



June 7, 2004

Dear Neighbor:

The draft bylaws presented here are the result of meetings involving members of the SOSNA Board; SOSNA's funder, the Office of Housing and Community Development (OHCD); and concerned members of the community. This draft is now under legal review by OHCD to ensure that the changes do not conflict with our contracts with them. If approved, it will be presented to the membership for acceptance at the June 9 meeting.

We began this process hoping to have new bylaws that would serve us for years to come. Recently, we have been encouraged by OHCD to consider them a "living document," changing with the changing needs of the organization. We also discovered, when we went through our archives, that our current bylaws were revised at least four times in the six months following their adoption. We hope that the membership will ratify these bylaws in June so that we can proceed to Board nominations in September and elections in October.

These bylaws are intended to affirm the importance of member involvement, while reserving to the Board enough powers to enable it to perform its oversight functions effectively. Some of the highlights:

- **Board terms and term limits: we have replaced the old two-tier Board structure with a single-tier three-year term, and a term limit of two years.** (*Article XI, Section 1.*) OHCD suggested a three-year term. Most of our current Board members feel strongly about a three-year term. It takes Board members a year to hit their stride while learning the details of SOSNA operations. The rotation scheme presented in *Appendix A* establishes a three-year rotation, meaning that one-third of the board seats will be up for election each year. To establish this rotation, **TEN (10) SEATS** will be up for election in October -- a wonderful opportunity for community members to make a contribution by standing for election.
- **Member ratification of Board appointments** for vacancies on the board.
- **Notice provisions** (*Article XII*) that affirm SOSNA's commitment to timely information.
- **Affirmation of membership's right to attend Board** and committee meetings (*Article IX, Section 2*).
- **Eligibility to vote:** OHCD tells us the Neighborhood Advisory Committee program is intended to foster civic involvement through participation in meetings and other volunteer activities so they encourage a significant eligibility requirement for voting rights. While a majority of the Board would prefer **four meetings per year** (and SOSNA holds at least 10 and more often 12 or more), we have presented an alternative requirement of **two meetings, including Committee meetings**, and the membership can choose at the June 9 meeting. See *Article XI, Section 5*.

Finally: bylaws revisions require approval by OHCD and re-registration by the Department of State. These bylaws, however, also provide for a **policies document** (see *Article VII, Section 13*) to be developed by the Board and the membership to lay out additional rules for the organization. I will be asking for a Board resolution to form a Board/member committee at its next meeting. Contact the SOSNA office if you'd like to participate.

--Laura Blanchard, Interim Chair

BYLAWS

SOUTH OF SOUTH NEIGHBORHOOD ASSOCIATION

Article I: Name

South of South Neighborhood Association, Inc. (SOSNA)

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 communication and a mechanism for service delivery
- To encourage neighborhood unity and civic pride
- To encourage neighborhood participation in an advisory role regarding planning, implementation, and assessment of community development issues and concerns.
- To serve as a resource for information related to the neighborhood

Article IV: Membership

- § 1 There shall be two classes of membership: full and associate.
- § 2 Full membership is extended to individuals who have their primary residence or who own real estate within SOSNA's boundaries, who have a business owned and/or headquartered within SOSNA's boundaries, or who direct a nonprofit organization headquartered within SOSNA's boundaries. Full members shall be entitled to one vote. Businesses and nonprofit organizations described above may designate one member to cast one vote on their behalf.
- § 3 Associate members shall be individuals residing outside SOSNA's boundaries (except as provided in Article IV, § 2). 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. All proposed changes and amendments to the bylaws 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, at a general meeting, present the changes to the general membership for ratification by majority vote of those in attendance.

