

**BY-LAWS  
OF  
GREATER PARK PLACE NEIGHBORHOOD ASSOCIATION**  
A Pennsylvania Nonprofit Corporation

**ARTICLE I - NAME, BOUNDARIES AND PURPOSE**

- 1.1 NAME** The name of the corporation is Greater Park Place Neighborhood Association, Inc. (the “Corporation”).
- 1.2 BOUNDARIES** The area to be covered and encompassed by the activities of this Association will be the geographic boundaries defined to the NORTH by the NORTH SIDE of Penn Avenue, to the EAST by Trenton Avenue, to the SOUTH by Forbes Avenue to Green Street and to the WEST by Carnegie Place.
- 1.3 PURPOSE:MISSION:OBJECTIVES** The purpose of the Corporation, as stated in the Articles of Incorporation, is as follows:

The Corporation is incorporated under the Nonprofit Corporation Law of 1988 and is organized exclusively for charitable, educational and scientific purposes, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) for the following purpose or purposes:

The purposes of this civic, non-profit, non-partisan corporation is to protect the residential integrity of the neighborhood, to prevent unwanted commercial encroachment into the neighborhood, to serve as a liaison between the neighborhood and governmental agencies, to foster communication within the neighborhood, with the surrounding neighborhoods, and with other non-profit organizations that promote inner city living, architectural preservation, and/or education of an historic nature, to promote and encourage the safety, improvement, and beautification within the neighborhood and the city. To educate the broadest possible audience the social and economic significance of rehabilitating housing stock, and the importance of architectural and urban design practices, and, to perform such other lawful functions which may be conducted on a nonprofit basis, subject to the provisions of this paragraph.

**ARTICLE II - OFFICES**

- 2.1 OFFICES** The registered office of the Corporation in the Commonwealth of Pennsylvania shall be at the place designated in the Articles of Incorporation, or such a place within the Commonwealth of Pennsylvania as the Board of Directors may from time to time appoint or the activities fo the Corporation may require. The Corporation may also have offices at such other places within or without the Commonwealth of Pennsylvania as the Board of

Directors may from time to time appoint or the activities of the Corporation may require.

## ARTICLE III - MEMBERS

### 3.1 MEMBERSHIP

There will be three (3) categories of Membership for this Association: Resident, Business/Commercial and Associate.

- A. **Resident Members** - individuals who are over the age of eighteen years, reside within the defined boundaries, and agree to pay the required annual dues and comply with the policies and procedures of the Association.
- B. **Business/Commercial Members** - any entity with a business or commercial establishment within the defined boundaries interested in the Neighborhood and that support the purposes of Association, and who agree to pay the required annual due and comply with the policies and procedures of the Association.
- C. **Associate Members** - individuals who are not residents, but have strong ties with or beneficial interest in the Neighborhood may be eligible for associate membership in the Association, and who agree to pay the required annual due and comply with the policies and procedures of the Association.

### 3.2 VOTING

- A. Each member will have no more than one (1) vote. Each member of each family meeting the membership requirements may cast one (1) vote.
- B. Members of the Board of Directors are eligible to cast votes on their own behalf or as a business representative.
- C. Business members can designate a business representative to cast a vote on behalf of the business.
- D. Associate members may attend the meetings open to members of the Association but do not have a vote in Association matters.

- 3.3 DUES** Annual Dues for Membership in the Association will be \$10.00 for Resident and Business/Commercial Members and \$5.00 for Associate Members. Membership dues are to be paid when joining the Association and before the Annual Meeting.

- 3.4 PLACE OF MEETINGS** All meetings of the Membership will be held at the registered office of the Corporation or at such other place as the Board of Directors may determine from time to time.
- 3.5 ANNUAL MEETINGS** An annual meeting of the Membership will be held each year by the end of February for that year, or at such other time as the Board of Directors may determine. At the annual meeting, the Membership will elect Directors and transact such other business as may be properly brought before the meeting. If a meeting for the election of Directors is not held within one month after the designated time, any Member may call such meeting at any time thereafter.
- 3.6 SPECIAL MEETINGS** Special meetings of the Membership may be called by any of the following by submitting a written request, stating the object of the meeting, to the Secretary of the Corporation:
- A. The Board of Directors;
  - B. Membership entitled to cast at least 35% of the votes which all Members are entitled to cast at such a meeting.

