

By-Laws of East Mt. Airy Neighbors, Inc.
Article 1: Area and Office

- 1.1 The geographical area to be served by this organization shall be bounded by:
- (a) The Eastside of Germantown Avenue
 - (b) The Southside of Cresheim Valley Road
 - (c) The Westside of Stenton Avenue
 - (d) The Northside of Washington Lane
- 1.2 The organization may have offices at such places as the Board of Directors may from time to time determine.

ARTICLE II: MEMBERS

- 2.1 Any person or organization residing in, engaged in business in, or having an interest in the geographical area above established may become a member of the organization.
- 2.2 There shall be the following classes of membership:
- (1) Active Member - a person satisfying the requirements of Section 2.1 who pays the minimum dues applicable to this class. An active member is entitled to one vote and to all other rights and privileges of membership.
 - (2) Family Member - a family satisfying the requirement of Section 2.1 who pays the minimum dues applicable to this class. Two members of the family are entitled to vote, and the family is entitled to all other rights and privileges of membership to which they would be otherwise entitled if an active member. No person under the age eighteen (18) years old is eligible to vote via a Family Membership.
 - (3) Business/Organization Member - an unincorporated association, partnership, corporation, business entity or other fraternal or community organization satisfying requirement of Section 2.1 which pays the minimum dues applicable to this class. An organization member is entitled to one vote and to all other rights and privileges of membership to which it would be entitled if an active member.
 - (4) The Board of Directors may establish additional classes of members as it deems appropriate. The Board shall establish the minimum dues applicable to these classes.
- 2.3 All class membership shall pay dues in such amounts and payable at such times and methods of the collection as the Board of Directors may by resolution prescribe.
- 2.4 The term of membership shall be one (1) year starting on the date of membership payment. Membership will be terminated if dues are not paid within one year of prior membership payment.

ARTICLE III: MEETING OF MEMBERS

3.1 All meetings of the members shall be held at the office or such other places within the Commonwealth of Pennsylvania as the Board of Directors may from time to time determine.

3.2 A meeting of members shall be held in each calendar year for the election of directors on such a date and such time and place as the Board of Directors shall by resolution determine. If an annual meeting shall not be called and held within a calendar year, any member may call such a meeting at any time thereafter.

3.3 Written or electronic notice of the annual meeting of members specifying the place, date, and hour of the annual meeting shall be given at least five (5) days prior to the meeting.

3.4 Special meetings of the members, for any purpose, or purposes, other than those regulated by statute or by the articles of incorporation, may be called at any time by the president, or the Board of Directors, or fifty (50) members, upon written request delivered to the secretary of the organization. Upon receipt of such a request, it shall be the duty of the secretary to fix the time of the meeting, which shall be held not more than sixty (60) days thereafter. If the Secretary shall neglect or refuse to fix the date of the meeting, the person or persons calling the meeting may do so.

3.5 Written notice of any special meetings of members stating the place, date and hour and the general nature of the business to be transacted shall be given to each member of record entitled to vote at such email and/or mailing address as appears on the books of the Organization, at least five (5) days before such meeting unless a greater period of notice is required by statute in a particular case,

3.6 Business transacted at all special meetings shall be confined to the business stated in the call.

3.7 Except as otherwise provided by statute or by the Articles of incorporation at all meetings of the members for the transaction of business, ten percent (10%) of members entitled to vote and present in person shall be necessary to constitute a quorum. If, however, any meeting of members cannot be organized because a quorum has not attended, the members entitled to vote thereat, present in person, shall have power except as otherwise provided by statute, to adjourn the meeting to such time and place as they determine, but in the case of any meeting may be adjourned only from day to day, or for such longer period not exceeding fifteen (15) days each, as a majority of the members, present in person shall direct. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting or originally notified.

3.8 When a quorum is present at any meeting, the vote of a majority of members having voting powers, present in person, shall decide any question brought before such meeting, unless the question is one which, by express provision of the statutes or of the articles of incorporation or of these by-laws, a different vote is required in which case such express provision shall govern and control the decision of such question.

3.9 One or more members may participate in a meeting of the members by means of conference telephone, video conference or similar communication equipment by means of which all persons participating in the meeting can hear each other, and all members participating shall be deemed present in person at the meeting.

3.10 Except as otherwise provided in the articles of incorporation, any action required to be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all members who would be entitled to vote at a meeting for such purpose and shall be filed with the secretary of the corporation.

