

**CONSTITUTION AND BYLAWS
OF
THE COMMUNITY ALLIANCE OF
SPRING GARDEN EAST DEUSCHTOWN, INC.**

Article I: Name

This organization shall be known as The Community Alliance of Spring Garden-East Deuschtown, Inc.

Article II: Purpose and Philosophy

The Corporation is formed:

To receive and administer funds exclusively for scientific, educational and charitable purposes, without pecuniary gain or profit to its members. Its purpose is to improve the community by:

- Coordinating existing and future series of city, state and federal governments;
- Assisting in the planning, development and redevelopment of the Spring Garden and East Deuschtown neighborhoods as defined in Article III;
- Enhancing the quality of life of the people of Spring Garden-East Deuschtown;
- Developing and maintaining a sense of community;
- Attacking the physical deterioration and blight of residential and business structures in the Spring Garden—East Deuschtown areas;
- Rehabilitating housing in the Spring Garden—East Deuschtown areas for persons of low and moderate income;
- Supporting existing local businesses and attracting new business development.

The Community Alliance of Spring Garden-East Deuschtown, Inc. exists:

- To protect the individual and the property rights of all citizens, and to develop the various programs of rehabilitation, recreation, ecology and safety determined to be consistent with the common interest, and to secure for the good and welfare of the community, the available aid and resources of city, county, state and federal governments;
- To politically and collectively develop the potential of our community and to maintain a fair but firm voice in the future development of anything of importance to the community which might be undertaken by any federal, state or local body;

- To create an atmosphere conducive to the raising of families and improving the peace of mind of the elderly, and to project to all concerned the fact that collectively we are a community concerned with each other's welfare;
- To establish relations with civic and social agencies in the endeavor to aid in the solution of present-day civic and social problems, to have all citizens of the area enrolled in this organization, and to serve as a medium in which residents of the area may express their opinion and, when necessary, to take united action on matters of interest to all.

Article III: Geographic Area

The geographical area served shall include the area defined as the area extending from Madison Avenue east to Troy Hill Road, north to Vinial Street, extending along the Spring Garden Valley to Williams Road, and west along Concord Street to Madison Avenue, including the portion of Itin Street between Chestnut and High Streets; all of High and Voskamp Streets; Firth Street; Cabin Street, Schubert Street; Lindell Street, and Baun Road.

Article IC: Membership

Membership in this organization shall be open to all residents of the Spring Garden and East Deutschtown neighborhoods as defined in Article III and to any other persons owning property or operating a place of business within this area.

To vote in an election, members must attend at least three (3) meetings in the calendar year prior to the election, as recorded and verified by the Secretary and Treasurer of the Board.

Members of the Community Alliance of Spring Garden-East Deutschtown, Inc. who do not live, own property or operate businesses within the geographic area as defined by Article III shall have voice but not vote a general meetings and are not eligible to serve on the board of directors.

Article V: Board of Directors

- Section (1): The Board of Directors shall consist of nine duly-elected members with no more than two non-resident members at any given time.
- Section (2): Membership elections for board positions shall be held annually. Any member in good standing can have his or her name placed on the ballot by notifying the Community Alliance headquarters of his or her intent to run for election to the board. The board shall be free to solicit members that it believes may be interested in running for office.

- Section (3): In every election in an even year, four of the nine board positions shall be open to election. In every election in an odd year, five of the nine board positions shall be open to elections. Each position will have a two-year term. The first election in accordance with this schedule will be held at the annual meeting in April 2010.
- Section (4): The Board of Directors shall have jurisdiction over all affairs relating to management of the organization.
- Section (5): Any vacancy on the Board caused by death or resignation shall be filled by the candidate who received the next-highest number of votes at the most recent election. The next-highest vote getter would serve the remainder of said term. If there are no other nominated candidates in good standing, the Board shall then appoint a member to serve the remainder of said term.
- Section (6): Within 30 days of the election, the Board shall hold an organizational meeting, at which time a president, vice president, secretary, treasurer and at-large executive committee member shall be elected by the board. These officers shall comprise the Executive Committee.
- Section (7): The Board shall schedule meetings to take place on a monthly basis unless called to special meetings by the Executive Committee.
- Section (8): Non-attendance by a board member at two consecutive meetings shall be considered a resignation unless said board member can demonstrate good cause. In event of such a resignation, the Board shall invoke Section (5).
- Section (9): Five members of the Board of Directors, including at least two members of the Executive Committee, shall constitute a quorum necessary for the transaction of business.
- Section (10): No member shall be elected to the Board of Directors or serve on the Board concurrent with being an elected public official or while running for elected public office.

Article VI: Executive Committee

- Section (1): The committee shall be chosen as set forth in Article V, Section (6), by a vote of the board members, following verbal nominations and acceptance by the nominees.
- Section (2): The Committee shall have the authority to act in emergencies, but all other procedures and programs shall be formulated and approved by the entire Board.

- Section (3): Decisions made at any Executive Committee meeting shall require a quorum of three members.
- Section (4): A vacancy in any office of this Committee shall be filled by a vote of the Board following the procedure set forth in Article VI, Section (1).
- Section (5): Individual duties of the Executive Committee:

President—Shall preside at all meetings of the organization, shall be an ex-officio member of all committees, and shall perform all other duties as may devolve upon this office.

Vice President—Shall, in the absence of the President, assume the duties of President.

Secretary—Shall keep the minutes of all meetings and all papers pertaining to the work of this Board. The secretary shall give the other board members a report of all action by the executive committee and minutes of all board meetings. The secretary shall, at all board meetings, read a condensation of the minutes of the previous board meeting.