The Secretary will set the time of the meeting, which will be held no later than thirty (30) days after receiving the request. If the Secretary neglects or refuses to set the time of the meeting, the person or persons calling the meeting may do so. Business transacted at all special meetings will be confined to the objects stated in the request and matters directly related and germane.

- 3.7 NOTICES** Written notice of every meeting of the Membership will be given to each Member of record entitled to vote at least ten (14) days prior to the time of the meeting, unless the meeting will consider a fundamental change under Chapter 59 of the Pennsylvania Non Profit Corporation Law of 1988, in which case such notice will be give at least ten (10) days prior to the date of the meeting. The notice will state the time and place of the meeting and, in the case of a special meeting, the general nature of the business to be transacted.
- 3.8 QUORUM AND ACTION BY MEMBERSHIP** The presence of fifty-five percent (55%) of the Members entitled to vote at a meeting will constitute a quorum for the transaction of business, and except as otherwise provided in these Bylaws, the Articles of Incorporation, or by law, the acts of a majority of Members entitled to vote present at a meeting at which a quorum is present will be the acts of the Membership. In the event that a quorum is not present at any meeting of the Membership, the Members present may adjourn the meeting without any notice of the time and place of the adjourned meeting except for announcement at the meeting at which adjournment is taken.
- 3.9 INFORMAL ACTION BY MEMBERSHIP** Not withstanding anything to the contrary in these Bylaws, any action which may be taken at a meeting of the

Membership may be taken without a meeting, if a consent or consents in writing, setting forth the action to be taken, is signed by all of the Membership who would be entitled to vote at a meeting for such purpose, and is filed with the Secretary of the Corporation.

**3.10 TRANSFERABILITY** Membership in the Corporation is not transferable and is not assignable.

**3.11 TERMINATION OF MEMBERSHIP** Membership will terminate upon any of the following events, and for no other reason:

- A. The submission by a Member of a written resignation to the Board of Directors.
- B. The death of a Member.
- C. The failure of a Member to pay his or her annual dues on or before the due date.
- D. By seventy-five percent (75%) vote of the Membership.

A Member terminating membership status for reasons other than (B) above may be completely and automatically reinstated if correcting the cause of termination before formal adoption by the Board of Directors or a resolution acknowledging such termination.

#### **ARTICLE IV - BOARD OF DIRECTORS**

**4.1 GENERAL POWERS** The business and affairs of the Corporation will be managed by a Board of Directors, and all powers of the Corporation not reserved the Membership are granted to and vested in the Board of Directors, except as otherwise expressly provided in these Bylaws, the Articles of Incorporation, or by law.

**4.2 QUALIFICATION AND NUMBER** The Board of Directors will consist of not less than five (5) but not more than eleven (11) directors, who will be natural persons of full age and must be Members of the Corporation (collectively, the "Board," "Board of Directors" or "Directors" and individually, "Director"). Initially, the number of Directors will be fixed by the Incorporator, and thereafter, it will be such number as the Board of Directors may from time to time determine.

**4.3 SELECTION** Directors will be elected by the majority vote of the Membership, at the annual meeting or at such other time or times as may be necessary or appropriate.

**4.4 TERM** Directors shall serve for a term of two years and until their successors have been duly elected and qualified. Directors will be divided into two

classes, as nearly equal in number of Directors as practicable, and the terms of each class of Directors will be staggered so that one class of Directors is elected each year. Initially, the number of Directors in each class and the initial term of each class will be fixed by the Incorporator, and thereafter, as the Board of Directors will determine from time to time. Directors will be eligible for re-election.