ARTICLE IV: DIRECTORS

4.1 The Board of Directors shall consist of between fifteen (15) and twenty-five people. Subject to these limitations, the Board of Directors shall have authority to determine the number of directors to constitute the Board.

4.2 All members of the Board of Directors, shall be dues-paying members of the organization.

4.3 The members of the Board of Directors shall be elected in accordance with the procedure established in Article IX hereof and shall serve for a term of three (3) years. No person is permitted to serve on the Board of Directors for greater than nine (9) consecutive years; however, there is no lifetime limit for number of years which a person may serve as a Director. The term of one-third of the members ($\frac{1}{3}$) shall expire each year.

4.4 Vacancies in the Board of Directors may be filled by vote of a majority of the remaining members of the Board present and voting at a meeting. Directors elected by the Board to fill vacancies shall serve until the next annual meeting of the members. At that time, the members may elect Directors to fill the remainder of any unexpired terms.

4.5 Any Director may resign at any time by submitting a written resignation to the Organization. Unless otherwise specified therein, the resignation shall take effect at the time of its receipt by the Organization.

4.6 Any Director who is absent for two (2) consecutive meeting of the Board shall be deemed to have resigned from the Board. Any Director who is absent from one (1) meeting of

the Board shall be given at least seven (7) days' notice of the time and place of the next meeting, and this by-law shall be explicitly called to their attention in such notice.

4.7 A Director may be removed from the Board at any time by a two-thirds vote of the Board of Directors. A Director may be removed with or without cause.

4.8 A Director may take one (1) leave of absence during a program year, which shall not exceed sixty (60) days in length without violating Section 4.6 of the Bylaws regarding absence(s) from meetings of the Board.

4.9 The affairs and property of the Organization shall be managed by the Board of Directors, which shall have all powers of the Organization and do all such lawful acts and things as are not by statute or by the articles of incorporation or these by-laws directed or required to be done by the members.

4.10 No person who is or was a Director of the Organization shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a Director, unless:

- (a) They have breached duties as a Director or failed to perform their duties as a Director in good faith, in a manner they reasonably believed to be in the best interests of the Organization, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances; and
- (b) The breach or failure to perform constituted self-dealing, willful misconduct, or recklessness.

This provision of the by-laws shall not apply to (i) the responsibility or liability of a Director pursuant to any criminal statute; or (ii) the liability of a director for the payment of taxes pursuant to local, state, or federal law.

If Pennsylvania law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a Director of the Organization, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania law.

ARTICLE V: MEETINGS OF THE BOARD

5.1 The meetings of the Board of Directors may be held at such place within or without the Commonwealth of Pennsylvania as a majority of the Directors may from time to time appoint, or as may be designated in the notice calling the meeting.

5.2 Regular meetings of the Board may be held at such time and place as shall be determined from time to time by the Executive Committee. Notice of each regular meeting of the Board shall specify the date, place, and hour of the meeting and shall be given to each Director at least twenty-four (24) hours before the meeting either personally or by mail or by electronic mail.

5.3 Special meetings of the Board may be called by the President, or on the request of five (5) Directors on twenty-four (24) hours' notice to each director, either personally or by mail or by electronic mail. Notice of each special meeting of the Board shall specify the topic, date, place, and hours of the meeting.

5.4 At all meetings of the Board a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If a quorum shall not be present at any meeting of the Directors, the Directors present may adjourn the meeting. It shall not be necessary to give notice of the adjourned meeting or of the business to be transacted other than by announcement at the adjourned meeting.

5.5 One or more Directors may participate in a meeting of the Board or of 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, and all Directors so participating shall be deemed present at the meeting.

5.6 Any action which may be taken at a meeting of the Directors, or a committee meeting may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by a majority of Directors or members of the committee, as the case may be, and shall be filed with the secretary of the organization.

ARTICLE VI: OFFICERS

6.1 Officers of the Organization must be members and shall have served as a Board Member for one year prior. The executive officers of the Organization shall be a president, a first vice-president, a treasurer, a secretary, and such other officers as the Board may recommend and the membership at a meeting may approve.

6.2 Officer positions shall be limited to residents in the area defined by Section 1.1. Any existing member of the Board of Directors that has established membership prior to June 9, 2022 shall maintain eligibility to serve as an officer regardless of residency.

6.3 Unless a person sooner resigns or is removed, each officer elected shall hold office for two (2) years until their successor is elected. The Board of Directors may, by a two-thirds ($\frac{2}{3}$)

vote of directors present and voting at any meeting of the Board, remove any officer the notice of such meeting must set forth the proposed removal.