Article VII: Organizational Structure

- § 1 The Board of Directors shall oversee all affairs of SOSNA, in accordance with its stated purpose, including contractual obligations, not otherwise assigned herein.
- § 2 The Board of Directors shall consist of fifteen (15) members.
- § 3 Vacancies on the Board shall be filled from the membership, nominated by the board and ratified by a majority vote of the membership. The 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 Officers of the corporation shall be elected by the Board at the first meeting following the Board election, and shall consist of the 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. Board members who have served less than one year may serve in an acting capacity as an officer if no qualified Board member is able to serve.
- § 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.) Vote only in order to break a tie
 - g.) Announce the results of a voting on motions
 - h.) 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.)
 - i.) Enforce order and decorum on all occasions among the members
 - j.) Decide all Questions of Order (subject to an Appeal to the Board by any two Board members)
 - k.) Inform the Board about a point of order or practice when necessary or when called on to do so
 - l.) Authenticate by his or her signature, when necessary, all of the acts, orders, and proceedings of the Board
 - m.) Represent and stand for the Board in general, declaring its will and always obeying its rules
 - 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 at which he or she is present 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
 - c.) Notify the Board and membership of special meetings (as per Article IX, § 3 and Article XII § 3)
 - d.) Establish Code of Conduct
 - e.) In the absence of the Controller, the Corporate Secretary shall perform the duties of the Controller.
 - 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
- § 12 Removal of Board Members and Officers
- a.) A Board member or officer may be removed, where just cause exists, by a 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 the twelve-month period of 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 allegation.
- No person who has been removed from the Board of Directors of SOSNA may be a member of the Board again.
- § 13 The SOSNA Board of Directors, in cooperation with the membership, shall adopt written policies, where appropriate, for carrying out its purposes and such additional purposes as may from time to time be taken up and adopted by membership.

Article VIII: Committees

The SOSNA Board shall form four standing committees—Executive Committee, Personnel Committee, Nominations & Elections Committee, and Finance Committee.

§ 1 The Executive Committee is comprised of Board officers; it operates on behalf of the total Board, and it is directly responsible to the Board. All actions taken by the Executive Committee must be ratified by the Board of Directors at the next scheduled meeting following such actions. Actions and minutes of the Executive Committee must be entered into the Board minutes. Its duties shall consist of:

- a.) The dissemination of all minutes, agendas, and actions of its meetings for the regular Board 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 of staff in coordination with the Personnel Committee in accordance with the SOSNA Personnel Policy. The votes of the members of both committees shall be tallied as one body.

~~§ 2~~ The 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.) Recommendations to hire, dismiss, and review the performance of the Executive Director
- b.) Performing the functions of an Executive Director if the position is unfilled
- c.) The Executive Director shall recommend the hiring and dismissing of staff to this committee.

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

§ 3 An Election Committee of five (5) people shall be elected by 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.) establish procedures for holding the elections in accordance with the bylaws
- b.) hold a meeting to receive nominations. Such meeting will be part of the September General Meeting
- c.) verify the eligibility of the candidates in accordance with the bylaws
- d.) 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.) 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: A Finance Committee of at least three members shall be appointed by the Board of Directors. The treasurer shall serve as chair of this committee ex-officio. The treasurer may at his or her discretion invite additional representation from the membership to provide the appropriate level of expertise. The Finance Committee shall be charged with the following responsibilities:

- a) responsibility for audit and appointment of independent accountants.
- b) review of financial statements
- c) evaluation and approval of audit
- d) evaluation of the organization's ability to manage fiscal and accounting functions.

§ 5: The SOSNA Board, in conjunction with the 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.
- § 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 and Personnel Committees 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 provided to membership.
- § 4. The Modern Rules of Order (Pennsylvania Bar Institute) 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 three-year term with a maximum of two 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. One-third (1/3) of the Board membership is elected or re-elected each year.

- The transition from the previous Board election cycle to the new is described in Appendix A, which shall be incorporated as part of these bylaws.
- § 2 Only full members of SOSNA shall be eligible to be nominated for election to the Board.
- § 3 Elections shall be held yearly at the General Membership meeting in October. Nominations will be accepted at the General Membership meeting in September.
- § 4 Votes shall be cast by ballot from among the eligible full members in attendance. There shall be no proxy votes.
- § 5 [NOTE: Eligibility to vote has been the topic of lively discussion in the SOSNA service area. The two alternatives here will be presented to the community for a vote]
Option A: In order to be eligible to vote in an election or be nominated to run for a seat on the Board, full members, as defined in Article IV, § 2, must have attended a minimum of four regularly scheduled or special General Membership meetings within the twelve-month period of October through September.
- Option B: In order to be eligible to vote in an election full members, as defined in Article IV, § 2, must have attended a minimum of two General Membership or Committee meetings within the twelve month period of October through September. Members must have attended a minimum of four regularly scheduled or special General Membership meetings within the same time period to be eligible to be nominated to run for a seat on the board.
- § 6 A minimum of two (2) members of the Election Committee shall serve as judges of elections to count ballots and certify results.
- § 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. Meetings will be publicized through the neighborhood by various means.

