

BYLAWS

SOUTH OF SOUTH NEIGHBORHOOD ASSOCIATION

Article I: Name

South of South Neighborhood Association, Inc. (SOSNA). The name SOSNA shall be used to designate the broadly representative Neighborhood Association including that portion of the organization which is currently, and may be from time to time be, devoted to providing Office of Housing and Community Development ("OHCD") funded services to eligible members of the community.

Article II: Boundaries

The SOSNA service area is bounded on the east by Broad Street, on the north by South Street, on the west by the Schuylkill River, and on the south by Washington Avenue.

Article III: Purpose

- To serve as a neighborhood association addressing issues of importance to the community;
- To provide a forum for all members of the to raise and advocate for community action regarding issues of concern and interest including the expression of the community's opinion to members and agencies of local government;
- To administer services to NAC eligible members of the community;
- To encourage neighborhood unity and civic pride
- To serve as a clearinghouse for information related to the neighborhood, including proposed and ongoing of activities and programs of private and government entities in the neighborhood, and the activities of this organization;
- The SOSNA Board of Directors, in cooperation with the membership, shall adopt written policies setting forth details for carrying out these stated purposes and such additional purposes as may from time to time be taken up and adopted by membership.

Article IV: Membership

- § 1. There shall be two classes of membership: full and associate.
- § 2. Full membership is extended to individuals with a primary residence within SOSNA's boundaries, or who have a business or businesses owned and/or operating within SOSNA's boundaries, or who direct a nonprofit organization located within SOSNA's boundaries. Full members shall be entitled to vote. Businesses and nonprofit organizations located in the SOSNA boundaries may designate one member to vote on their behalf.
- § 3. Associate members shall be individuals residing outside SOSNA's boundaries. Associate members are not eligible to vote.

- § 4. No one may be denied membership in SOSNA on the basis of race, creed, disability, national origin, economic status, political affiliation, gender, or sexual orientation.
- § 5. All members shall be at least 18 years old and shall register as a member of SOSNA by completing a membership form.

Articles V: Dues

There are no dues for SOSNA membership. SOSNA may seek and accept other sources of income and tax deductible contributions consistent with the stated purposes of the organization.

Article VI: Bylaw Changes

Bylaws changes may be proposed by any full member of the organization and must be presented to the Board of Directors for approval. Once approved by a two-thirds (2/3) vote of the Board, the Board shall present the changes to membership for ratification. Ratification shall be at a General Meeting and require majority vote of those present. General Meetings at which bylaws changes will be proposed or voted upon will be announced at the previous month's meeting and notice of the proposed changes provided to the community pursuant to Article XII.

Article VII: Organization

- § 1. The Board of Directors shall direct the day to day affairs of SOSNA in conformity with the purpose of the organization (alt: as set forth in these bylaws).
- § 2. The Board or Directors shall consist of fifteen (15) members.
- § 3. Vacancies on the Board shall be filled from the membership. Notice of vacancies shall be provided per Article XII(a) ("General Notice") and Nominations accepted at the following General Meeting. Persons nominated shall provide the disclosure required under Article XIII ("Disclosure") and the election shall proceed in conformity with Article XI ("Elections") except that all full members in attendance at the General Meeting at which the election is held shall be entitled to vote. Any person so elected shall fill out the term of the vacancy. For the purposes of determining term limits, a partial term of more than half of the normal term shall count as a full term served.
- § 4. The election of all Officers of the Board shall take place at the first Board of Directors Meeting following Annual Elections of Board Members. The Officer positions and shall consist of: Chairperson, Vice Chairperson, Recording Secretary, Corporate Secretary, Treasurer, and Controller. Board members must have served a minimum of one - year on the Board prior to serving as an officer.
- § 5. The Board of Directors shall establish an Executive Committee. This Committee shall include as members, the Chairperson and Vice Chairperson; the Recording Secretary; the Corporate Secretary; the Treasurer, and the Controller.
- § 6. The Chairperson of the Board shall:
 - (a) Preside over and conduct the business of meetings, as per predetermined agenda published in accordance with Article XII;