6.4 No person shall hold any one office for more than three (3) consecutive terms, nor shall any person serve more than two (2) consecutive terms as President.

6.5 The Board of Directors may appoint an executive director and may employ such paid employees as it sees fit from time to time. Subject to any contrary action by the Board of Directors, the executive committee shall determine appropriate reimbursement for expenses and use of resources of the executive director. All salaries are subject to review and approval by the Board.

6.6 The Board of Directors shall have the authority to elect a member of the organization to fill any vacancy in any office for the remainder of the term until the next annual meeting of the members. Any time served by a Director elected to fill a vacancy shall not be applied towards the nine consecutive year limit established in Section 4.3.

6.7 The President shall be the Chief Executive officer. They shall preside at all meetings and shall have general supervision over the affairs of the organization. They see that all resolutions and orders of the members, the Board of Directors, and the executive committee are carried out. They shall execute all bonds, mortgages, and other contracts requiring a seal, under the seal of the Organization, except where the signing thereof shall be expressly delegated by the Board to some other officer or agent of the Organization.

6.8 The first vice-president shall exercise all the powers and perform all the duties of the president in his absence. In the first vice-president's absence, the secretary shall have such powers and duties. The vice-president shall perform such duties as are assigned to them by the president or by the Board.

6.9 The treasurer shall keep a full and accurate record of all receipts and disbursements in proper books of accounts and shall prepare and submit a full financial report at the annual meeting. The treasurer shall have custody of all funds and assets and he or she shall oversee the deposit of all money and other valuable assets in the name of and to the credit of the Organization in such depositories as may be designated by the Board. They shall render whenever required by the Board a true and accurate account of the finances of the Organization. If required by the Board, the bond shall be secured in the form so required and with security satisfactory to the Board.

6.10 The Board of Directors shall adopt a check signing policy by a majority vote of Directors present at the first Board meeting of each program year.

6.11 The secretary shall be the custodian of all records and documents of the Organization, and along with the executive director shall keep a permanent written record of all meetings of the executive committee, the Board of Directors, and the membership. Upon any change of the

office address of the (Organization) (they) shall send notice of such change to the recorder of deeds of Philadelphia County and the Secretary of the Commonwealth. The Executive Director and/or Secretary shall see to it that all notices are sent or given as required by these by-laws.

6.12 Other officers and employees shall have such duties as may be assigned to them from time to time by the Board of Directors.

ARTICLE VII: FIXING THE RECORD DATE

7.1 The Board of Directors may fix a time, not more than seventy (70) days prior to the date of any meeting of members or any adjournment as the record date for the determination of the members entitled to notice of, and to vote at, any such meeting. In such case members of record on the date so fixed shall be entitled to notice of, and to vote at, any such meeting, notwithstanding any increase or other change in membership on the books of the (Organization) Corporation after any record date fixed and aforesaid. If no such record date is fixed, the record date for determining members entitled to notice of or vote at a meeting of members shall be at the close of business on the day before the meeting is held. The record date for determining members entitled to express consent or dissent to corporate action in writing without a meeting, where no prior action by the Board of Directors is necessary, shall be the day on which the first written consent or dissent is expressed. The record date for determining members for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

ARTICLE VIII: COMMITTEES

8.1 The Executive Committee shall be composed of the officers of the organization, and (all Chairs) of standing committees. Members of the executive committee who are not officers shall serve at the pleasure of the Board. The executive committee shall have and may exercise all the power as to the following: (i) the submission to the members of any action requiring approval of members; (ii) the filling of vacancies on the Board of Directors; (iii) the adoption, amendment or repeal of the by-laws; (iv) the amendment or repeal of any resolution of the Board; and (v) action on matters committed by the by-laws or resolution of the Board of Directors to the Board or another committee of the Board.

The executive committee shall be organized and shall perform its functions as directed by the Board and shall periodically report to the Board. The committee shall act by a majority of the members thereof, and any action duly taken by the executive committee within the course and scope of its authority shall be binding on the Organization.

The executive committee may be abolished at any time by the vote of the majority of the whole Board of Directors, and during the course of the committee's existence, the membership thereof

may be increased or decreased within the limits of the by-laws and the authority and duties of the committee changed by resolution of the Board of Directors as it may deem appropriate.