Treasurer—Shall be the custodian of all monies of the organization and shall arrange for such funds to be deposited with local banks designated by the Board of Directors. All payments shall be authorized by the Treasurer and issued with checks signed by two members of the Executive Committee who have been authorized to sign checks by resolution of the Board of Directors. The Treasurer shall have all accounts and books audited annually by a competent person.

At-Large Executive Committee Member

- Section (6): Removal—To remove an Executive Committee member from his or her office, a vote against the person by six members of the Board of Directors is required.
- Section (7): No officer of the Board of Directors shall serve more than two (2) consecutive terms in the same office. However, an officer of the Board may elected to serve in a different capacity on the Executive Committee.

Article VII: Meetings

- Section (1): Annually there shall be at least nine meetings of the general membership, but others may be called by the board. Notice of the time and place of such meetings must be given to the membership no less than fifteen calendar days before such a meeting. The notice shall be in a form determined by the Board.

- Section (2): Voting at such meetings shall be confined to members in good standing as verified by the Secretary and Treasurer.
- Section (3): A mail-in ballot by the membership may be used on specific issues if approved by the Board of Directors.
- Section (4): Special meetings—The President shall call a special meeting of the members if so directed by a resolution of the Executive Board or upon a petition signed by 33 percent of members qualified to vote.
- Regardless of any general meeting held or called, there shall be an election meeting or annual meeting scheduled for April of every year.

Article VIII: Committees

Committees are appointed and are under the direction fo the Board. At least one board member will service on each committee. Each committee will elect a chairperson who will be responsible for updating the Board.

Article IX: Amendments to Bylaws

- Section (1): All proposed amendments to the bylaws must be submitted in writnig endorsed by two members in good standing, to the Board of Directors at least thirty (30) days prior to the next scheduled general meeting.
- Section (2); All proposed amendments shall be presented by the President to the next general membership meeting for first reading, along with announcement of the date and time of the next regular or special general meeting.
- Section (3): At the next regular or special general meeting of the organization, the President shall again entertain the motion to amend. After sufficient time is allowed for debate and explanation of the proposed amendment, the President may, at its own discretion, stop all debate and proceed with voting on the question.
- Section (4): Ratification of the proposed amendments shall require an affirmative vote of two-thirds of the members present at the general meeting.
- Section (5): The proposed amendments shall take effect at a date specified in conjunction with the final motion to amend the constitution or by-laws.

Article X: Procedures and Authority

The most recent edition of Henry N. Roberts Rules of Order shall be the authority on parliamentary procedures on all questions and situations not specifically covered in these by-laws.

Article XI: Dissolution

In the event of the dissolution of the Community Alliance of Spring Garden-East Deuchtown, Inc., its assets remaining after payments of, or provision for payments of, all debts and liabilities shall be distributed to such corporations which are organized and operate exclusively for charitable purposes and which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine.

Article XII: Indemnification

- Section (1): Personal Liability of Directors: A director of the Corporation shall not be personally liable for monetary damages for any action taken or failure to take any action unless it is determined by a court (or if it is ultimately judicially interpreted that such determination it to be made by the Board of Directors, then unless it is determined by the Board of Directors) that the director has breached or failed to perform the duties of his office under the Director’s Liability Act, 42 Pa. C. S. A. 8363, and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director (i) for any responsibility or liability of such director pursuant to any criminal statute, or (ii) for any liability of a director for the payment of taxes pursuant to local, state or federal law. Any repeal or modification of this article shall be prospective only and shall not adversely affect any limitation on the personal liability of the Corporation existing at the time of such repeal or modification. (To protect board members severally or individual, the Corporation at all times shall maintain board members’ and officers’ liability insurance with coverage limits determined in consultation with the insurance provider maintained by the Corporation, as generally adequate for the intended purposes.)
- Section (2): Indemnification of Directors and Officers—Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a “proceeding”) and whether or not by or in the right of the Corporation or otherwise, by reason of the fact that he, or a person of whom he is the heir, executor, or administrator, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other capacity as a director or officer shall be indemnified and held harmless by the corporation to the fullest extent permitted by law, as the same exists or may hereinafter be amended, interpreted or implemented (but, in the case of any amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than

are permitted the Corporation to provide prior to such amendment), against all expenses, liability and loss, including attorney's fees, judgments, fines, ERISA excise taxes, or penalties and amounts paid or to be paid in settlements, reasonably incurred or paid to such person in connection therewith; provided, however, that indemnification shall not 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. Notwithstanding the foregoing, except as provided below, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if the proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of the final disposition thereof promptly after receipt by the Corporation of a request thereof stating in reasonable detail the expenses incurred; provided, however, that to the extent required by law, the payment of such expenses incurred by a director or officer in advance of the final disposition of a proceeding shall be made only upon receipt of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined by a court that he is not entitled to be indemnified under this section or otherwise. The right to indemnification and advancement of expenses provided herein shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

- Section (3): Payment of indemnification: If a claim for indemnification herein is not paid in full by the Corporation within the thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim.
- Section (4): Fidelity Bond: The Corporation shall purchase a fidelity bond to cover all individuals employed by or affiliated with the Corporation whose responsibilities include collection and disbursement of funds.
- Section (5): Non-Exclusivity of Rights: The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of a final disposition conferred shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses hereunder may be entitled under any bylaw, agreement, vote of directors or otherwise, both as to actions in his official capacity and as to actions in any other capacity while holding that office.