

# CONSTITUTION AND BY-LAWS

Newbold Neighbors Association  
Philadelphia, Pennsylvania  
June 2011

## A. CONSTITUTION

### ARTICLE I - NAME AND LOCATION

#### Section 1 - Name of Association.

The name of this Association shall be the Newbold Neighbors Association ("NNA").

#### Section 2 - Boundaries.

The Association shall encompass that portion of the City of Philadelphia, Pennsylvania whose boundaries are: 1) on the west, the west side of S 18th Street; 2) on the north, the south side of Washington Avenue; 3) on the east, the west side of S Broad Street; and 4) on the south, the north side of Passyunk Avenue.

These boundaries shall serve the purpose of demarcating an area of focus, although NNA may take part in activities outside of these boundaries at times.

### ARTICLE II - PURPOSE

The purpose of this Association shall be to identify, promote and participate in actions which the Association considers will contribute to the general welfare of the Newbold community in particular and to the general welfare of the City of Philadelphia as a whole by:

1. Providing a medium for identifying and developing community interests, and for disseminating information pertaining to those interests within and outside the community;
2. Working to secure needed improvements in public services and facilities.
3. Promoting social welfare.
4. Cooperating with similar organizations in the City of Philadelphia.
5. Combating community deterioration.

This organization is organized exclusively for charitable purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501 (c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE III - MEMBERS**

This Association shall be non-sectarian and politically non-partisan. Any person eighteen years of age and older and who is a resident, or owns real property, or owns a business in the Newbold community (within the above-described boundaries) shall be eligible for membership in the Association.

## **ARTICLE IV - GOVERNANCE**

The Association shall be governed by a Governing Board comprised of four officers and five committee chairpersons elected annually in accordance with the provisions of the Association's By-laws. The officers of the Association shall be a President, Vice-President, Secretary and Treasurer. All officers and committee chairs shall hold office until the close of the annual meeting at which their successors are elected.

## **ARTICLE V - AMENDMENTS TO THE CONSTITUTION AND BY-LAWS**

The Constitution and By-Laws of the Association may be amended only with the approval of two-thirds of the members of the Association present at a regular or special meeting, but no such amendment shall be adopted unless at least fourteen (14) days written notice of such pending amendment has been given to the members of the Association.

## **B. BY-LAWS**

### **ARTICLE I - HEADQUARTERS**

The headquarters and meeting place of the Association shall be at such place or places as shall be determined by the Governing Board of the Association.

### **ARTICLE II - MEMBERSHIP**

A person eligible for membership becomes a member in good standing when he or she attends and exhibits proper conduct at three (3) meetings, one (1) of which must be a general meeting. The remainder may be any combination of committee meetings and selected special events. Members of the Governing Board must also attend at least six (6) meetings per year, two (2) of which must be general meetings.

### **ARTICLE III - ELECTIONS**

#### **Section 1 - Elections.**

The officers and committee chairpersons of the Governing Board shall be elected by the members in good standing of the Association at the Association's annual meeting. All elections

shall be determined by majority vote. A member in good standing must be present in order to vote. Each member in good standing may cast one vote.

## **Section 2 - Nominations.**

At least 75 days prior to each annual meeting, elections for a nominating committee of not fewer than three members shall be held. The President shall not be members of this committee. It shall be the duty of the nominating committee to prepare a list of nominees for each office and each vacancy on the Governing Board, including any unexpired term vacancy, for which elections are being held, and file its nominations with the Secretary at least 30 days prior to the annual meeting. The Secretary shall cause such nominations to be included in the notice of the annual meeting which shall be given to the members at least 14 days prior to the annual meeting. Prior to filing such nominations with the Secretary, the nominating committee shall determine that the members nominated are agreeable to the placing of their names in nomination and will serve if elected. Nominations for vacancies may also be made from the floor at the annual meeting; however, only those members present at the meeting can be nominated from the floor. All nominees shall be members of the Association in good standing.

## **Section 3 - Election and Terms of Officers.**

The officers of the Governing Board shall be a President, Vice-President, Secretary and Treasurer elected annually on alternating years by the Association membership. Elections for President and Treasurer will occur on even numbered years, while elections for Vice-President and Secretary will occur on odd numbered years. Terms of office shall be for two fiscal years thereafter, or until the officer's successor is elected. No individual may serve in the office of President or Vice-President for more than two consecutive terms. The tenure of any officer may be terminated by a two-thirds vote of the members in good standing comprising a quorum at any regular or special meeting thereof.