- (b) Declare the existence of a quorum
 - (c) Open the session at the required time by taking the chair and calling the members to order.
 - (d) Announce business before the Board - in the order it must be acted on.
 - (e) State and put to a vote all motions that are made regularly and those that arise during the meeting
 - (f) Announce the results of a voting on motions
 - (g) Restrain members engaged in debate within the rules of order (When the disorder is so great that business can't be transacted and the chair can't enforce order, to adjourn the meeting as a last resort.)
 - (h) Enforce order and decorum on all occasions among the members
 - (i) Decide all Questions of Order (subject to an Appeal to the Board by any two Board members)
 - (j) Inform the Board about a point of order or practice when necessary or when called on to do so
 - (k) Authenticate by his or her signature, when necessary, all of the acts, orders, and proceedings of the Board
 - (l) Represent and stand for the Board in general, declaring its will and always obeying its rules
 - (m) Present, or designate another officer to present to membership, a summary of the recent activities of the organization at the outset of each General Meeting (See, Article IX, Meetings);
 - (n) Other duties as specifically mandated by the Board.
- § 7. The Vice Chairperson shall:
- (a) Preside over and conduct meetings in the absence of the Board Chair
 - (b) Perform other duties delegated by the Board.
- § 8. The Recording Secretary shall:
- (a) Record the minutes of all meetings in an accurate and timely manner. If the Recording Secretary is unable to record the minutes, another member shall be appointed by the Chair to perform the task
- § 9. The Corporate Secretary shall:
- (a) Keep membership and other records
 - (b) Prepare the agenda for the monthly and special meetings of the Board. The topics shall be in writing and delivered the Friday before the monthly Board meeting
 - (c) Notify the Board and membership of special meetings. See Article IX, Section 3, Article XII §3
 - (d) Establish Code of Conduct vis-à-vis *Roberts Rules of Order*

- (e) In the absence of the Recording Secretary, take the minutes of all meetings.
- (f) Review and co-sign any correspondence referring to policies of the organization.
(Correspondence is not limited to print and may be audio or video.)

§ 10. The Treasurer shall:

- (a) Assure that all receipts and disbursements are recorded in an accurate systematic manner. Reconcile all bank statements within two weeks of receipt
- (b) Be the primary signatory on all bank accounts
- (c) Provide monthly report to the Board of Directors
- (d) Chair the Finance Committee
- (e) Maintain all financial records at the SOSNA office.

§ 11. The Controller shall:

- (a) Review and authorize all expenditures
- (b) In the absence of the Controller, the Corporate Secretary shall perform the duties of the Controller.

§ 12. Removal of Board Members and Officers

- (a) A Board member or officer may be removed, where just cause *exists*, by two-thirds vote of the Board.
- (b) The Board shall provide to any board member or officer targeted for removal a written summary of the grounds for removal and shall be given an opportunity to respond to the allegations forming the basis for removal prior to the vote of the board.
- (c) Violation of the provisions of Article XIII ("Disclosure") or absence from four (4) consecutive Board meetings or six (6) Board meetings in an election year (October through September) shall constitute prima facie just cause for removal and the opportunity to respond to such allegations shall be limited to the direct rebuttal of the allegations;

No person who has been removed from the Board of Directors of SOSNA may be a member of the Board again.

Article VIII: Committees

The SOSNA Board shall form three standing committees—Executive Committee, Operations & Personnel Committee and Elections Committee.

- § 1. The Executive Committee is comprised of Board members, and operates on behalf of the total Board, but is directly responsible to the Board. All actions taken by the Executive Committee must be ratified by the Board of Directors. Actions *and minutes* of the Executive Committee must be entered into the minutes of the following Board Meeting. Its duties shall consist of:

- (a) The dissemination of all minutes, agendas, and actions of its meetings for the regular meetings;
- (b) Preparing reports for the full Board, of any Executive Committee actions for ratification by the Board
- (c) Carrying out all functions of the Board between meetings
- (d) Hiring staff in coordination with the Operations & Personnel Committee in accordance with SOSNA Personnel Policy. The votes of the members of both committees shall be tallied as one body.

