

# FISHTOWN NEIGHBORS ASSOCIATION BYLAWS

Adopted October 1, 2015

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## **ARTICLE 1 - NAME**

The name of this organization shall be Fishtown Neighbors Association, Incorporated (hereinafter “Association”). The Association is a domestic nonprofit corporation, organized under the Pennsylvania Corporations Code (hereinafter “Code”).

## **ARTICLE 2 - PURPOSE**

The purpose of the Association is exclusively charitable and educational as set forth in the Articles of Incorporation. In pursuing such purposes, the Association may undertake any activities permitted under the Code but shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

## **ARTICLE 3 - OFFICE**

The registered office of the Association shall be at such location in Fishtown in Philadelphia, Pennsylvania as the Board of Directors (hereinafter “Board”) may from time to time determine.

## **ARTICLE 4 - BOUNDARIES**

The boundaries of Fishtown are from the Delaware River to Laurel Street, Laurel Street to Front Street, Front Street to Norris Street, Norris Street to Trenton Avenue, Trenton Avenue to Frankford Avenue, Frankford Avenue to York Street, York Street to the Delaware River. All border streets include odd and even addresses.

## **ARTICLE 5 - MEMBERS**

**5.1 Member Eligibility.** The Association shall have one class of Members consisting of those persons who are eligible for membership. Membership in the Association shall be limited to residents of Fishtown who are eighteen (18) years of age or older or any Business Entity, as defined below, whose principal place is located in Fishtown. A Business Entity is any Corporation, including but not limited to Professional, Non-Profit, S, and C, Limited Liability Company, Limited Partnership, Limited Liability Partnership, General Partnership, Joint Venture, or any other business form required to register with the Commonwealth of Pennsylvania in order to transact business. An applicant for membership must show proof of age and Fishtown residency or business operation and shall pay annual dues in an amount determined by the Board. The Board may establish additional criteria for membership eligibility by resolution.

**5.2 Annual Dues.** Dues for the various classes of membership shall be as determined by the Board from time to time and shall be billed on an annual basis. No member whose dues for the then current year have not been paid in full shall be entitled to vote at Membership Meetings.

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## ARTICLE 6 – MEMBERSHIP MEETINGS

**6.1 General Membership Meetings.** General Membership Meetings shall be held on a recurring day and week every month of the year, except for the months when the Board cancels or changes the meeting date and provides at least (5) five days notice to the Membership in accordance with Article 13.

**6.2 Annual Membership Meeting.** The Annual Membership Meeting shall be held on the same recurring day and week as all other General Membership Meetings, except for when the Board cancels or changes the meeting date to a different date in November and provides at least five (5) days written notice to the Membership in accordance with Article 13.

**6.3 Special Membership Meetings.** Special Membership Meetings may be called by the majority of the Board or at the written request of 10% of the Membership. Members shall be given at least (5) five days notice to the Membership in accordance with Article 13.

**6.4 Location of Membership Meetings.** All Membership Meetings shall be held at a location designated by the Board and Notice shall be given in accordance with Article 13.

**6.5 Conduct of Meetings.** All meetings of the Members shall be called to order and presided over by the President, and in his or her absence, the Vice President, and in his or her absence, a person as may be designated by the Board that is present at such meeting.

**6.6 Quorum.** A quorum at any Membership Meeting shall consist of those voting members present, one Officer of the Board of Directors and three other Directors.

**6.7 Voting.** Each Member shall be entitled to one vote at any Membership Meeting. Unless otherwise required by these Bylaws, a vote is made by show of hands or by ballot, to be determined by the Board in every instance. Proxy voting and cumulative voting shall never be permitted. At any time that there shall be a sole Member of the Association, the sole Member shall act by written statement of the action, which shall be filed with the Recording Secretary. At the Annual Membership Meeting, voting shall be limited to Members in good standing that have attended a minimum of three (3) previous General Meetings during the then current calendar year.

## ARTICLE 7 - BOARD OF DIRECTORS

**7.1 Board Powers.** The Board of Directors shall manage the business and affairs of the Association, except as otherwise required by the Code, these Bylaws or Board resolution.

**7.2 Standard of Care.** In performing his or her duties, a Director shall be entitled to rely in good faith upon information, opinions, reports or statements, including financial statements and other

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financial data, in each case prepared or presented by (i) one or more officers or employees of the Association whom the Director reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith, however, if such Director has knowledge concerning a matter that would cause his reliance on any of the foregoing to be unwarranted.