- 4.5 VACANCIES** Vacancies in the Board of Directors resulting from an increase in the authorized number of Directors will be filled by election of the Membership. All other vacancies in the Board of Directors will be filled by election by the remaining members of the Board of Directors, even if the number remaining on the Board is less than a quorum. Any Director so elected will serve for the balance of the unexpired term to which he or she is elected.
- 4.6 PLACE OF MEETINGS** The meetings of the Board of Directors will be held at a place determined by the Directors by resolution from time to time, or as designated in the Notice of Waiver of a particular meeting; or in the absence of specification, meetings will be held at the registered office of the Corporation.
- 4.7 REGULAR AND SPECIAL MEETINGS** The Board of Directors may hold regular meetings at times the Board may determine by resolution, but not less than four meetings per year. Special meetings of the Board may be called, at any time, by the President or by sixty percent (60%) of the Directors, by submitting a written request, stating the object of the meeting, to the Secretary. The Secretary shall set the time and place of the meeting, which will be held not later than ten (10) days after receipt of the request. If the Secretary neglects or refuses to set the time and place of the meeting, the person or persons calling the meeting may do so. Business transacted at all Special Meetings will be confined to the objects stated in the request and matters directly related and germane.
- 4.8 BOARD OF DIRECTORS ANNUAL MEETING** An annual meeting of the Board of Directors shall be held each year promptly after the Annual Meeting of the Membership, or at such time as the Board may determine. At the annual meeting, the Directors will review operations during the immediately preceding year, elect officers, and transact other business as may be properly brought before the meeting.
- 4.9 NOTICE** Written notice of regular and annual meetings of the Board of Directors, stating the time and place, will be given to each Director at least seven (7) days before the date of the meeting. Written notice of special meetings of the Board of Directors will be given to each Director at least three (3) days before the time of the meeting and will state the business to be transacted at the meeting.

- 4.10 QUORUM AND ACTION BY DIRECTORS** A majority of the members of the Board of Directors will constitute a quorum for the transaction of business, and except as provided in these Bylaws, or the Articles of Incorporation, the acts of the majority of the Directors present at a meeting at which a quorum is present will be the acts of the Board of Directors. If a quorum is not present at any meeting of the Board of Directors, the Directors present may adjourn the meeting without any notice of the time and place of the adjourned meeting except for announcement at the meeting at which adjournment it taken.
- 4.11 INFORMAL ACTION BY DIRECTORS** Notwithstanding anything to the contrary contained in these Bylaws, any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing, setting forth the action taken, signed by all the Directors, and is filed with the Secretary of the Corporation.
- 4.12 REMOVAL AND RESIGNATION** The Membership may remove any Director, at any time, with or without cause, by seventy-five percent (75%) of the Membership. A Director may resign at any time by a written resignation submitted to the President or, in the case of the resignation of a Director who serves as President, to the Secretary. A resignation does not have to be accepted to be effective.

## **ARTICLE V - OFFICERS**

- 5.1 OFFICERS** The officers of the Corporation will be chosen by the Board of Directors and will be a President, a Treasurer, a Secretary, and a Vice President or assistant officers as the Board of Directors may determine are required by the needs of the Corporation. All officers shall be natural persons of full age and shall be Members of the Corporation.
- 5.2 SELECTION** The President, Treasurer and Secretary will be elected by the Board of Directors at its annual meeting and will be serve for a term of one (1) year. All Vice Presidents and assistant officers will be elected or appointed as determined by the Board of Directors. Assistant officers shall perform functions and have responsibilities as determined by the Board of Directors.
- 5.3 REMOVALS AND RESIGNATIONS** The Board of Directors may, with or without cause, remove any officer from office at any time upon a vote of seventy-five percent (75%) of the members of the Board of Directors. Any officer may resign from office at any time by written notice of resignation given to the President, or in the case of resignation of the President, given to the Secretary. The acceptance of resignation will not be necessary for it to be effective.
- 5.4 PRESIDENT, POWERS AND DUTIES** The President will be the chief executive officer of the Corporation and will have the general powers and duties associated with such office; and will have other powers and duties as the

Board of Directors may proscribe, and shall be the “official representative” of the Greater Park Place Neighborhood Association.

- 5.5 VICE PRESIDENT, POWERS AND DUTIES** The Vice President, if any, will, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President will also have such powers and perform such duties as may be assigned by the Board of Directors.
- 5.6 SECRETARY, POWERS AND DUTIES** The Secretary will attend all meetings for the Membership and the Board of Directors and record all votes and minutes in books to be kept for that purpose. The Secretary will give, or cause to be given, notice of all meetings of the Membership and Board of Directors. In addition to the powers and duties prescribed by these Bylaws, the Secretary will have and exercise such duties and functions as usually attach to this office, with additional duties and functions subject to the limitations provided in these Bylaws or established by the Board of Directors.
- 5.7 TREASURER, POWERS AND DUTIES** The Treasurer will be the chief financial officer and will cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the Corporation. The Treasurer will render an account of all his or her transactions as Treasurer, and of the results of operations and financial conditions of the Corporation to the President and the Board of Directors, at any time as may be required, and at regular meetings. In addition to the powers and duties prescribed by these Bylaws, the Treasurer will have and exercise duties and functions as usually attach to this office, with additional duties and functions subject to the limitations provided in these Bylaws or established by the Board of Directors.