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: distribution of leaflets via a network of block representatives; posting at the SOSNA office and such locations as may from time to time be selected and publicized; public service (i.e., no-charge) notices in community newspapers when publishing deadlines permit; posting on the organization's web site; and such additional electronic communication as may be deemed appropriate by the Office of Housing and Community Development during such time as the organization is recognized as the area NAC.
- § 1 General Notice.
- (a) General Notice shall be the form of notice for General Meetings, Board of Directors' 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, and location, and shall be published in a manner consistent with the organization's resources.
- (c) General Notice shall be published no less than fifteen (15) 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 Articles III and VII and statements by the organization of the position of the community.

(b) Content Notice shall include the content of the proposed changes or statement of the organization.

(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.

(c) Special Notice shall be published no less than 48 hours prior to the Meeting in a manner consistent with the introduction to this Article.

Article XIII: Disclosure

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

Upon learning of 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

In the elections of 2004, in order to accommodate the new three-year staggered terms, the Board seats shall be elected as follows. Sitting board members eligible for re-election under these guidelines shall have fulfilled the attendance requirements set forth in Article IX, § 5.

2004 Elections:

Group A is comprised of the seats held by the five Board members holding five-year terms who held Board positions for the longest total time as of April 14, 2004. Candidates elected to these seats will serve a two-year term in this first rotation only.

Group B is comprised of the seats held by the five Board members who currently hold one-year terms. Candidates elected to these seats will serve a three-year term.

The five (5) candidates receiving the most votes in each Group will be elected to the Board.

2005 Elections:

Group C is comprised of the remaining five Board members, who will continue in service until the 2005 election, at which time those seats will be open for election to a three-year term.

Current Board members are eligible to run for a seat in their Group.

The Board election rotation from that point will be as follows:

2006, Group A

2007, Group B

2008, Group C, and so on, in a three-year rotation cycle.

DISCLOSURE STATEMENT

As a member of the Board of Directors of SOSNA, I hereby disclose all my personal interest and affiliations with businesses or other organizations with which SOSNA has, or might reasonably enter into, a relationship or transaction. I also hereby disclose the material facts of all transactions between SOSNA and myself or any organization of which I am an officer, director, trustee, partner, employee or agent of, or have any financial interest. Any transaction disclosed below have been made on a basis at least as favorable to SOSNA as that available to the general public.

This Disclosure Statement is furnished in accordance with the requirements of the policy of the Board of Directors of SOSNA regarding Conflicts of Interest adopted

Name of Business Organization or Other Personal Interest	Nature of Relationship	Ownership
.....
.....

Summary of Material Transactions:

Date Name

INDEMNIFICATION (awaiting OHCD review)

REPRESENTATIVE THIRD PARTY ACTIONS. The corporation shall indemnify any person who was or is threatened to be made a part to any threatened, pending, whether civil, criminal, administrative or investigative by reason of the corporation (which for the purposes of the bylaw shall include officers, directors, employees or agents of the corporation) against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually or reasonably incurred by him or her in connection with such action suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was lawful.

DIRECTORS AND OFFICERS; DERIVATIVE ACTIONS. The corporation shall indemnify any director or officer of the corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action suit by or in the rig of the corporation to procure a judgment in its favor by reason of the fact that ha or she is a representative of the corporation, against expenses including attorneys' fees actually or reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she believed to be or not opposed to the best interest of the corporation. No indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court of common pleas of the county in which the registered office of the corporation is located or the court in which such action or suit was bought shall determine upon application the despite the adjudication of liability but in view of all the circumstances of the case, such expenses which the court of compleas or such other court shall deem proper

PROCEDURE FOR EFFECTING INDEMNIFICATION. Indemnification under Sections 1 and 2 of these bylaws shall be made when ordered by the court (in which case the expenses, including attorneys' fee of the representative in enforcing shall be added to and included in the final judgment against the corporation) or in the special case upon determination that indemnification of the representative of the corporation is proper or required in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or 2 of these bylaws. Such determination shall be made:

By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or

If such a quorum is not obtainable (or, even if obtainable a majority vote or a quorum of the disinterested Directors so directs) by independent legal counsel in a written opinion.