**7.3 Qualifications of Directors.** In order to be eligible for election or appointment as a Director, an individual must meet these qualifications at the time of election or appointment:

1. Membership in the Association;
2. Fishtown residency; and
3. Have attended, at a minimum, six (6) FNA membership meetings, committee meetings or Association events in the last twelve (12) months.

This section shall not apply to incumbent Directors on the effective date of this section.

An Officer may resign their duties as an Officer and become an at-large Director during any term with no repercussion. However, a Director who resigns from the Board before the end of their term shall be disqualified from election to the Board for one election immediately following their resignation.

**7.4 Director Elections.** Nominations for Directors shall open at the October General Membership Meeting and close one week prior to the November General Membership Meeting. Nominations shall be made from the floor at the October meeting or via electronic mail or web form, as established by the Board. Directors shall be elected at the Annual Membership Meeting. Voting shall be limited to Members in good standing who have attended a minimum of three (3) previous General Membership Meetings during the then current calendar year and who attend the Annual Membership Meeting. Proxy voting and cumulative voting shall never be permitted. Any person meeting the conditions of 7.3 shall be eligible to serve as a Director. Directors may be elected to unlimited consecutive terms.

**7.5 Board Composition.** The Board shall consist of not fewer than five (5), nor more than eleven (11) persons. Five (5) Directors shall be Executive Officers. The Board may appoint persons qualified under 7.3 to serve as Directors up to the authorized complement.

**7.6 Director Terms.** Directors shall be elected for one-year terms, or until a successor is elected and qualified. Directors may serve for multiple terms.

**7.7 Director Removal.** Any Director may be removed from the Board, with or without the assignment of any cause, by a majority vote of the Board at a Board Meeting. A Director may also be

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removed by the Membership. The Membership must have a petition signed by 30% of the Membership requesting a meeting to hold a vote to remove a Director. A majority vote of Members at that Membership Meeting will result in the removal of that Director. Written notice of the intention to consider removal of such Director must be included in each Meeting Notice. No Director shall be removed without having the opportunity to be heard at such Meeting, but no formal hearing procedure need be followed.

## ARTICLE 8 - OFFICERS

**8.1 Officer Positions.** The Executive Officers of the Board shall include a President, a Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer. Officers shall be elected by the Directors from among the Directors at the Annual Board Meeting. Other Officer positions may be added or removed by majority vote of the Board.

**8.2 Duties.** Officers of the Board shall include:

(a) President. The President shall preside at Board and Membership Meetings; exercise general supervision over the activities of the Association; respond to press inquiries; represent the Association in all matters requiring representation before appropriate agencies or designate another Director to do so; appoint a Director to handle issues that may arise; and have the power to call an executive session in any meeting conducted by the President.

(b) Vice President. The Vice President shall assist the President and shall, in the absence of the President, assume the duties and responsibilities of that office.

(c) Recording Secretary. The Recording Secretary shall keep the minutes of all of the Association meetings, which shall be an accurate and official record of all business conducted, and shall be the custodian of Association's records.

(d) Corresponding Secretary. The Corresponding Secretary shall be responsible for notifying the membership of the time and place of meetings and shall prepare and distribute official correspondence of the Association.

(e) Treasurer. The Treasurer shall collect all dues and keep an accurate account thereof; deposit all funds in a bank approved by the Association; make an accounting of receipts and disbursements at each Membership Meeting of the Association; and file such reports as may be required by law.

**8.3 Officer Removal.** Any officer may be removed from their position by a majority vote of the Board, whenever in its judgment the best interests of the Association will be served thereby. An officer can be entirely removed from the Board under 7.7.

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## ARTICLE 9 - BOARD MEETINGS, QUORUM, AND VOTES

**9.1 Regular Board Meetings.** Regular Board Meetings shall be held as determined by the President, but at least once per month.

**9.2 Annual Board Meeting.** The Annual Board Meeting shall be held in December of every year, at a time, date and place mutually agreed upon by the incoming Directors.

**9.3 Special Board Meetings.** Special Meetings of the Board may be called by the President or by one-third of the Board at any time. At least five (5) days notice shall be given in accordance with Article 13.

**9.4 Teleconference Meetings.** Any Director may participate in a meeting of the Board or any committee thereof, circumstances permitting, by means of a telephone or comparable communications equipment by which all persons participating in the meeting can hear and participate.

