

BY-LAWS
of the
SOCIETY HILL CIVIC ASSOCIATION
(a Pennsylvania Not-for-Profit Corporation)
(as restated _____, 2022)

Article I
NAME

The name of this non-profit corporation is Society Hill Civic Association. It is hereinafter referred to in these By-Laws as the "Association."

Article II
JURISDICTION

The Association shall be primarily concerned with the area contained within the midlines of 8th, Lombard, Front, and Walnut Streets, as augmented by the boundaries established by the Society Hill Historic District (see attached map), and as expanded on the eastern boundary to the Delaware River between Lombard and Walnut Streets. For areas along our boundary that are of interest to other civic associations, the Association will endeavor to work cooperatively with such associations regarding membership and on issues of mutual interest.

Article III
PURPOSE

The aims and purposes of this Association are set forth in the Articles of Incorporation.

Article IV
MEMBERSHIP

A. Membership. There shall be three classes of membership in the Association:

1. Regular Membership: Any person at least 18 years of age who resides, or who owns residential property, for at least part of each year in the community described in Article II and who submits an application to the Association to become a regular member and who pays the dues as required under Section B hereafter.

2. Associate Membership: Any person not so residing or owning residential property in such area who submits an application to the Association to become an associate member and who pays the dues as required under Section B following.

3. Business Membership: Any business who submits an application to the Association to become a business member and who pays the dues as required under Section B following.

B. Dues. Dues shall be as determined by the Board of Directors. Dues will be waived automatically upon application to the Treasurer by any person who states that to pay dues would be a hardship. Upon payment of dues, or receipt by the Treasurer of such a request for waiver, an eligible person or business shall become a regular, associate or business member. Dues shall relate to the period January through December 31 of each year. The Treasurer shall send bills for dues to existing members by November 1 of each year. Reminder notices shall be sent by December 15 of each year and if dues are not paid, or waivers requested, by such members prior to December 31, they shall be dropped from membership as of such January 1.

C. Voting. Each regular member shall be entitled to one vote at all elections and meetings except that only persons eligible for regular membership who have paid dues, or filed appropriate waivers, by the preceding March 31st shall be entitled to vote at the next annual meeting held after such date.

D. Membership Meetings and Elections. (as amended 11/18/20)

1. Annual Meeting and Election of Directors and Officers: The annual meeting and election of officers and directors shall be held during the second or third full week of May of each year. The annual election may but need not be held in connection with a regular membership meeting.

2. Regular Member Meetings: There shall be at least one regular meeting of members in the first calendar quarter, second calendar quarter, third calendar quarter and fourth calendar quarter, for a total of four regular meetings.

3. Special Meetings of Members: Special meetings of the members may be called at any time by the President, the Board, or not fewer than 25% of the regular members. Upon the written request of any person or persons entitled to call a special meeting of the members, the Secretary shall fix the date and time of the meeting, which shall be held no more than 60 days after receipt of the request, and shall give the notice required by Section E following. If the Secretary shall fail to give the required notice, then the person requesting the special meeting may do so.

4. Authority to Delay Member Meetings: All membership meetings, including the annual election meeting, may be delayed by the vote of the Board, if the Board determines that the meeting should not be held due to a pandemic, civil unrest or other emergency that would make the meeting inadvisable or unsafe.

5. Place, Time and Manner of Meetings: All physical meetings of members shall be held within the jurisdiction of the Association as described in Article II, after 7 p.m., but need not be held at the registered office of the Association. All meetings of members may be held remotely by using audio and/or video participation methods such as “zoom” or its equivalent. Advance notice of a remote meeting must be given to the membership by e-mail blast and by publication on the Association’s web site, in advance of the date of the meeting. The notice must state the date and time of the meeting and provide the method by which the members may sign into the meeting. Remote meetings will be conducted with technology that allows all signed in members to hear the proceedings and be heard by those present at the meeting (upon being recognized by the moderator

of the meeting). There is no requirement for the Association to provide for electronic communications devices to its members. A member who is able to participate by electronic communication device (telephone, computer, iPad or android, or any similar device or means) shall be counted as present for quorum purposes and shall be entitled to vote on matters as if the member were present at the meeting.

