the issue.
- 4. To serve on, or chair, at least one Committee.
- 5. Otherwise actively participate in Association activities.

H. Any Director who is absent from three consecutive meetings of the Board of Directors without prior notice to the Secretary may be removed as a Director and his or her position vacated by a majority vote of the members of the Board of Directors present at a meeting where a quorum exists. Such Director shall not be entitled to vote on the question of his or her removal.

ARTICLE VII – Standing Committees

- A.** There shall be Standing Committees to discuss, clarify, and to make recommendations to the Board of Directors relative to any community issue within each Standing Committee’s jurisdiction.
- B.** Chairpersons of Standing Committees are to be appointed annually by the President, with the advice of the Board of Directors. Such Chairpersons shall serve at the pleasure of the President.
- C.** Except as otherwise set forth herein, the proposed members of the Standing Committees are to be submitted by the Chairperson thereof to the President for confirmation. Additional members to the Standing Committees may be appointed by the President.
- D.** Standing Committee meetings shall be held as needed at the request of the Committee Chairperson. The Chairperson will be responsible for coordinating meetings or otherwise stimulating active conference among the committee members to insure that goals are met in a timely manner.
- E.** The Executive Committee members will be assigned to oversee committees as necessary.

ARTICLE VIII – Special Committees

- A.** The Executive Committee shall consist of all Officers and shall be presided over by the President. The responsibilities of the Executive Committee shall include, but shall not be limited to, the following:

1. Policy and direction;
 2. Special events, including the planning and execution of the May Fair;
 3. Publicity; and
 4. Ways and means.
- B.** The President may, with approval of the Board of Directors, appoint Ad Hoc Committees to consider any matters not within the jurisdiction of a Standing Committee.

ARTICLE IX – Vacancies

- A.** In case of death, resignation, removal or incapacity of the President, his or her powers shall be exercised until the removal of the incapacity or until the next annual meeting, whichever shall occur first, by the Executive Vice President or the Vice President who is next in rank and available, or if none of the latter is or remains available, by any member in good standing of the Association designated by the Board of Directors.
- B.** A vacancy in any other office or on the Board of Directors may be filled at a special election by a majority vote of the members of the Board of Directors present at a regular meeting of the Board of Directors where a quorum exists. The procedure shall be that the members of the Board will be notified of the number of vacancies existing; that nominations will be accepted at the designated meeting and that elections will be held at the following regular meeting provided that two weeks' written notice of the election has been given to each member of the Board of Directors. No additional nominations shall be accepted on the occasion of the election.
- C.** All vacancies for terms of equal length shall be filled from a single balloting. All candidates shall be considered for all vacancies. Run-off elections shall be held in the case of a tie.
- D.** The Officer or Director so elected shall serve for the remainder of the unexpired term of his or her predecessor in office.

ARTICLE X – Affiliated Organizations

A. General

1. In order to further the purpose and objectives of this Association, by a vote of a majority of the Board of Directors at a meeting where a quorum exists, the Association through the Board of Directors may agree to enter into an affiliation with other organizations whose purpose or activities are complementary to those of the Association.

B. Supervision of Affiliated Activities

1. Any joint activities by the Association and any such affiliated organization shall be under the initial supervision of the Executive Committee.

ARTICLE IX – Nomination Procedure

- A.** By no later than the September meeting of the Board of Directors, a Nominating Committee, to consist of four (4) representatives from among the members of the Association in good standing, shall be selected pursuant to the procedure set forth below:
1. Two representatives shall be appointed by the President, at least one of whom shall be from among the members of the Board of Directors;
 2. Two representatives shall be selected by the Board of Directors, one from among the members of the Board, and one from among the active members at large of the Association.
- B.** The Nominating Committee shall prepare a report of its nominees for the positions of Directors and Officers for all directorships and offices to become vacant by the end of the then-current year. That report shall be submitted by the Nominating Committee to the Board of Directors at the October meeting of the Board of Directors.
- C.** Additional nominations of candidates for the position of either Director or an Officer may be submitted to the Nominating Committee no less than two (2) weeks prior to the Annual Meeting of the Association. Each nomination must be submitted in writing and must include a nominating petition signed by no fewer than ten Association members in good standing.
- D.** The full ballot of nominees shall be submitted to the members of the Association at the Annual Meeting for their action.
- E.** The Nominating Committee shall have the responsibility of preparing the written ballots to be used in the election process at the Annual Meeting and delivering them to the Elections Committee.

ARTICLE XII – Election Procedure

- A.** The President shall appoint an Elections Committee consisting of three (3) members, and shall designate the Chairperson thereof from among the members of the Board of Directors, all by and with the advice and consent of the Board of Directors.
- B.** At least one member of the Elections Committee shall be selected from the experienced and active members at-large of the Association, who shall not be a member of the Board of Directors.