**9.5 Quorum.** A majority of all Directors shall constitute a quorum for the transaction of business at any meeting, and the acts of a majority of the Directors present at a duly convened meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Code or these Bylaws. In the event there is a tie vote, the vote fails.

**9.6 Vote.** Every Director shall be entitled to one (1) vote per issue.

**9.7 Unanimous Consent of Directors in Lieu of Meeting.** Any action that may be taken at a Board Meeting may be taken without a Meeting if the action is set forth in writing, put to the full Board for vote, and unanimous consent is achieved. These actions shall be filed with the Recording Secretary.

**9.8 Waiver of Notice.** Whenever any written notice is required to be given to the Director by law, or pursuant to these Bylaws or the Articles, a waiver thereof that is filed with the Recording Secretary in record form, signed by the Director entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

## ARTICLE 10 - COMMITTEES

**10.1 Establishment.** The Board may establish new ad-hoc or permanent committees by resolution. Each committee shall have a committee member that also serves on the Board of Directors, who will be chosen by majority vote of the Board.

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**10.2 Powers of Committee Chairs.** A Committee Chair shall have the power granted by Board resolution. If any person who is not a Director is appointed to any committee of the Board, such non-Director shall have no right to vote on any question that would create a binding obligation of the Association.

**10.3 Committee Chair Appointment and Removal.** The Board shall confirm the selection of Committee Chairs by majority vote of the Board. Any Committee Chair may be removed from their position by a majority vote of the Board. Written notice of the intention to consider removal of such Committee Chair must be included in the Meeting Notice. No Committee Chair shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

**10.4 Committee Members.** Committee Chairs shall have the discretion to add members to the committee from among the Membership of the Association. Further, Committee Chairs and/or the Board shall have the discretion to remove committee members, with or without cause. If the Committee Chair and the Board disagree on whether to remove a committee member, the vote of the Board shall be determinative.

**10.5 Finance Committee.** The Finance Committee is a permanent committee of the Board. The Finance Committee shall be responsible for presenting a proposed budget to the Board of Directors for approval; reviewing Association financial statements and accounting procedures; arranging for an independent audit of the accounts of the Association and making annual reports to the Board of Directors on the results of that audit; reviewing internal controls; reviewing the annual tax information return before it is filed with the Internal Revenue Service; and developing and administering plans and procedures for raising the funds necessary to finance the operations of the Association. The Treasurer and the President, or her or his designee, shall serve as members of the Finance Committee.

**10.6 Zoning Committee.** The Zoning Committee is a permanent committee of the Board. The Zoning Committee shall consist of a Committee Chair and committee members. The leadership and membership of the Zoning Committee shall be determined in accordance with guidelines prepared by the Zoning Committee and approved by the Board, but Section 10.4 of these Bylaws applies.

**10.7 Beautification Committee.** The Beautification Committee is a permanent committee of the Board. The Beautification Committee shall consist of a Committee Chair and committee members. The membership of the Beautification Committee shall be determined in accordance Section 10.4 of these Bylaws.

**10.8 Creation and Composition of Advisory Committees.** The Board may establish ad-hoc or permanent Advisory Committees. An Advisory Committee shall consist of a Committee Chair and committee members. In instances where the input of an Advisory Committee is needed on short

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notice, and it is not possible to call a Special Board Meeting, the Committee Chair may make a recommendation directly to the President.

## **ARTICLE 11 - BOARD DESIGNEES**

The Board shall appoint all Members who serve as designees to outside groups and organizations by majority vote. The Board may remove Members serving as designees to outside groups or organizations by a majority vote, with or without cause.

## **ARTICLE 12 - RESIGNATIONS AND VACANCIES**

**12.1 Resignations.** Any Member, Director, Committee Chair or Designee of the Association may resign such position at any time. Resignation shall be made in writing and take effect from the time of its receipt by the Association, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

**12.2 Filling Vacancies.** If a vacancy exists among the positions available for Directors, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification or otherwise, the Directors in office may choose a person or persons who may serve as a Director for the remainder of the applicable term, as long as they are eligible under section 7.3. If at any time there shall be no Members, the Directors may select a person or persons who shall become the Members of the Association. If a vacancy exists among the positions available for Association Committee Chairs or Designees, by reason of death, resignation, disqualification, or otherwise, the Board may choose a person or persons who can serve for the remainder of the applicable term.