8.2 The Board of Directors may by resolution adopted by a majority of the whole Board, establish one or more committees of the Board, each committee to consist of one or more directors of the Organization

8.3 Any such committee to the extent provided in such resolution or in the by-laws, shall have and may exercise all of the power or authority of the Board of Directors, except that no such committee shall have any power or authority as to the following: (i) the submission to the members of any action requiring approval of members; (ii) the filling of vacancies on the Board of Directors; (iii) the adoption, amendment or repeal of the by-laws; (iv) the amendment or repeal of any resolution of the Board; and (v) action on matters committed by the by-laws or resolution of the Board of Directors to another committee of the Board

8.4 The Board may establish standing committees and the president may establish ad hoc committees. Standing committees, however, may only exercise such powers with respect to the management of the business and affairs of the organization and only may commit the organization to any policy or action as the Board shall specifically authorize by resolution. Chairpersons of all standing and ad hoc committees, except the nominating committee shall be appointed and removed by the president and shall be members of the Board of Directors. At least once each year, the Board shall consider and approve the full list of standing and ad hoc committees.

8.5 Any member of the organization may be a member of any standing committee created by the Board with the exception of the executive committee. Chairpersons of standing committees may appoint subcommittees and designate the chairpersons and members thereof.

ARTICLE IX: ELECTION OF OFFICERS AND DIRECTORS

9.1 At a regular meeting of the Board held at least ten (10) weeks in advance of the annual general membership meeting, the Board shall elect a nominating committee consisting of five (5) members and shall designate a chairperson. No one may serve on the Nominating Committee if they are nominated for an officer position. The nominating committee shall select the persons to be nominated for positions to be filled as officers and Directors.

9.2 The list of nominees prepared by the nominating committee shall be sent to the membership by mail or electronic mail at least six (6) weeks in advance of the annual meeting, together with a notice to members that they may nominate other candidates in accordance with section 9.3 of the bylaws.

9.3 For a period of at least one week after the mailing of the nominating committee's list of nominees, any member may be nominated for election to any position to be filled as officer or Director. The nomination shall be made by submitting a nominating petition to the Organization's office. Such a petition shall state the office for which nomination is made and shall be signed by the nominee and not less than five (5) other members of the Organization in good standing.

9.4 A list of all persons nominated, both by the nominating committee and by other members, shall be sent to the membership by mail or electronic mail together with the notice of the annual meeting at least seven (7) days in advance of such meeting. The list shall be presented at the annual meeting of the membership.

9.5 Election of officers and directors shall be by written secret ballot.

9.6 The candidate for any officer position receiving a plurality of the votes cast shall be declared elected. There shall be no voting by proxy.

9.7 Members who are not physically present at the annual membership meeting shall be permitted to cast votes for officers and directors by electronic means during the period beginning 5 (five) days before the Annual Membership meeting.

9.8 The secretary of the Organization shall make, at least seven (7) days before each meeting of members a complete list of the members entitled to vote at the meeting, arranged in alphabetical order, with the address of each, which list shall be kept on file at the registered office of the (organization) and shall be subject to inspection by any members during usual business hours. Such a list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any members during the whole time of the meeting.

9.9 In advance of any meeting of members, the Board of Directors may appoint judges of election, who must be members, to act at such meeting or any adjournment. If judges of election are not appointed, the presiding officer of any such meeting may and on the request of any member shall, make such appointment at the meeting. The number of judges shall be one (1) or three (3). If appointed at a meeting on the request of one or more members, a majority of the members present and entitled to vote shall determine whether one (1) or three (3) judges are to be appointed. No person who is a candidate for an officer and or director position shall act as a judge. The judges of election shall do all acts required by Section 7762(3) of the Pennsylvania Nonprofit Corporation law of 1972, or any successor Act or provision, and such acts as may be proper to conduct the election or vote with fairness to all members. The judge(s) of Elections shall make a written report of any challenge or question or matter determined by them and execute a certification of any fact found by them if requested by the presiding officer of the meeting or any members. Any report or certificate made by them shall be prima facie evidence of the facts stated therein. If there are three (3) judges of election, the decision, act, or

certification of a majority shall be as effective in all respects as the decision, act, or certificate of all.

ARTICLE X: GENERAL PROVISIONS

10.1 Annual Report. The directors of the organization shall present annually to the members a report, the contents of which are prescribed in Section 7555 of the Pennsylvania Nonprofit Corporation Law of 1972 (or any successor Act or provision), a copy of which report shall be filed with the minutes of the annual meeting of the members.