## **Section 4 - Election and terms of Committee Chairpersons.**

The Association shall elect from its membership a total of six committee chairs, each of whom shall serve for a term of one year. Vacancies arising in the Governing Board between annual meetings of the Association may be filled by a majority vote of the remaining members of the Governing Board such that the new Committee Chair will serve until the next regular annual meeting. A Committee Chair elected to the Board to fill a vacancy on the Board shall be eligible to be elected subsequently by the Association. The terms of the Chairpersons elected by the Association shall begin upon their election at the regular annual meeting. Officers may not simultaneously hold the position of committee chairperson.

## **ARTICLE IV - DUTIES OF OFFICERS AND DIRECTORS**

### **Section 1 - Duties of officers.**

#### **A. President**

The President shall act as the chief executive of the Association, presiding at meetings of the Association membership and of the Governing Board; shall prepare and follow the agenda for the Association's meetings; shall carry out the directives of the membership and of the Board; shall lead voting procedures; shall sign all official correspondence and official instruments on behalf of the association as its President; shall, in the absence of the Treasurer, sign checks making disbursements of Association funds as directed by the Board and shall appoint such committees as are provided for in Article V. The President shall represent the Association or appoint a delegate or delegates to represent the Association at meetings of other groups or organizations in the City of Philadelphia where such representation is deemed to be in the interest of this association. The President shall be ex-officio a member of all committees of the Association, except the nominating committee.

#### **B. Vice-President**

In the absence of the President, the Vice-President shall perform the duties of President; shall secure and confirm the time and location for each meeting of the Governing Board and the association; shall compile and distribute committee reports; shall maintain a list of standing committees and their members.

#### **C. Secretary**

The Secretary shall serve as Secretary of the meetings of the Association membership and of the meetings of the Governing Board, and shall keep a record of those meetings, including a record of all meeting attendees and outcomes of all votes in the journals maintained for such purposes; shall keep a long-term record of officers and their terms; shall track membership status and maintain contact information for all members; shall maintain NNA's by-laws, rules of order, and standing rules, including the amendments made to each; shall send out proper notification of all meetings; shall conduct all NNA correspondence; and shall act as co-signatory on all official documents when a co-signatory is required.

#### **D. Treasurer**

The Treasurer shall receive and account for all funds of the Association; shall deposit all Association moneys in such bank as the Board shall approve and shall make disbursements from such moneys as the Governing Board shall instruct. All checks issued shall be signed by the Treasurer and in his/her absence, by the President. The Treasurer shall keep account books showing all receipts and expenditures and shall submit an account thereof to the Board and to the regular meetings of the Association membership and at such other times as may be requested by the Board. The Treasurer shall prepare a proposed annual budget for the Association, to be presented to the Association's membership at the regular annual meeting

each year. The Treasurer shall prepare and submit all requests for outside funding. The treasurer shall be responsible for obtaining and maintaining 501 (c) 3 non-profit status for NNA. In the absence of the President and Vice-President, the Treasurer shall perform the duties of the President.

**E. Additional duties.**

The officers of the Association shall perform such other duties and functions as may be requested by the Association or the Board.

**Section 2 - Membership and Duties of the Committee Chairpersons.**

The general management and supervision of the Association's affairs shall be vested in its Governing Board, which shall consist of four officers in addition to six (6) members in good standing of the Association elected to positions of Committee Chairperson at regular annual meetings of the Association's membership. The duties of the Governing Board shall include policy direction and oversight and financial management of the Association between the general meetings.

**Section 3 - Meetings.**

The Governing Board shall hold meetings at such intervals as may be deemed necessary but at least once every three months.

**Section 4 - Quorum.**

At all meetings of the Board, a majority of the Board members shall constitute a quorum. A majority of those board members present at such meetings shall be necessary for the taking of any official action by the Board.

# **ARTICLE V - STANDING COMMITTEES**

## **Section 1 - Other Committees.**

The members of the Association shall elect members in good standing to chair the following standing committees. These committees must meet at a minimum on a quarterly basis. Standardized sign-in sheets, along with a committee update, must be submitted to the Secretary on a quarterly basis.

- A. Clean
- B. Green
- C. Planning & Zoning
- D. Community Outreach
- E. Town Watch
- F. Fundraising

### **A. Clean Committee Chair**

The Chairperson of this committee shall oversee the following:

- Provide a committee report at each NNA monthly meeting
- Convene committee meetings as necessary
- Coordinate cleaning activities including, but not limited to:
  - Block clean-ups
  - Lot clean-ups
  - Recycling events / strategies
  - Trash receptacle strategies
  - Anti-leaflet, recycling, or other waste reduction programs

### **B. Green Committee Chair**

The Chairperson of this committee shall oversee the following:

- Provide a committee report at each NNA monthly meeting
- Convene committee meetings as necessary
- Coordinate greening activities including, but not limited to:
  - Tree planting & maintenance (including Tree Tender certification)
  - Gardening events & activities
  - Green space creation
  - Green home improvement activities & opportunities (particularly green roofs, rain gardens, and composting)

### **C. Planning & Zoning Committee Chair**

The Chairperson of this committee shall oversee the following:

- Provide a committee report at each NNA monthly meeting
- Convene committee meetings as necessary
- Hear request for zoning variances and provide recommendations regarding support of

said requests to the general membership

- Track relevant municipal planning & zoning ordinances and activities
- Act as a liaison to the City of Philadelphia Zoning Board of Adjustments
- Provide maps for other committees and the NNA

#### **D. Community Outreach Committee Chair**

The Chairperson of this committee shall oversee the following:

- Provide a committee report at each NNA monthly meeting
- Convene committee meetings as necessary
- Create and maintain the following website pages as needed:
  - News
  - Event Calendar
  - Business Directory
  - Real Estate Page
  - Block Captain information
- Coordinate outreach activities including, but not limited to:
  - Creating & publishing meeting advertisements
  - Coordinating translation activities
  - Event planning
  - Business outreach
  - Establish and maintain a relationship with other relevant civic associations, community groups, and institutions

#### **E. Town Watch Committee Chair**

The Chairperson of this committee shall oversee the following:

- Provide a committee report at each NNA monthly meeting
- Convene committee meetings as necessary
- Coordinate town watch activities
- Maintain contact with appropriate police precincts
- Track neighborhood crime activities
- Notify the authorities of criminal activity

#### **F. Fundraising Committee Chair**

The Chairperson of this committee shall oversee the following:

- Provide a committee report at each NNA monthly meeting
- Convene committee meetings as necessary
- Coordinate fundraising activities for the association as a whole and for its committees;
- Work with treasurer to ensure funds are sufficient to meet budget requirements; and
- Ensure that all raised funds are submitted to the Treasurer.

## **ARTICLE VI - MEMBERSHIP MEETINGS**

### **Section 1 - Additional and Special Meetings.**

In addition to the annual meeting, such other meetings of the general membership may be called by the Governing Board when such meetings are deemed necessary and desirable. A special meeting also shall be called by the President upon written request to the President by members representing one-fifth of the members in good standing in the Association. At all special meetings of the membership only that business designated in the call shall be transacted. Notice of special meetings shall be by written notice to each household having a member in the Association at least five days, but not more than two weeks prior to the date of the meeting.

### **Section 2 - Quorum.**

At any regular membership meeting of the Association a quorum shall comprise a majority of the current members in good standing. At any special meeting of the Association, the presence of two thirds members in good standing shall constitute a quorum.

### **Section 3 - Manner of conducting business.**

Except as otherwise provided by the Constitution and By-Laws, Roberts Rules of Order Newly Revised (RONR) shall govern the conduct of the meetings.

### **Section 4 - Manner of voting.**

The voting on all questions and motions coming before the Association shall be by voice vote or by ballot. The number of ayes and no's on a vote shall be entered in the minutes of the meeting only when called for, except in the case of elections at which balloting has occurred. Voting by proxy will be permitted only for general elections. Ballots must be delivered by hand to the president by a member in good standing prior to the close of the election.

### **Section 5 - Resolutions.**

A majority of the members in good standing present and voting at the regular or special meeting is required for the adoption and approval of a resolution presented at an Association membership meeting or a meeting of the Governing Board. All resolutions voted upon shall be reduced to writing and shall be copied in the journal of proceedings.

## **ARTICLE VII - FISCAL YEAR**

The fiscal year of the Association shall be from July 1 to June 30 of the following year.

## **ARTICLE VIII – DISSOLUTION**

1. Upon the consent of 75% of the general membership voting in a general meeting or in the complete absence of any duly elected officers, the remainder of the board may petition for the dissolution of the organization.
2. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) 3 of the Internal Revenue Code, or 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 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. In addition to abiding by all the formal structure of the Commonwealth for the dissolution, the following items will be thus disbursed:
  - a. All accounts and funds shall be donated to the Friends of the Free Library Broad and Morris Streets Branch.
  - b. All records to Temple University's Urban Studies Archives.

## **ARTICLE IX - EFFECTIVE DATE OF BY-LAWS**

These By-Laws shall become effective as of the date on which they were adopted.

## **CERTIFICATION OF ADOPTION**

We, the duly-elected President and Secretary of the Association, certify that these by-laws were presented for adoption at a meeting of the general membership on the 29th day of June, 2011.

James Resta, President  
Andrew Marx, Vice-President  
Elizabeth Mohan-Resta, Secretary