

# **POWELTON VILLAGE CIVIC ASSOCIATION**

(Formerly the Powelton Civic Homeowners Association)

The Powelton Village Civic Association of Powelton Village exists for the protection, preservation and improvement of the unique character of Powelton Village.

## **CONSTITUTION**

(as revised October 1990)

### **Article I**

#### **Objectives**

- 1) To exert influence, whenever and wherever possible, for the preservation and improvement of the residential character of Powelton Village.
- 2) To create a climate conducive to the investment of capital in the area directed toward residential redevelopment and restoration.
- 3) To encourage long term residency and owner-occupied property.
- 4) To oppose the misuse of property by absentee ownership or property speculation.
- 5) To exert influence against any building usage which would be detrimental to the residential character of the area.
- 6) To preserve the uniqueness of Powelton's architectural style, and to prevent further destruction of architectural properties classified as either contributing or significant.
- 7) To improve services in our area.
- 8) To improve the caliber of public education to meet the needs of residents of the area.

9) To prevent further encroachment on our community by neighboring institutions.

The above objectives are not necessarily all-inclusive. Any lines of action deemed necessary to implement the objectives will be formulated in keeping with the general spirit of the tasks outlined above.

### **Article II**

#### **Membership**

- 1) Any individual owning real property in, or residing in Powelton Village, as defined in Section 3 of this Article, is eligible for membership.
- 2) Organizations or Businesses operating in Powelton Village, as defined in Section 3 of this Article, are entitled to a single membership and vote (subject to approval of the Board of Directors). Fraternities and Sororities shall be considered organizations operating in Powelton Village.
- 3) For the purposes of membership, the boundaries of Powelton Village are: from South of Haverford Avenue (not including Haverford Avenue) to Lancaster Avenue (including both sides of Lancaster Avenue) and Westward from the Railroad to East of 39th Street (including the east-side of 39th Street). Residents of Warren Street are also eligible for membership.
- 4) Membership cards will be presented to any qualified individual or organization wishing to affiliate with the Association, subsequent to the receipt of annual dues. (Dues subject to change when considered necessary. Such change will follow the order of By-Law Amendment).
- 5) The Association shall have the power to regulate the admission of members, their suspension or expulsion, the manner of effecting the same, and to designate the causes which justify such suspension or expulsion.

### **Article III**

#### **Board of Directors.**

1) The activities, affairs and property of the Association shall be managed, directed and controlled by the Board of Directors, vested with appropriate powers to exercise these functions. The Board shall consist of an odd number of members, including six Executive Officers: President, Executive Vice-President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer; plus a maximum of five or minimum of three additional directors.

2) Nomination and election of officers shall be as prescribed by the Bylaws.

### **Article IV**

#### **Meetings**

1) The meeting of the entire Association shall be at such a time and date as determined by the Board of Directors, but must be held at least bi-monthly, except for July and August. The times, dates, and places of all meetings shall be announced to all members of the Association at least 48 hours in advance.

2) Meetings of the Board of Directors will be convened whenever the need arises.

### **Article V**

#### **Committees**

1) Standing Committees shall be approved by the Association. Chairpersons of the Standing committees shall be elected as members of the Board of Directors according to the Bylaws of the Association. The appointment of Chairpersons of new Committees is the responsibility of the President, but is subject to veto by the Board of Directors. Removal of Committee Chairpersons may only be accomplished by majority vote of

the Board of Directors.

### **Article VI**

#### **Parliamentary Authority**

1) Meetings of the Association shall be conducted in a reasonable and fair manner.

### **Article VII**

#### **Public Representation**

1) No member or officer may act as representative of, or speak on behalf of the Association by use of its name in public meetings, in the press, or other media, unless specifically authorized to do so by the President or the Board of Directors.

### **BYLAWS**

#### **Article I**

#### **Order of Business**

At the stated meetings of the Association the order of business shall be as follows:

1. Roll call of officers.
2. Presentation and approval of minutes of preceding stated and
3. Report of the Membership Committee and election of members.
4. Report of Committees - Standing and Special Committees.
5. Report of Treasurer.
6. Unfinished and referred business.

7. Communications and announcements.
8. New Business.
9. Has any member or visitor anything to offer for the good of the Association.
10. Adjournment.

## Article II

### Board of Directors.

1) Duties of the Board of Directors. The Board of Directors shall meet at least six times per year, at a time and place to be determined by the Board of Directors. All members of the Board shall be notified before each meeting. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business. Each Director shall have one, and only one vote on all matters coming before the board. The Directors of the Association shall serve as such without salary.

2) Duties of Officers.

[i] It shall be the duty of the President to preside at all meetings of the Association and of the Board of Directors, enforce a strict observance of the rules and customs of the Association and see that all Officers perform their respective duties, and cast the deciding vote in all matters before the Association when a tie may occur (except in an election of officers, or when a yea or nay may be taken), direct the Secretary to call a special meeting (as provided by the Constitution), and perform such other duties as the Association or his office shall require of him.

[ii] It shall be the duty of the Executive Vice-President to render the President such assistance as he may require, and, in the absence of the President perform his duties.

[iia] The Vice-President shall take over the duties of the preceding officers when occasion arises.

[iii] The Recording Secretary shall keep a true and impartial record of the proceedings of the Association, including a listing of all Motions passed by the Association, notify all members of meetings when ordered by the President, attest all orders drawn on the treasury by vote of the Board of Directors, and hold his books and papers at all times in readiness for inspection by those duly authorized. He shall make a report of the work of the Association for the past year to the Association at the meeting in June of each year, notify candidates of their election, and at the expiration of his term of office, deliver up to his successor all books, records, or other property in his possession belonging to the Association.

