

POWELTON VILLAGE CIVIC ASSOCIATION

CONSTITUTION & BYLAWS

As approved at the Members Meeting on May 21, 2024

CONSTITUTION

Article I – Purpose

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

Article II – Objectives

- 1) To represent the residents of Powelton Village in their efforts to maintain a livable, sustainable, diverse, and safe neighborhood.
- 2) To encourage and support diverse forms of housing that support long-term residency, including owner occupancy and well managed rentals, with affordable and senior-friendly options.
- 3) To oppose misuse, poor management, and poor maintenance of properties. When possible, to offer assistance for improvement.
- 4) To oppose property speculation.
- 5) To promote the enforcement of the Powelton Village Historic District and to minimize impacts from non contributing properties or those adjoining the Historic District.
- 6) To support the provision and improvement of services, city and otherwise, in the neighborhood.
- 7) To encourage and support the creation of retail businesses and other forms of enterprise that will serve and improve the neighborhood.
- 8) To support families and children in the neighborhood by working to enhance public educational resources and recreational resources.
- 9) To preserve and enhance the green quality of the neighborhood, especially through stewardship of existing trees and the planting and care of additional trees.
- 10) To serve as the Registered Community Organization (RCO) of the Powelton Village neighborhood in matters required by the City of Philadelphia.
- 11) To represent the residents of Powelton Village on matters of neighborhood interest among neighboring community groups, institutions and agencies.
- (12) Other objectives which may arise as conditions in the neighborhood warrant.

Article III – Membership

- 1) Any individual owning real property or residing within the boundaries of Powelton Village, as defined in Section 4 of this Article, is eligible for voting membership in the PVCA.
- 2) Any local business or organization within the RCO boundaries, including fraternities and sororities, is eligible for voting membership in the PVCA with one vote, upon payment of dues. If any such business or organization chooses to run an advertisement in the Powelton Post for an entire publication cycle

(September through June), with payment in full in advance, it will not need to pay membership dues for that year.

3) The categories of membership for those who do not currently reside in, own property in, or constitute a business or organization within the RCO boundaries, do not include voting rights.

4) For the purposes of voting membership, the boundaries of the Powelton Village RCO are from the intersection of Spring Garden Street and I-76, west to the intersection with SEPTA right-of-way, north to the intersection with Brandywine St. (extended), west to the intersection with N. 39th Street, south on N. 39 Street to Lancaster Avenue, southeast along Lancaster Avenue to Saunders Avenue, south along Saunders Avenue to Powelton Avenue, west along Powelton Avenue to Sloan Street, south along Sloan Street to Filbert Street, east along Filbert Street to N. 39 Street, south along N. 39 Street to Ludlow Street, east along Ludlow Street to S. 33 Street, south along S. 33 Street to Chestnut Street, east along Chestnut Street to I-76, north along I-76 to Spring Garden Street to include a potential platform over the Railyards.

5) The Association shall have the power to regulate, in accordance with the Bylaws:

- (a) the admission of members,
- (b) the suspension or expulsion of members,
- (c) the annual dues.

Article IV - Board of Directors

1) The activities, affairs and property of the Association shall be managed, directed, and controlled by the Board of Directors (also referred to as the "Board" in this document) , vested with appropriate powers to exercise these functions.

2) The Directors of the Association shall be members of the Association, shall be full-time residents in Powelton Village, and shall have resided there for at least one year.

3) The Board of Directors shall consist of:

- [a] the Officers of the Association: (i) President, (ii) President-elect, (iii) Chair for Membership, (iv) Secretary, (v) Treasurer
- [b] the Chairperson(s) of the Standing Committees
- [c] the Editor(s) of the Powelton Post
- [d] the Immediate Past President
- [e] up to five At-Large Directors.

4) Nomination and election of Directors, designation of Standing Committees and designation of dual Committee Chairs shall be as prescribed in the Bylaws.

Article V - Meetings

1) Meetings of the entire Association (Members Meetings) shall be held at least six times per year at such times and dates as determined by the Board. Additional Members Meetings may be called, if necessary, in accordance with the Bylaws. At the discretion of the Board, Members Meetings may be held in person or virtually.

2) The times, dates, and places (if in-person) of all meetings shall be announced to all members of the Association via electronic notice at least one week in advance and via notice in the Powelton Post (or other printed form) at least 48 hours in advance of the meeting

3) A Members Meeting shall be considered to have a quorum if at least twelve members who are not Directors of the Association are present (for either in-person or virtual meetings). Attendance by at least

sixteen non-Director members shall constitute the super quorum necessary to approve Major Proposals and changes in the Constitution.

4) Members Meetings shall be conducted by the President (or the President Elect, or the Immediate Past President, in the absence of the President).

5) Meetings of the Board of Directors shall be convened at least four times per year and scheduled in accordance with the Bylaws.

Article VI - Committees

1) Standing Committees shall be constituted, converted to a non-standing committee, or dissolved by the Board in accordance with the Bylaws. The Chairpersons of Standing Committees shall be nominated and elected in accordance with the Bylaws.