- C. The President shall preside over the annual meeting until the report of the Nominating Committee is to be given. At that time the Chairperson of the Elections Committee shall assume the Chair of the annual meeting, and he or she shall continue to preside until the elections have been completed and the completed ballots have been collected by the Elections Committee. At that time the President shall resume the Chair of the annual meeting.
- D. The election of the Directors and Officers at the annual meeting shall be by secret ballot.
- E. Absentee balloting shall not be allowed at the general or at any special election.
- F. The Elections Committee shall make all arrangements for and shall conduct all proceedings during the election of Directors and Officers at the Annual Meeting. Those duties shall include distribution of one ballot to each member of the Association in good standing and eligible to vote and present at the annual meeting. Such eligibility shall be determined by the Elections Committee after consultation with the Membership Committee of the Association both in advance of and during the annual meeting. The Elections Committee shall also collect the completed ballots and shall tabulate the results.
- G. The election of Officers and Directors shall be by a majority vote of the members present and eligible to vote at the annual meeting of the Association.
- H. All Directors shall be elected from a single ballot. The ten persons having the largest number of votes shall be declared elected. Run-off elections shall be held in case of a tie. Ballots having fewer votes than the number of vacancies shall be valid. Ballots having more votes than the number of vacancies shall be ruled invalid. Ballots including more than one vote for a single nominee shall be tallied as having a single vote for that nominee.
- I. The Chairperson of the Elections Committee shall then report the results of the Elections by oral report to the members at the annual meeting and shall then also submit a written report of the results of the election as soon as possible thereafter to the Secretary of the Association for incorporation in the permanent records of the Association.
- J. The newly elected Directors and Officers shall be installed in their offices and shall assume their duties at a special meeting of the Board of Directors to be held immediately following the annual meeting or at the earliest possible date thereafter to be selected by the then-President, or by the Board of Directors, which date shall be no later than November 30.

ARTICLES XIII – Audits and Bonds

- A. There shall be an audit of the financial records of the Association by the end of October of each year.

- B. The audit shall be conducted by an Ad Hoc Committee established by the President or the Board of Directors.
- C. Neither the time nor the place of any audit need be announced in advance.
- D. The Chairperson of the Audit Committee shall submit a written report to the Board of Directors following the Audit.
- E. The Board of Directors may require the Treasurer, and such other Officers who have direct access to Association funds, or who are authorized to write checks, to be bonded by a reputable bonding company in a reasonable amount.

ARTICLE XIV – Amendments

Any portion of these By-Laws may be amended at any regular meeting of the Board of Directors by a two-thirds (2/3) vote of the members of the Board of Directors present at a meeting where a quorum exists, provided written notice of the proposed Amendment has been mailed to each member of the Board of Directors at least two (2) weeks prior to the proposed meeting date.

ARTICLE XV – Parliamentary Procedure

Roberts’ Rules of Order, Newly Revised, shall govern in all matters not covered by these By-Laws.

ARTICLE XVI – Liability of Directors

- A. A Director of the Association shall not be personally liable for monetary damages as such 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 or her offices as defined in this document, and
 - 2. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. The provisions of these Section shall not apply to:
 - a. the responsibility of liability of a Director pursuant to any criminal statute; or
 - b. the liability of a Director for the payment of taxes pursuant to local, state, or federal law.
- B. Directors of the Association shall stand in a fiduciary relation to the Association and shall perform their duties as Directors, including duties as member of any Committee of the Board of Directors upon which they may serve, in good faith, in a manner they reasonably believe 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 or 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 by any of the following:

1. One or more Officers or employees of the Association whom the Director reasonably believes to be reliable and competent in the matters presented.
 2. Counsel, public accountants or other persons as to matters the Director reasonably believes to be within the professional or expert competence of such person.
 3. A Committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which the Director reasonably believes to merit confidence.
- C. A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause their reliance to be unwarranted.
- D. In discharging the duties of the respective positions, the Board of Directors, Committees of the Board of Directors, and individual Directors may in considering the best interests of the Association, consider the effects of any action upon employees, upon suppliers of the Association, and upon communities in which offices or other establishments of the Association are located, and all other permanent factors. The consideration of those factors shall not constitute a violation of this section.
- E. Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken as a Director or any failure to take action shall be presumed to be in the best interest of the Association.
- F. The Association shall indemnify any person who was or is party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative (other than an action by or in the right of Association) by reason of the fact that he or she was or is a Director or Officer of the Association, or, while serving as Director, Officer, employee, agent, or other representative of another 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 or in connection with such action, suit, or proceeding.
- G. The Association shall indemnify any person who was or is party to any threatened, pending or completed action or suit by or in the right of Association to procure a judgment in its favor by reason of the fact that he or she was or is a Director or Officer of the Association, also is or was serving at the request of the Association as Director, Officer, employee, agent, or other representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such threatened, pending, or completed action or suit by or in the right of the Association.

- H.** Indemnification as described above shall be automatic and shall not require and determination that indemnification is proper, except that no indemnification shall be made in any case where 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.
- I.** The Association may, at the discretion of, and to the extent and for such persons as determined by the Board of Directors, (i) indemnify any person not entitled to indemnification as described above who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, and including actions or suits by or in the right of the Association to procure a judgment in its favor, by reason of the fact that the person was or is an employee, agent, or other representative of the Association, or is or was serving at the request of the Association as Director, Officer, employee, agent, or other representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such threatened, pending, or completed action, suit, or proceeding, and (ii) pay such expenses in advance of the final dispositions as provided below.
- J.** Expenses incurred in connection with a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the indemnified individual to repay such amount unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Association.
- K.** Each indemnity provided in this Article shall continue as to a person who has ceased to be a Director, Officer, employee, agent, or other representative of the Association and shall inure to the benefits of the heirs, executors, and administrators of such person.
- L.** The Association shall have the power to purchase and maintain on behalf of any person who is or was a Director, Officer, employee, agent, or other representative of the Association or is or was serving at the request of the Association as Director, Officer, employee, agent, or other representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Association would otherwise have the power to indemnify such person against such liability.

BY-LAWS REVISED AS OF SEPTEMBER 2005