[iiia] The Corresponding Secretary shall initiate and answer such Association correspondence as shall be authorized at Board of Directors and general meetings.

[iv] The Treasurer shall keep a just and true account of the assets and obligations of the Association, receive all monies due the Association, and discharge all authorized debts. He shall at the meeting in June of each year, make to the Association a full report of all monies received during the year, also a list of members in arrears, and keep his books and papers at all times ready for inspection by the Board of Directors, and at the expiration of his term of office deliver up to his successor, all books, papers, or other property in his possession, belonging to his office. He shall deposit all funds of the Association in the name of the Association where the Board of Directors may direct.

[v] At the stated meeting in June, the President shall appoint an audit committee of three (3) members, which shall audit the books and papers of the Association, and report its findings to the Association at the next stated meeting.

[vi] Any member of a committee other than the chairman who fails to attend three successive meetings of the committee may, unless his absence is satisfactorily accounted for to the committee, be removed by the President, who shall appoint his successor.

[vii] Any member who shall become indebted to the Association for an amount equal to one year's dues shall not be entitled to the rights

or privileges belonging to a member of the Association.

[viii] Members shall notify the Secretary of change of address.

[ix] Resignations must be in writing and bear the endorsement of the Secretary that the member is not indebted to the Association.

[x] Indemnification of Directors and Officers. A Director of the Association shall not be personally liable for monetary damages for any action taken, or any failure to take any action as a Director except to the extent that, by law (including the Directors' Liability Act, 42 Pa. CONS. STAT. Sections 8361-8367), a Director's liability for monetary damages may not be so limited. The Association shall indemnify any Director or Officer, in any legal action arising as a result of his or her service to the Association, against any legal fees and judgements. However, indemnification shall not be made in a case where a Court determines that the act or failure to act giving rise to the claim constituted willful misconduct or recklessness, or that indemnification is otherwise prohibited by law. The Association shall have the power to purchase and maintain insurance on behalf of its Directors and Officers against any liability asserted against them as a result of their service to the Association.

### Article III

#### Time and Method of Voting

1) Method of Amending the By-Laws - An amendment to the Bylaws must be submitted in writing one meeting prior to the regular business meeting at which it will be voted on. Bylaws may be amended by two-thirds vote, a quorum being present.

2) A quorum is defined as 15 members of the Association.

3) Elections - Directors shall be elected by the membership in June of each year. A Nominating Committee shall present a slate of candidates for the six Executive Officers and for the Chairpersons of the Standing Committees to the membership at a regular business meeting prior to the June meeting of each year. Additional nominations may be made from the floor at the June meeting and/or the meeting prior to the

June meeting. The Executive Officers and additional Board members shall serve for a period of one year. In the event that a vacancy occurs on the Board, the President shall appoint an interim Director to serve out the unexpired term. Officers may be re-elected consecutively if the Association so desires.

4) The membership year shall run from January 1 to December 31 of each year. Dues should be paid at or before the first meeting in January. New members may join at any time, but may not vote until the eighth day following receipt of their dues by the Treasurer. Members from the previous year are granted a grace period, extending to and including the March meeting, during which they continue to receive the Powelton Post. They may immediately re-acquire the right to vote by paying their dues before or during any meeting within the grace period. Should they fail to rejoin during the grace period, lapsed members may not vote until the eighth day following receipt of their dues by the Treasurer. New members joining between January and June must pay the full membership dues; those joining after June pay one-half the prevailing dues for the current year.

5) Proposals for endorsement by the Association of any major project as defined in Section 8 of this Article must be submitted in writing at the regular meeting prior to the meeting at which such proposal is to be voted on. Such proposal shall be referred to the appropriate committee by the President when the members present at the meeting at which the proposal is first submitted deem appropriate.

6) All votes for endorsement by the Association of any major project or any amendment of the By-Laws of the Association shall be by secret ballot.

7) In any ballot, only members of the Association satisfying Article III / Section 3 of the By-Laws and Article II of the Constitution shall be eligible to vote. The Treasurer shall determine if each person has paid dues so as to be entitled to vote as a member. No person satisfying Article III / Section 3 of the By-Laws and Article II of the Constitution shall be entitled to cast more than a single vote in any election or any matter before the Association.

8) For purposes of Section 4 and 5 of this Article, a major project

change, or other proposal or project having a major impact upon Powelton Village. The President and/or Board of Directors shall rule whether a proposal constitutes a "major project" within the meaning of this Section. A ruling by the President and/or Board of Directors that a proposal does constitute a major project can be reversed by a two-thirds vote, a quorum being present. A ruling that a proposal does not constitute a major project can be reversed by a majority vote, a quorum being present.

9) Provided that there exist special circumstances requiring an immediate vote, a quorum at any regular meeting may, by a two-thirds vote, waive the requirements that a vote for endorsement of a major project must occur at the meeting subsequent to the meeting of first presentation.

#### **Article IV**

##### **Dissolution of the Association.**

Upon dissolution of the Association, the Board of Directors, after paying or making provision for the payment of all the liabilities of the Association, will dispose of any remaining assets of the Association exclusively in a manner consistent with the purposes and objectives of the Association, and may transfer said assets to other such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as exempt organization(s) under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

## Constitution and Bylaws of the Powelton Village Civic Association (as revised October, 1990)