2) Non-Standing Committees and Task Forces shall be constituted and dissolved by the Board as deemed necessary. The Chairperson(s) of such committees shall be appointed or dismissed by the President, subject to veto by majority vote of the Board.

3) All PVCA members in good standing are eligible to serve on Committees at the invitation of the Committee Chairperson.

Article VII - Limitations on the Board of Directors

1) Expenditures by the President, by the Board, or by any Director are limited as specified in the Bylaws.

Article VIII - Public Representation

1) No Director or Member may present themselves as a representative of the Association, or as speaker on behalf of the Association, in public meetings, in the press or other media, or with government officials, unless authorized to do so by the President or the Board.

Article IX – Amendments to the Constitution or Bylaws

1) Any proposed amendment to the Constitution must be submitted in writing at a Members Meeting one meeting prior to the meeting at which it will be voted upon and must be communicated electronically to members at least one week prior to that meeting and 48 hours in advance via the Powelton Post (or other printed form). The Constitution may be amended by a two-thirds favorable vote, a super quorum being present.

2) Any proposed amendment to the Bylaws must be submitted in writing at a Members Meeting one meeting prior to the meeting at which it will be voted upon and must be communicated to members at least one week prior to that meeting electronically and 48 hours in advance via the Powelton Post (or other printed means). The Constitution may be amended by a two-thirds favorable vote, a quorum being present.

BYLAWS

Article I – Meetings of the Association

1) A one-year schedule of meetings of the Association shall be established at the September Board Meeting, in accordance with the requirements of the Constitution. The exact dates, times, means (virtual or in-person), and, when necessary, locations of the meetings shall be made known to the members via

the Powelton Post and the PVCA website. Special Members Meetings may be called by the President under extraordinary circumstances, with as much notice as possible.

2) Conducting Members Meetings

[a] The agenda of each meeting, including significant items to be considered and the names of invited speakers, along with the notice of the meeting, shall be distributed electronically at least 48 hours prior to the meeting.

[b] At the beginning of a meeting, the President shall call the meeting to order, shall announce whether a quorum is present, shall introduce visitors and new members and shall then make a report.

[c] There shall be reports by the Chairs of the Standing Committees and by other members of the Board who have important information to convey.

[d] Any unfinished or referred business shall be transacted as necessary.

[e] New business shall be introduced and transacted as necessary.

[f] Visiting speakers shall make presentations. If necessary, visitors may be allowed to speak directly after the President's report.

[g] A motion for adjournment shall be made, seconded, and approved.

Article II - Board of Directors

1) General

[a] The Directors of the Association shall serve without salary, serve terms of one year, and may serve additional terms. The term year for a Director shall be from July 1 through June 30

[b] A one-year schedule of Board Meetings shall be established at the September Board meeting, specifying the dates of the meetings. The specific time and place of meetings (or means to be used for virtual meetings) shall be communicated to members of the Board electronically at least one week prior to the meeting.

[c] At all Board Meetings, attendance (in person or virtually) by ten 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, except that the Director presiding at each such meeting shall vote only when a tie may occur.

2) Duties of Directors

[a] President

It shall be the duty of the President to:

- preside at all meetings of the Association
- preside at all meetings of the Board or designate another Director to do so
- enforce a strict observance of the rules and customs of the Association
- see that all Directors perform their respective duties
- 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)
- call a special Members Meeting
- appoint before the March meeting of the Board a fiscal review committee of three (3) members of the PVCA to be approved at the March Members Meeting. The committee shall review the books and papers of the Association, and report its findings to the Association at the May Members Meeting.
- perform such other duties as the Association or the Board shall require.

[b] President-Elect

It shall be the duty of the President-Elect to render the President such assistance as required and in the absence of the President, perform the President's duties.

[c] Immediate Past President

It shall be the duty of the Immediate Past President to render the President such assistance as required and in the absence of both the President and the President-Elect to perform the President's duties. The Immediate Past President shall constitute a Nominations Committee with sufficient time to present a list of nominees at the May membership meeting. They shall also serve as the Chair of the committee.

[d] Chair of Membership

It shall be the duty of the Chair of Membership to seek the membership and payment of annual dues of qualified individuals, businesses and organizations wishing to be affiliated with the Association and to maintain the official membership list of the Association. At the expiration of the term of the Chair of Membership, all possessed Association books, records, or other property shall be delivered to the succeeding Chair of Membership.

[e] Secretary

It shall be the duty of the Secretary to 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, initiate and answer such Association correspondence as shall be authorized at Board and Member meetings, and hold such books and papers at all times in readiness for inspection by those duly authorized. The Secretary shall notify candidates of their election and notify each Director of the expiration of the term of their office. At the expiration of the Secretary's term, all possessed Association books, records, or other property shall be delivered to the succeeding Secretary.

[f] Treasurer

It shall be the duty of the Treasurer to keep a true account of the assets and obligations of the Association, receive all monies due the Association, discharge all authorized debts, deposit all funds of the Association in the name of the Association in accounts approved by the Board of Directors, and provide written or verbal reports to the Board of Directors as required. At the expiration of the Treasurer's term, all possessed Association books, records, or other property shall be delivered to the succeeding Treasurer.