§ 2. The Operations & Personnel Committee shall consist of a minimum of three (3) members who are elected by the Board from the Board membership. Its duties shall consist of:

- (a) Office management
- (b) Recommendations to hire, dismiss, and review the performance of the Executive Director
- (c) Performing the functions of an Executive Director if the position is unfilled
- (d) The Executive Director shall, from time to time, recommend to this committee the hiring and dismissing of staff.

The Operations and Personnel Committee is not authorized to hire or dismiss staff by itself.

§ 3. An election committee of five (5) people shall be appointed by the Board from the membership to conduct the election of Board members. Candidates will be solicited from the general membership at the general meeting by nomination.

No member of the election committee may become a candidate for the Board or be elected to the Board within six (6) months of the election. No SOSNA staff shall be appointed to the election committee. The election committee shall be charged with the following responsibilities:

- (a) The election committee shall establish procedures for holding the elections in accordance with the bylaws.
- (b) The election committee shall hold a meeting to receive nominations. Such meeting will be part of the September general meeting.
- (c) The election committee shall verify the eligibility of the candidates in accordance with the bylaws.
- (d) The election committee shall notify the membership and, during such time as the organization is recognized as by OHCD as the area Neighborhood Advisory Committee (NAC), the OHCD Neighborhood Program Coordinator (NPC) of all candidates running for office as well as the date, time and location of the election, two weeks prior to its taking place.

- (e) The election committee shall, during such time as the organization is recognized as by OHCD as the area NAC, submit to the NPC a committee report summarizing the election results within fourteen (14) days of the election. This submission shall include a list of all Board members and their addresses.
- § 4. The SOSNA board, in conjunction with membership, may form committees to address other community needs, as necessary. Full and Associate members are encouraged to serve on these committees.

Article IX: Meetings

- All business of SOSNA, not properly directed to and carried out by SOSNA employees, shall be conducted at one of the four (4) forms of authorized meetings. The authorized meetings shall include: General Meetings, Board of Directors Meetings, Special Board Meetings and Committee Meetings.
- § 1. General Membership Meetings shall be held monthly, except in July and August and shall:
- (a) Begin with a summary of the organization's business since the prior General Meeting;
 - (b) Include opportunity for members to address the meeting in accordance with a written policy to be adopted by the board and membership;
 - (c) Follow an agenda to be noticed to the community per Article XII, Section A ("General Notice").
- § 2. Board of Directors Meetings shall be held monthly in accordance with a calendar approved each year including the time and location of each meeting. All board of Directors Meetings shall be open to any member, but no such member shall be entitled to address the board or participate in the conduct of the meeting without consent of the board. Minutes shall include the names of all persons present.
- § 3. Special Board meetings may be called by five (5) Board members who must notify the Corporate Secretary, in writing, seven (7) days in advance of the proposed meeting. The Corporate Secretary must notify Board members, in writing, seventy-two (72) hours prior to the meeting and shall provide notice of time, location and agenda of the Special Board Meeting to Membership pursuant to Article XII (c) ("Special Notice")
- Only one topic may be discussed at the special Board meeting.
- §4. Committee Meetings shall include all meetings described in Article VIII ("Committees") and shall be open to any member except that the Executive Committee may meet in, or adjourn to, private Executive session in order to conduct business relating to litigation or employment matters. Where the Executive Committee convenes an Executive Session, the minutes of the meeting shall reflect that an Executive Session was held. Notice of Committee Meetings and the topic(s) of the meeting shall be liberally provided to membership and shall, in any event, be provided during the Chair's summary at the outset of the next General Meeting.
- § 5. Modern Rules of Order shall govern all members and meetings, to facilitate the business of the organization,

Article X: Quorum

- § 1. A quorum of the Board of Directors shall consist of a majority of the Board.
- § 2. A quorum at a General Meeting is the number in attendance at any publicized meeting.