## **ARTICLE VI - COMMITTEES**

- 6.1 ESTABLISHMENT** The Board of Directors may establish one or more standing or special committees, including without limitation and executive committee. Except as provided in these Bylaws, Articles of Incorporation, or applicable law, any committee may exercise such powers and functions as the Board of Directors may determine from time to time.

## **ARTICLE VII - CONFLICT OF INTEREST**

- 7.1 PURPOSE** The purpose of the conflict of interest policy is to protect the Corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.
- 7.2 DEFINITIONS**
- A. **“Code”** The Internal Revenue Code of 1986, as amended.

- B. **“Interested Person”** Any Director, officer, member of a committee with Board-delegated powers, or any person who has substantial influence over the Corporation within the meaning of Section 4958 of the Code, or any person who was in one of these positions during the five-year period ending on the date the transaction or arrangement in question, and who has a direct or indirect financial interest, as defined below, is an interested person.
- C. **“Financial Interest”** A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
1. a greater than 35% ownership, investment or voting interest in any entity with which the Corporation has a transaction or arrangement; or
  2. a compensation arrangement with the Corporation, or any entity or individual with which the Corporation has a transaction or arrangement; or
  3. a potential greater than 35% ownership, investment or voting interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Total voting or ownership shall be determined by applying the rules of Section 267 of the Code, without regard to family ownership. Family ownership shall be determined by including in “family” the following: spouse, brothers or sisters (by whole or half blood), spouses of brothers or sisters (by whole or half blood), grandchildren, great grandchildren, and spouses of children, grandchildren and great grandchildren. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

### 7.3 PROCEDURES

- A. **Duty to Disclose** In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be give the opportunity to disclose all material facts to the Directors and members of the committees with Board-delegated powers considering the proposed transaction or arrangement.
- B. **Determining Whether a Conflict of Interest Exists** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committees while the determination of a conflict is discussed and

voted upon. The remaining Directors or committee members shall decide if a conflict of interest exists.

**C. Procedure for Addressing the Conflict of Interest**

1. An interested person may make a presentation at the Board of Directors or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
2. The Chair of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors or committee shall determine by majority vote of the disinterested Trustees whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

**D. Violations of the Conflict of Interest Policy**

1. If the Board of Directors or committee has reasonable cause to believe that a Director, officer or member of a committee with Board-delegated powers has failed to disclose actual or possible conflicts of interest, it shall inform such person of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose.
2. If, after hearing the response of any such Director, officer or member of a committee with Board-related powers and making such further investigation as may be warranted in the circumstances, the Board of Directors or committee determines

that such person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**7.4 RECORDS OF PROCEEDINGS** The minutes of the Board of Directors and all committees with Board-related powers shall contain:

- A. **Conclusions** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- B. **Persons Present** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the terms of the transaction, the content of the discussion, including any alternatives to the proposed transaction or arrangement and comparability data obtained and relied on, and a record of any votes taken in connection therewith.

The minutes must be prepared before the later of the next meeting of the Board or committee or sixty (60) days after the final action or actions are taken. Such minutes will be reviewed and approved by the Board or committee as reasonable, accurate and complete within a reasonable time period thereafter.

**7.5 COMPENSATION** A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

**7.6 ANNUAL STATEMENT** Each Director, officer and member of a committee with Board-delegated powers shall annually sign a statement which affirms that such person:

- 1. has received a copy of the conflicts of interest policy;
- 2. has read and understands the policy;
- 3. has agreed to comply with the policy; and
- 4. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**7.7 PERIODIC REVIEWS** To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from

federal income tax, or would cause any interested persons to incur excise tax under Section 4958 of the Code, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- B. Whether partnership and joint venture arrangements conform to written policies, are properly recorded, reflect reasonable payment for goods and services, further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit, or in an excess benefit transaction.