E. Notices. Written notice of the time, place, and date of and the nature of the business to be transacted at all membership meetings shall be sent to each member at least one week in advance of the date set for such meeting, except that the notice of the annual election and a notice of a meeting called to consider (i) the assumption of a liability by the Association in excess of the Association's current assets less outstanding obligations, (ii) alteration, amendment, or repeal of these by-laws or (iii) dissolution of the Association shall be sent to each member at least two weeks in advance of such meeting or election.

F. Quorum. The presence at any meeting or annual election of 10% of the regular members entitled to vote, but in any event not less than 50 regular members, shall constitute a quorum for the transaction of any business which may properly come before the meeting or election. The acts of a majority of the persons present and entitled to vote shall be the acts of all members, except that (i) alteration, amendment, or repeal of these bylaws shall require the approval of at least two-thirds of such persons, and (ii) dissolution of the Association shall require the approval of at least three-fourths of such persons.

Article V BOARD OF DIRECTORS

A. General Powers. The property, affairs, and business of the Association shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Association and to committees such powers as provided for in these By-Laws.

B. Composition. The Board of Directors shall consist of the following persons, each of whom shall be at least 21 years of age and a regular member of the Association:

1. **Officers:** the persons elected as President, First Vice President, Second Vice President, Secretary, and Treasurer, as set forth in Article VI.

2. **Quadrant Directors:** the 12 persons elected from quadrants, as set forth in Section C(3) following.

3. **Directors-at-Large:** the 8 persons elected at-large, as set forth in Section E following.

4. **Designated Directors:** the four persons designated by owners' or residents' associations, as set forth in Section D following.

5. **Continuing Director(s):** the person(s) who served previously as president, as set forth in Section F following.

C. Establishment of Quadrants, and Quadrant Directors.

1. Four Quadrants. There shall be four districts (hereafter Quadrants), a Northeast Quadrant, a Southwest Quadrant, a Southeast Quadrant and a Northwest Quadrant, which shall be created by establishing (a) a line from north to south down the middle of Fourth Street, and (b) a line from east to west down the middle of Spruce Street. The Board by a 75% vote of those present may adjust boundary lines and may add districts. Each quadrant shall have three quadrant directors on the Board of Directors.

2. Nomination of Quadrant Directors. Members to fill positions as quadrant directors may be nominated by petition signed by at least ten regular members from within their respective quadrants. Persons may also be nominated for such positions by the Nominating and Elections Committee as set forth in Article VIII.

3. Quadrant Director Elections. One person from each quadrant shall be elected as a quadrant Director each year at the annual election by regular members of that quadrant for a term of three years or until a successor is elected, such term beginning on the first day of June following such election.

4. Vacancies. If a vacancy occurs in the office of any quadrant director, a regular member residing in such Quadrant shall, following timely recommendation of the Nominating and Elections Committee, be elected by the Board to serve until the next annual election meeting at which time the regular members of that quadrant shall elect a successor to serve for the remainder of that term.

5. Successive Terms. No quadrant director shall serve more than one three-year term in succession, except that (a) this restriction shall not prevent any person from immediately thereafter serving as an officer or designated director or director-at-large, and (b) any quadrant director elected to fill a vacancy, and who has not served more than two years in that capacity, may be elected to serve a successive full term of three years.

D. Designated Directors. The owners' or residents' associations of Hopkinson House, Independence Place, Society Hill Towers, and Penn's Landing Square shall each designate one of their members to serve a term of one year as a designated director. The person so designated shall meet all of the requirements set forth herein for eligibility to serve as a member of the Board of Directors. Any vacancy shall be filled by the particular association. No designated director shall serve more than three successive one-year terms, but this restriction shall not prevent any such person from immediately thereafter serving as an officer or director-at-large or quadrant director.

E. Directors-at-Large. Eight directors-at-large shall be elected by the regular members at the annual election to serve a one-year term or until their successors are duly elected, such terms to begin on the first day of June following such election.

A member may be nominated for election as a director-at-large by petition signed by at least 10 regular members. Members may also be nominated by the Nominating and Elections Committee as set forth in Article VIII. A vacancy occurring in the office of director-at-large shall, following timely recommendation of the Nominating and Elections Committee, be filled by the Board of Directors for the unexpired portion of the term.

No director-at-large shall serve more than three successive one-year terms, but this restriction shall not prevent such person from immediately thereafter serving as an officer or designated director or quadrant director.