10.2 Fiscal Year. The fiscal year of the organization shall be as determined by the Board.

10.3 Corporate Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

10.4 It is the policy of East Mt. Airy Neighbors that local, state, and federal laws and executive orders implement equal employment opportunities shall be fully complied with, not only by meeting the letter of the law and contractual requirement but by carrying out the full spirit as well.

10.5 The Board of Directors shall adopt a conflict-of-interest policy by a majority vote of the Directors present at the first Board meeting of each program year.

ARTICLE XI: INDEMNIFICATION

11.1 Right to Indemnification. The Organization shall indemnify, to the extent permitted under these by-laws, any person who was or is a party (other than a party plaintiff suing on his own behalf or in the right of the Organization), or who is threatened to be made such a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, an action by or in the right of the Organization) by reason of the fact that he/she is or was a Director, officer or employee of another organization, partnership, joint venture, trust or other enterprise (such person being herein called an "Indemnified Person"), against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding (herein called collectively the "Indemnified Liabilities"), unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness.

In addition, the Organization shall indemnify any Indemnified Person against the Indemnified Liabilities to the full extent otherwise authorized by Pennsylvania law, including, without

limitation, the indemnification permitted by Section 7741, 7742, and 7743 of the Nonprofit Corporation Law of 1972, as amended.

11.2 Authority to Indemnify Agents. The Organization shall have the power to indemnify any person who is or was as an agent of the Organization, or is or was serving at the request of the Organization as an agent of another organization, partnership, joint venture, trust, or other enterprises, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her by reason of his/her services on behalf of the Organization, except as prohibited by law.

11.3 Payment of Expenses in Advance. Expenses incurred by an officer, Director, employed or agent in defending a civil or criminal action, suit or proceeding may be paid by the Organization in advance of the final disposition of such action, suit, or proceeding, as authorized in the manner provided in Section 11.4 of this Article, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he/she is not entitled to be determined by the organization as authorized in this Article.

11.4 Procedure to be followed;

(a) Any indemnification under Section 11.1 of this Article (unless ordered by a court) shall be made by the Organization unless a determination is reasonably and promptly made that indemnification of the director, officer or employee is not proper in the circumstances because he/she has not satisfied the terms set forth in Section 11.1 of this Article.

(b) Expenses shall be advanced by the Organization to a Director, officer or employee upon a determination that such person is an Indemnified Person as defined in Section 11.1 of this Article and has satisfied the terms set forth in Section 11.3 of this Article.

(c) Any indemnification under Section 11.2 of this Article or advancement of expenses to an agent under Section 11.3 of this Article (unless ordered by a court) may be made upon a determination that the agent has satisfied the terms of Section 11.2 or 11.3 of this Article, as applicable and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity or advancement of expenses.

(d) All determinations under Section 11.4 of this Article shall be made:
(1) 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
(2) if such a quorum is not obtainable, or, even if obtainable, if a majority vote of a quorum of disinterested Directors so directed by independent legal counsel in a written opinion.

11.5 Other Rights. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, the vote of disinterested directors or otherwise, both as to action in his/her official

capacity and as to action in another capacity which holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

11.6 Insurance. The Organization shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, employee or agent of another organization, partnership, joint venture, trust or other enterprises against any liability asserted against him/her and incurred in any such capacity, or arising out of his/her status as such, whether or not the Organization would have the power to indemnify him/her against such liability under the provisions of this Article.

11.7 Exception. Anything in this Article XI to the contrary notwithstanding, no indemnification shall be required or permitted hereunder if it would constitute "self-dealing" taxable under Section 4941(d) of the Internal Revenue Code of 1954.

ARTICLE XII: AMENDMENTS

12.1 The members of the Organization shall have the authority to alter, amend or repeal these bylaws at a general membership meeting by a majority vote of members present, provided, however, that the notice of the meeting at which any such action is taken set forth specifically the proposed addition, alteration, amendment or repeal.

ARTICLE XIII: DISSOLUTION OF THE ORGANIZATION

13.1 Any vote taken by the Board on a motion to dissolve the Organization must be preceded by a special meeting of the membership to be called by the President in accordance with Section 3.4, with the sole order of business at that special meeting to be the matter or possible dissolution of the Organization. In the event the Board ultimately moves to dissolve the Organization, the resolution of dissolution may be accepted in the sole discretion of the Board by two-thirds (2/3) majority vote of the Board. Upon any such dissolution, any assets remaining after all obligations have been paid shall be distributed to a charitable cause(s) chosen by the Board that provides at least a majority of its charitable services in East Mt. Airy.