

Coalition for Neighborhood Character & Quality

BYLAWS

ARTICLE I NAME & PURPOSE

Section 1 **Name:** The name of the organization shall be Coalition for Neighborhood Character & Quality (hereinafter “Coalition”).

Section 2 **General Purpose:** The organization is incorporated under the Nonprofit Corporation Law of 1988, as amended, and is organized and operated exclusively as a social welfare organization to promote the common good and general welfare of the community within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended.

Section 3 **Specific Purpose:** The specific purpose of Coalition for Neighborhood Character & Quality shall be:

- a. To preserve the aesthetics, quality of life, green space, low density and character of a historic neighborhood dating from the early 1900s along East Wynnewood Road in Lower Merion in the face of increasing development pressures.
- b. To actively participate in land use planning for the future use of the St. Charles Borromeo Seminary tract.
- c. To inform members of the Coalition and affected neighborhoods of any matters regarding the development of the St. Charles Borromeo Seminary tract, particularly as regards traffic volume and parking on neighborhood roadways as well as any issues that touch on the purpose of the Coalition.
- d. To provide advice and potential support to affected neighborhoods regarding other development along East Wynnewood Road.
- e. Raise funds to finance efforts in support of the Coalition’s purposes outlined above.

ARTICLE II MEMBERSHIP

Section 1 **Eligibility for membership:** Membership shall be open to all residents 18 years and older within the areas defined by the Merion, Shortridge, and Indian Creek Civic Associations.

Section 2 **Mechanism for becoming a member:** Eligible individuals may register for membership via the Coalition website found at www.stopmakingdense.org.

Section 3 **Rights of members:** Each member shall be eligible to vote.

Section 4 **Resignation and termination:** Members may resign by providing written notice to the Secretary by mail or via the Coalition website. In any case where membership has been

terminated, such fact shall be recorded, together with the date on which the membership ceased, by the Secretary.

ARTICLE III MEETINGS OF MEMBERS

Section 1 **Annual meeting:** There will be an annual meeting in October of each year, or on some other proximate date not exceeding thirty (30) days therefrom, for receipt of reports of operation from the Directors, the election of Directors, and the transaction of such other business as may be brought properly before the meeting. Notification for all annual meetings shall require thirty (30) days advance written, electronic, or telephonic notice to all members.

Section 2 **Special meetings:** Special meetings of the membership may be called by the President, by a resolution of the Board or by a petition signed by ten percent (10%) of the members. A written request stating the object of the meeting must be submitted to the Secretary. The Secretary shall set the time of the meeting, which shall be held not later than thirty (30) days after receipt of the request. If the Secretary shall neglect or refuse to set the time of the meeting, the person or persons calling the meeting may set the time. Notification and purpose(s) of the special meeting shall require seven (7) days advance written, electronic, or telephonic notice to all members unless in case of an emergency meeting such 7-day notice would not be possible and a shorter notice period would then be given.

Section 3 **Agenda:** Subject to the approval of the Board of Directors, the President shall prepare the agenda for the meetings of the membership.

Section 4 **Quorum:** The voting members present at any properly announced meeting shall constitute a quorum.

Section 5 **Voting:** All issues to be voted on shall be decided by a simple majority of those members present at the meeting in which the vote takes place.

ARTICLE IV BOARD OF DIRECTORS

Section 1 **Composition of Board:** The Board shall be composed of seven (7) individuals. Only members shall be qualified to hold an elected or appointed position.

Section 2 **Terms:** At the organizational meeting of the Corporation the sole incorporator shall appoint the initial members of the Board, who will be divided into three classes: (1) two of the Directors shall serve a term of one year; (2) two of the Directors shall serve a term of two years; and (3) three of the Directors shall serve a term of three years. At the annual membership meeting to be held in October 2014, and in each succeeding annual meeting, the registered members of the corporation shall elect (or re-elect, as the membership determines) to a three-year term each class of Directors the term of which expires that year.

- Section 3 **Board elections:** New Directors and current Directors shall be elected or re-elected by a vote of the members at the annual meeting in the sequence provided above in Section 2 of Article IV. The names of all candidates for the Board shall be placed in nomination by a majority of the Board or by petition signed by at least ten percent (10%) of the members accompanied by the written acceptance of the nominee. All nominations must be filed with the Secretary not later than fourteen (14) days prior to the annual meeting. The Secretary shall send notice to the members of all candidates in nomination not later than seven (7) days prior to the annual meeting. Directors will be elected by a simple majority of members present at the meeting.
- Section 4 **Compensation:** All Board members shall serve without pay.
- Section 5 **Regular and Special Meetings:** The Board of Directors may hold regular meetings at such times as the Board may determine by resolution, but not less than once each year. Special meetings of the Board may be called, at any time, by the President or by one-third of the Directors, by submitting a written request to the Secretary stating the object of the meeting. The Secretary shall set the time and place of the meeting, which shall be held not later than fifteen (15) days after the receipt of the request. If the Secretary shall neglect or refuse to set the time and place of the meeting, the person or persons calling the meeting may do so. Notification and purpose(s) of the regular or special meeting shall require seven (7) days advance written, electronic, or telephonic notice to all members unless in case of an emergency meeting such 7-day notice would not be possible and a shorter notice period would then be given. All Board meetings are open to the membership.
- Section 6 **Quorum:** A quorum must be attended by at least three (3) members of the Board for business transactions to take place and motions to pass. Attendance can be by phone, video, skype or other similar communications equipment.
- Section 7 **Board duties:** The Board shall have the following responsibilities and powers:
- a. Manage the daily affairs of the Coalition for Neighborhood Character & Quality.
 - b. Make decisions and represent the interests of the Coalition for Neighborhood Character & Quality on all matters. Any action may be taken without a meeting, if consent in writing, setting forth the action, shall be signed by, or assented to by emails or any other electronic means from, all of the Board members who would be entitled to vote at a meeting for such purpose. These consents shall be filed with the Secretary.
 - c. Appoint committees to perform necessary functions and represent the Coalition for Neighborhood Character & Quality on specified topics.
 - d. Approve all expenditures greater than \$500.