[g] Standing Committee Chairs.

It shall be the duty of the Chairperson (or Co-Chairpersons) of each Standing Committee to name the other members of such committee, be responsible for the work of the committee as defined by the Association and as directed by the Board, and to make reports of such work to them and the Association.

[h] Editor(s) of the Powelton Post

It shall be the duty of the Editor(s) of the Powelton Post to be responsible for the publication of the Powelton Post on a schedule determined by the Board, and to collect payments from Post advertisers.

[i] At-Large Directors

It shall be the duty of At-Large Directors to do such work as assigned by the President or the Board.

3) Nomination and Election of Officers and Standing Committee Chairs

[a] A Nominating Committee shall be constituted by the Immediate Past President to prepare a slate of candidates for the Association's officers, standing committee chairs, Editor(s) of the Powelton Post and At-Large Directors. This slate shall be presented at the May Members Meeting, at which

additional nominations will be in order. A final list of nominees shall be communicated to the members prior to the June Members Meeting.

[b] The election of Directors to serve as Officers, Chairpersons of the Standing Committees, Editor(s) of the Powelton Post and At-Large Directors shall take place at the June Members Meeting. The election shall be presided over by the Immediate Past President.

[c] Additional At-Large Directors may be appointed by the President at any time and confirmed by a majority vote of the member at the next regularly scheduled meeting of the Association following their appointment. The terms of At-Large Directors shall end at the same time as the terms of the other Directors.

4) Vacancies on the Board of Directors

[a] In the event of the vacancy in the office of the President, the President-Elect shall become the President for the remainder of the President's unexpired term.

[b] In the event of any other vacancy on the Board, except the Immediate Past President, the President shall appoint an interim Director to serve out the unexpired term (subject to veto by a majority vote of the Board).

5) Indemnification of Directors

Directors 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 in any legal action arising as a result of service to the Association, against any legal fees and judgments. 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 against any liability asserted against them as a result of their service to the Association. This insurance shall also cover any member of the Association acting on its behalf with the knowledge and approval of the Directors.

Article III – Fiscal Practices

1) The Fiscal Year of the Association shall be July 1 to June 30.

2) The Treasurer shall prepare a budget for the fiscal year to be voted upon by the Board at its September meeting.

3) The organization's fiscal records maintained by the Treasurer shall be shared with the Board at its meetings.

4) Limitations on Expenditures: Expenditure of PVCA funds shall be as follows:

[a] Routine expenditures such as printing of the Powelton Post, D&O insurance, meeting room rentals and holiday party rentals shall not require members approval.

[b] The Board, by simple majority vote, may authorize up to \$5,000 in expenditures in any one-month period. At the following Members Meeting, the President's report shall include any expenditures exceeding \$1,000.

[c] Members approval with a quorum present and via simple majority vote must be obtained for any single expenditure in excess of \$5,000 except for expenditures resulting from a grant to the Association, although these must be included in the President's report to the members.

Article IV – Time, Method and Eligibility for Voting

- 1) The membership year shall run from January 1 to December 31. Dues must be paid before the January members meeting to retain voting privileges but members from the previous year will continue to receive the Powelton Post and electronic notifications until the March Member Meeting. During this grace period they may immediately restore their voting privileges upon payment of dues. New members may join at any time but may not vote until the 30th day following receipt of their dues. Previous members who do not pay their dues by March shall have an eight-day voting delay upon renewing. New members joining before the June Members Meeting must pay the full membership dues; those joining after the June meeting may pay one-half the prevailing dues.
- 2) Any motion for an action to be taken by the Association may be challenged as a “major proposal” by a voting member in attendance at the meeting. If a majority of members in attendance agree, it shall be referred to the Board for evaluation, unless special circumstances exist that require faster action.
- 3) If special circumstances exist, and a super quorum is present at the Members Meeting, such a major proposal may be approved without delay by a three-fourths majority.
- 4) Except in the case of Section 3, a motion that gets designated as a major proposal must be submitted in writing to the President at the meeting during which the motion is made. It shall then be communicated to the members via the Powelton Post and electronically along with the notice of the subsequent Members Meeting. It shall also be referred by the President to the appropriate standing committee for evaluation – and such evaluation shall be presented to the members at the subsequent Members Meeting, at which a vote may be taken if a super quorum is present. It shall require a two-thirds majority for approval.
- 5) All votes for endorsement by the Association of any major proposal or any amendment of the Constitution or Bylaws of the Association shall be by secret ballot if requested by any member present and eligible to vote.
- 6) In any ballot, only members of the Association satisfying Article IV / Section 1 of the Bylaws and Article III of the Constitution shall be eligible to vote. If the issue of voting eligibility is raised, the Chairperson for Membership shall determine who in attendance is eligible to vote.
- 7) No member shall have more than one vote on any measure. In the case of household memberships, up to two adults who are members of the household may vote. An individual member who also represents an organizational/business member can choose to vote either as an individual or as the representative of the organization.

Article VI - 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.