## **ARTICLE 13 - NOTICE**

**13.1 Notice Requirements.** Whenever Notice is required by these Bylaws, it may be given by sending a copy thereof by first class mail or electronic mail, to that person's address or email address appearing on the books of the Association. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, or in the case of electronic mail, when dispatched. Such notice shall specify the place, day, and time of the meeting, the general nature of and purpose of the meeting, and any other information that may be required by the Code or these Bylaws.

**13.2 Waiver of Notice.** Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

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**13.3 Electronic Mail.** Any action that may be done, or is required to be done, in writing under these Bylaws or the Code, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

## ARTICLE 14 - FINANCES

**14.1 Fiscal Year.** The fiscal year shall begin on the first day of January and end on the last day of December.

**14.2 Reports to Membership.** The Board shall present Operating and Committee Budgets to the General Membership annually. At each General Membership Meeting, a copy of the ledgers for the preceding month will be available for the membership to review along with a verbal report by the Treasurer.

**14.3 Annual Budget.** Each year the Board shall approve an itemized budget of projected income and expense for the fiscal year.

**14.4 Expenditures.** An expenditure of the Association's funds or a financial commitment in its name of three hundred dollars (\$300) or more shall be made only if the expenditure or commitment is approved by majority vote of the Board, or if it is made pursuant to an itemized budget approved by a majority vote of the Board. No commitments over \$300 may be made, nor funds withdrawn from any bank or savings account of the Association, except upon a check, draft, or order signed by the President, Vice-President, or the Treasurer. Amounts over \$1,000 must be signed by two of the following officers: President, Vice President, Treasurer, or Recording Secretary. Expenditures beyond that which are not part of the adopted budget shall require board approval.

## ARTICLE 15 - LIABILITY AND INDEMNIFICATION

**15.1 General Rule.** A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless: (a) the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in the Code and any amendments and successor acts thereto; or (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Provided, however, that the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law. Any amendment or repeal of this Section or adoption of any other provision of these By-laws or the Articles which has the effect of increasing Director liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal or other provision.



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**15.2 Indemnification.** The Association shall indemnify any officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Association) (a “Proceeding”) by reason of the fact that such person is or was a representative of the Association, or is or was serving at the request of the Association as a representative of another domestic or foreign Association for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Association, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Association unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Association is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

**15.3 Procedure.** Unless ordered by a court, any indemnification under Section 15.2 or otherwise permitted by law shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made: (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; (2) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or (3) by the Members.

**15.4 Continuing Right to Indemnification.** The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of the Association and shall inure to the benefit of the heirs, executors and administrators of such person.

**15.5 Other Rights.** This Article shall not be exclusive of any other right that the Association may have to indemnify any person as a matter of law.

**15.6 Advancement of Expenses.** The Association shall advance expenses incurred by an officer or Director who may be eligible for indemnification pursuant to this Article in defending a Proceeding

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unless such Proceeding is brought against the person by or in the right of the Association, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Association.

## ARTICLE 16 - AMENDMENTS

**16.1 Articles of Incorporation.** The Articles of Incorporation of the Association may be amended by a majority vote of Members at any duly convened Membership Meeting, after ten (10) days notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

**16.2 Bylaws.** The Bylaws may be amended by a majority vote of Members at any duly convened meeting Membership Meeting, after ten (10) days notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

## ARTICLE 17 - MISCELLANEOUS

**17.1 Parliamentary Authority.** The rules contained in the then-current edition of Robert's Rules of Order shall guide the Association in all meetings of Members to the extent that they are not inconsistent with these Bylaws, any special rules of order of the Association and any statutes or regulations applicable to the Association.

**17.2 Conflicts of Interest.** The Board will adopt a Conflicts of Interest Policy and set forth at Exhibit A to these Bylaws by July 1, 2016.

**17.3 Headings.** In interpreting these Bylaws, the headings of articles shall not be controlling.

**17.4 Bond.** If required by the Board, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board shall determine.

**17.5 Subventions.** The Association shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Code and to issue certificates therefore.

**17.6 Community Referendum.** At the sole discretion of the Board, certain issues may be of general importance to certain areas within or the entirety of the Fishtown Community, the boundaries of which may be determined by the Board with respect to the issue under consideration. In such instances, the Board may hold a Community Referendum open to residents, business entities, or other institutions within the Community, whether or not they are Members of the Association. Business entities and institutions shall have one authorized representative who may vote; household members

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over the age of 18 shall have one vote each. The Board may accept the results of such a Community Referendum, but is not required to do so.

**17.7 Governing Law.** The Association is governed by the Code.