- e. Approve all agreements, contracts, deeds, leases, checks and other instruments of the Coalition for expenditures or obligations involving \$500 or more. These documents must be executed by the Secretary.
- f. Provide the annual report of the Board to the members at the annual meeting.
- g. The Board may fix, in advance, a date as the record date for the purpose of determining the members entitled to vote at any meeting of members. Such record date shall not be more than thirty (30) days before the date of the meeting.

Section 8

Officers & their duties: There shall be four officers of the Board, consisting of a President, Vice President, Secretary, and Treasurer. Their duties are as follows:

- a. **President:** The President shall chair any meeting of the Board of Directors. The President, or his or her designee, shall prepare the agenda, call and preside at all meetings of the Board and membership and shall perform such duties as the Board and the membership, from time to time, authorize. The President shall represent the position of the Board and interests of the members.
- b. **Vice President:** In the absence of the President, the Vice President shall function as the President.
- c. **Secretary:** The Secretary will give notification of all meetings, shall be responsible for all minutes, assist the President with correspondence, and maintain the non-financial files. The Secretary will maintain a list of members, their address and their contact information.
- d. **Treasurer:** The Treasurer shall have custody of the monies and investments of the Coalition of which he shall maintain full and accurate financial records of all accounts showing receipts and disbursements of books that are belonging to the Coalition, and shall at the expiration of his term of service render up to his successor all papers, monies, books and property of the Coalition whatsoever in his possession. The Treasurer shall be responsible for the preparation of all required financial data. He shall disburse the funds of the Coalition as may be ordered by the Coalition and the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors whenever they may require it, an account of all his transactions as Treasurer, and of the financial condition of the Coalition, and at the annual meeting of the members a like report of the preceding year.
- e. The officers shall be appointed annually at the annual meeting of the Board by majority vote.

Section 9

Resignation, termination, and absences: Resignation from the Board must be received in writing by the Secretary. A Board member may be removed for other reasons by a three-fourths vote of the remaining Directors.

Section 10

Vacancies: When a vacancy on the Board exists mid-term, the current Board members will vote on a replacement at the next Board meeting. The replacement will be elected

by the majority of the Directors. These vacancies will be filled only until the next annual meeting.

ARTICLE V CONFLICT OF INTEREST

Section 1 **Purpose:** The purpose of the conflicts of interest policy is to protect the organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the organization. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 2 **Definitions:**

- a. "Code." The Internal Revenue Code of 1986, as amended.
- b. "Interested Person." Any Director, officer, member of a committee with Board-delegated powers, or any person who has substantial influence over the organization within the meaning of Section 4958 of the Code, or any person who was in one of these positions during the five-year period ending on the date of the transaction or arrangement in question, and who has a direct or indirect financial interest, as defined below, is an interested person.
- c. "Financial Interest." A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - i) a greater than 35% ownership, investment or voting interest in any entity with which the organization has a transaction or arrangement; or
 - ii) a compensation arrangement with the organization, or any entity or individual with which the organization has a transaction or arrangement; or
 - iii) a potential greater than 35% ownership, investment or voting interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Total voting or ownership shall be determined by applying the rules of Section 267 of the Code, without regard to family ownership. Family ownership shall be determined by including in "family" the following: spouse, brothers or sisters (by whole or half blood), spouses of brothers or sisters (by whole or half blood), grandchildren, great grandchildren, and spouses of children, grandchildren and great grandchildren. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

Section 3 **Procedures:**

- a. **Duty to Disclose:** In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and

must be given an opportunity to disclose all material facts to the Directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

- b. Determining whether a conflict exists: After disclosure of the financial interest and all material facts, and after discussion with the interested person, the interested person shall leave the Board or committee meeting while the determination of a conflict is discussed and voted upon. The remaining Directors or committee members shall decide if a conflict of interest exists.