**7.8 USE OF OUTSIDE EXPERTS** In conducting the periodic reviews provided for in Section 7.7, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

#### **ARTICLE VIII - LIMITATION OF LIABILITY AND INDEMNIFICATION**

**8.1 LIMITATION OF LIABILITY** Directors of this Corporation will not be personally responsible for monetary damages as such for any action other than as expressly provided in 15 Pa.C.S. §§ 513 and 5713. It is the intention of this Section, Section 8.1, to limit the liability of Directors of this Corporation to the fullest extent permitted by 15 Pa.C.S. §§ 513 and 5713 or by any other present or future provision of Pennsylvania law.

**8.2 INDEMNIFICATION** The Corporation shall indemnify every Director and officer, and may indemnify any employee or agent, to the fullest extent permitted by the Pennsylvania Nonprofit Corporation Law of 1988 and any other present or future provision of Pennsylvania law. The Corporation

#### **ARTICLE IX - NOTICES**

**9.1 FORM OF NOTICE** Whenever written notice is required or permitted, by these Bylaws, is to be given to any person or entity, it may be given either personally or by sending a copy by first class mail, postage prepaid, or by telegram, charges prepaid, or by overnight express delivery service, charges prepaid, to the address of the appropriate person or entity as it appears on the books of the Corporation or by telecopier to the appropriate number or by electronic mail to the appropriate electronic mail address. If the notice is to be sent by mail or telegraph or overnight express delivery, it will be deemed to have been given when deposited in the United States Mail or with a telegraph office for transmission or delivered to the overnight express delivery service. If the notice is sent by telecopier or electronic mail, it will be deemed to have been given when confirmation by the recipient is received by the sender.

- 9.2 WAIVER OF NOTICE** Whenever a written notice is required, by the Bylaws or otherwise, a waiver of such notice in writing, signed by the person or person or on behalf of the entity or entities to receive the notice will be deemed equivalent of the giving of such notice, whether the waiver is signed before or after the time required for such notice. Except as otherwise required by law, the waiver of notice need not state the business to be transacted nor the purpose of the meeting, except that the waiver of notice of a special meeting of the Board of Directors will specify the general nature of the business to be transacted at the meeting. Attendance at any meeting will constitute waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting was not called or convened upon proper notice.

#### **ARTICLE X - BOOKS, RECORDS AND FISCAL YEAR**

- 10.1 BOOKS AND RECORDS** The Corporation will keep a record of the proceeding of the Board of Directors, the committees of the Board and Membership, a copy of the Bylaws, and all amendments thereto, certified by the Secretary, a Membership Register, giving the names, addresses and classes of Membership, and appropriate, complete and accurate books and records of account, which records will be kept at either the registered office of the Corporation and/or such other reasonably accessible place as the Secretary may determine.
- 10.2 FISCAL YEAR** The fiscal year of the Corporation will be the year or will be as the Board of Directors may determine.

#### **ARTICLE XI - MISCELLANEOUS**

- 11.1 RIGHT OF INSPECTION** Each Director and Member will, upon demand under oath stating the purpose, have a right to examine, in person or by agent or attorney during the usual hours for business for any proper purpose, the Membership Register, the books and records of account, and records of proceedings of the Board of Directors, the committees of the Board and the Membership, and to make copies or extracts therefrom.
- 11.2 EXECUTION OF WRITTEN INSTRUMENTS** After authorization in the manner provided by these Bylaws or the law, all contracts, deeds, mortgages, obligations, documents and instruments, whether or not requiring a seal, may be executed by the President and attested by the Secretary or Treasurer or an Assistant Secretary or Assistant Treasurer, if any, or may be executed or attested, or both, by such other person or persons as may be specifically designated by resolution of the Board of Directors. All checks, notes, drafts and orders for payment of money shall be signed by one or more officers or agents as the Board of Directors may from time to time designate.

**11.3 TELECOMMUNICATIONS** One or more persons may participate in a meeting of the Board of Directors, a committee of the Board, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such a meeting.

## **XII - AMENDMENTS**

**12.1 AMENDMENTS** The Members or the Board of Directors may, at any regular, annual, or special meeting, amend, alter, or repeal all or any part of these Bylaws, by resolution adopted by the Members or by a majority of the Board present and voting at the meeting, except for those provisions set forth herein which require a seventy-five percent (75%) vote of the Membership or the Board of Directors, in which case any amendment affecting those provisions must be adopted by seventy-five percent (75%) of the Members or the Board of Directors as the case may be. The Secretary will give the Membership notice of any amendment adopted by the Board of Directors, and the Members will have the authority to revise or repeal the action of the Board, as the Membership deems appropriate.