Article XI: Elections

- § 1. Board members serve a two-year term with a maximum of three consecutive terms, before they must step down. After stepping down, they shall be eligible to run for a seat at the following year's elections.
Only full members of SOSNA shall be eligible to be nominated for election to the Board.
- § 2. Elections shall be held yearly at the General Membership meeting in October. Nominations will be accepted at the General Membership meeting in September.
- § 3. Votes shall be cast by ballot from among the full members in attendance. There shall be no proxy votes.
- § 4. In order to be eligible to vote in an election full members must have attended a minimum of two General Membership or Committee meetings within the twelve month period of October through September.
- §5. In order to be nominated to run for a seat on the Board, a person must have attended a minimum of four regularly scheduled or special General Membership meetings within the twelve month period of October through September.
- §6. Board shall appoint two (2) judges of elections to count ballots and certify results any candidate or full member may be present for the counting of ballots.
- §7. Terms shall commence at the Board meeting following the election.
- §8. The nominations and the election shall each be announced thirty (30) days prior to the date of the general meeting at which they will take place. Candidates shall be solicited from the general membership and the neighborhood.

Article XII: Notice

SOSNA shall make all reasonable efforts, consistent with its resources and stated purposes, to provide notice, and otherwise keep membership apprised, of all meetings, deliberations and activities of the organization. The following shall be deemed acceptable notice of the regular activities of the organization:

- §1. General Notice.
 - (a) General Notice shall be the form of notice for General Meetings, Board of Director's Meetings, Annual and Interim Elections, Nomination for Annual and Interim Elections, Calendar of Board of Director's Meetings.
 - (b) General Notice shall include the time, place, location shall be published and available in the following places: SOSNA Web Site, SOSNA Office, and bulletin boards to be

establish and maintained at a minimum of 5 locations throughout the neighborhood ("Community Bulletin Boards").

(c) General Notice shall be published no less than thirty (30) days prior to the meeting.

§2. Content Notice.

(a) Content Notice shall be the form of notice for organization action requiring the ratification or input of membership including Bylaws changes, changes to written policies regarding the purpose of the organization set forth in Article III and statements by the organization of the position of the community. Content Notice shall also be the form of Notice for the agenda of all Meetings.

(b) Content Notice shall set forth the content of the proposed organization action or statement. Notice of Meeting agendas shall be sufficient for members to identify the subject(s) to be addressed. Content notice shall be published and available in the following places: SOSNA web site, SOSNA Office, and where practical at the Community Bulletin Boards.

(c) Content Notice shall be published no less than seven (7) days prior to the Meeting except in the case of proposed changes to the bylaws which shall be published at least fifteen (15) days in advance of the Meeting.

§3 Special Notice.

(a) Special Notice shall be the form of notice for all extraordinary action requiring expedited consideration or action by the board or membership including Special Board Meetings.

(b) Special Notice shall include the time, place, location and subject matter requiring expedited action and shall be published and available in the following places: SOSNA Web Site, SOSNA Office.

(c) Special Notice shall be published no less than 48 hours prior to the meeting.

Article XIII: Disclosure

The following disclosures shall be required of all Board Members and Officers:

§1 Upon accepting nomination for election or re-election, the member shall complete a form substantially conforming to that set forth in Appendix B stating his or her name, address, place of employment, business activities, affiliations with other local organizations and all other relevant items relating to the nominee or his or her finances which do or may reasonably be perceived to be reflect upon the nominee's conduct as a board member; the completed form shall be available for review by all members at the General Meeting at which elections are held and, at all times, at the SOSNA office. All Board Members and Officers shall update their disclosure form as necessary and such updates shall be entered into the minutes of the following General Meeting.

§2. Upon learning of an SOSNA's consideration of or involvement in an issue impacting upon, or having the potential to impact upon, the interests of a Board Member or officer

in a manner or to a degree not common to the broader community, a Board member or officer shall immediately disclose such facts to the Chairperson and to membership at the next General Meeting. Any conflict requiring such disclosure which involves the Chairperson shall be presented to membership prior to any board or committee action relating to the matter.

Appendix A

(Two year term enactment scheme -- To Be drafted)

Appendix B

(Disclosure Statement -- To Be Drafted)

**Notes: Role of Executive Director is not addressed;
Board Member recusal provisions not addressed.**