Section 4

Procedures for addressing the conflict of interest:

- a. An interested person may make a presentation at the Board of Directors or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- b. The President or the relevant committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board of Directors or committee shall determine whether the organization can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors or committee shall determine by a majority vote of disinterested Directors or committee members whether the transaction or arrangement is in the organization's best interest and for its own benefit and whether the transaction is fair and reasonable to the organization and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

Section 5

Violations of the conflicts of interest policy:

- a. If the Board of Directors or committee has reasonable cause to believe that a Director, officer or member of a committee with Board-delegated powers has failed to disclose actual or possible conflicts of interest, it shall inform such person of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of any such Director, officer or member of a committee with Board-delegated powers and making such further investigation as may be warranted in the circumstances, the Board of Directors or committee determines that such person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 6 **Records of proceedings:** The minutes of the Board of Directors and all committees with Board-delegated powers shall contain:

- a. **Conclusions:** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. **Persons Present:** The names of the persons who were present for discussion and votes relating to the transaction or arrangement, the terms of the transaction, the content of the discussion, including any alternative to the proposed transaction or arrangement and comparability data obtained and relied on, and a record of any votes taken in connection therewith.

The minutes must be prepared before the later of the next meeting of the Board or committee or sixty (60) days after the final action or actions are taken. Such minutes will be reviewed and approved by the Board or committee as reasonable, accurate and complete within a reasonable period thereafter.

Section 7 **Compensation:** A member of the Board of Directors who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

Section 8 **Annual statement:** Each Director, officer and member of a committee with Board-delegated powers shall annually sign a statement which affirms that such person:

- a. has received a copy of the conflicts of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands that the organization is a charitable organization and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 9 **Periodic reviews:** To ensure that the organization operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, or would cause any interested persons to incur excise tax under Section 4958 of the Code, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.

- b. Whether partnership and joint venture arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the organization's exempt purposes and do not result in inurement or impermissible private benefit, or in an excess benefit transaction.

Section 10 **Use of outside experts:** In conducting the periodic reviews provided for in Section 7.7, the organization may, but need not, use outside advisors. If outside experts are used their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE VI LIMITATION OF LIABILITY AND INDEMNIFICATION

Section 1 **Limitation of liability:** Directors of this organization shall not be personally liable for monetary damages as such for any action other than as expressly provided in 15 Pa. C.S. §§ 513 and 5713. It is the intention of this Section 1 to limit the liability of Directors of this organization to the fullest extent permitted by 15 Pa. C.S. §§ 513 and 5713 or by any other present or future provision of Pennsylvania law.

Section 2 **Indemnification:** The organization shall indemnify every Director and officer, and may indemnify any employee or agent, to the full extent permitted by the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and any other present or future provision of Pennsylvania Law. The organization shall pay and advance expenses to Directors and officers for matters covered by indemnification to the full extent permitted by such law, and may similarly pay and advance expenses for employees and agents. This Section 2 shall not exclude any other indemnification or other rights to which any party may be entitled in any manner. In no case, however, shall the organization indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the organization is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §§ 4941(d) or 4945(d), respectively, of the Code.

Section 3 **Indemnification insurance:** The Board of Directors shall authorize the purchase of and maintain insurance on behalf of any Director, officer, employee, agent or volunteer of the organization against any liability asserted against or incurred by him or her which arises out of such person's status in such capacity or who is or was serving at the request of the organization as a Director, officer, employee, agent or volunteer, whether or not the organization would have the power to indemnify the person against that liability under law.

ARTICLE VII GENERAL PROVISIONS

Section 1 **Corporate records:** The organization shall keep at a location designated by the Board of Directors original or duplicate records of the proceedings of the meetings of the members and the Directors and the original or a copy of its Bylaws, including all amendments and alterations thereto to date. The organization shall keep at its registered office complete and accurate books or records of account.

Section 2 **Fiscal Year:** The fiscal year of the organization is the calendar year.

Section 3 **Right of inspection:** Each Director shall have a right to examine, in person or by agent or attorney during the usual hours for business for any proper purpose, the membership register, the books and records of account, and records of the proceedings of the Board of Directors, the committees of the Board and the members, and to make copies or extracts therefrom. Members shall have a right of inspection only to the extent required, if at all, by the Nonprofit Corporation Law of 1988, as amended.

ARTICLE VIII AMENDMENTS TO THE BYLAWS

Section 1 **Proposal of amendments:** Amendments to these Bylaws may be proposed by one of the following:

- a. Passage of a resolution by majority vote of the Board of Directors;
- b. Submission to the Secretary of a petition containing the proposed amendment(s) signed by twenty-five percent (25%) of the members.

Section 2 **Passage of amendments:** All proposed amendments meeting the criteria of the previous section shall be put to a vote at the next annual or special meeting of the members called for such purpose. The notice of the meeting shall include the full text of the amendment or amendments to be considered, or a summary of the amendment or amendments with a statement that the full text may be obtained at a designated site on the Internet. To be passed, the amendment must receive the affirmative vote of two-thirds (2/3) of the members present.

ARTICLE IX DISSOLUTION

Section 1 **Dissolution:** Upon dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify a tax exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization 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.