F. Continuing Director(s). A person who has served at least two years as President shall, upon the expiration of his or her last year as President, be deemed to be a Continuing Director and may serve in that capacity for three successive years (except that such person shall not be a Continuing Director at any time such person is an officer or director under B(1) through B(4) above). A Continuing Director shall have all of the rights and obligations of any other director.

G. Board Participation and Attendance at Meetings. Board members are required to support the Association and to devote substantial time to the Association's activities, including participation on at least one committee or special project.

If, at any time after the sixth meeting of the Board in any fiscal year, any director (other than the continuing director) shall have attended less than half of the meetings of the Board during that fiscal year, that director's term shall then terminate, provided that the director may be reinstated by a majority vote of the remaining directors at any time prior to the filling of the vacancy as hereinafter provided.

H. Board Meetings. The Board of Directors shall meet at least once a month during each month of the year except July and August at such time and place as the Board may determine. Special meetings of the Board may be called by the President or by at least five members of the Board.

I. Notice. Notice of the time, method, and place of any meeting of the Board shall be given to each director not less than 48 hours before the time of the meeting. Notice of any special meeting shall also include its purpose. Notice may be given by U.S. mail, telephone, telefax or e-mail.

J. Emergency Meetings. For Extraordinary Emergencies, meetings may be called on less than 48 hours' notice, by agreement of $\frac{1}{2}$ of all directors, as confirmed or ratified by email or other writing or vote at such meeting.

K. Remote Participation. Board Directors may be permitted to participate by telephone or by other means where they can hear the proceedings and be heard by those present at the meeting. Meetings of the Board of Directors may be held remotely by using audio and/or video participation methods such as "zoom" or its equivalent. Remote meetings will be conducted with technology that allows all signed in members to hear the proceedings and be heard by those present at the meeting (upon being recognized by the moderator of the meeting). A director who can participate by electronic communication device (telephone, computer, iPad or android, or any similar device or means) shall be counted as present for quorum purposes and shall be entitled to vote on matters as if the member were present at the meeting. There is no requirement for the Association to provide for telephonic or other electronic communications devices at any meeting.

L. Quorum. The presence of 15 directors at any board meeting (including those participating pursuant to Section K above) shall constitute a quorum for the transaction of any business which may properly come before the meeting.

M. Minimum Vote Required for Official Action. The act of a majority of the Directors present at a meeting at which a quorum is present (as provided in Section L above) shall be the official act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws; provided, however, that in no event may any official action be taken without at least seven affirmative votes.

N. Informal Action. Any action required by law to be taken at a meeting of Directors or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Consent by e-mail shall be deemed consent in writing.

O. Limitations on Powers of Board. The Board of Directors shall not have the authority without the prior approval of the members to make any contract whereby the Association shall be liable, directly or indirectly, in an amount in excess of the Association's current assets less any outstanding obligations.

P. Conflict of Interest. When any member of the Board of Directors has a direct or indirect substantial financial interest in a matter, or where a family member of such director has such an interest, the director shall disclose such interest at the earliest opportunity, and may thereafter participate in the discussion but may not vote on such matter. Provided, this provision shall not apply where the "financial interest" of the director is only the possible impact the matter may have on the value of the director's residence. The Board by a 60% vote of those present may augment these provisions by promulgating a conflict of interest policy. Such policy may be more (but not less) stringent than provided herein, and such policy, as modified from time to time, shall be effective as if a part of these by-laws. Board members are encouraged to refrain from voting if there is an appearance of such a conflict of interest.

Article VI OFFICERS

A. General: Designation of Officers, Powers, Election, Limitation on Terms, and Vacancies.

1. Officers. The officers of the Association shall be a president, a first vice president, a second vice president, a secretary, a treasurer, and such other officers as the Board may specify. A person must be a regular member to be nominated, to be elected, and to serve.

2. Additional Powers. In addition to the powers and duties set forth elsewhere in these by-laws, each officer shall have such additional powers and duties as the Board may determine by resolution.

3. Nomination and Election. A regular member may be nominated to be an officer by petition signed by at least ten regular members and may also be nominated by the Nominating and Elections Committee as set forth in Article VIII. The officers shall be elected by the regular members at the annual election to serve for one year terms or until their successors are duly elected, such terms to begin on the first day of June following such election.

4. Limitations on Successive Terms. No person shall serve more than three successive terms as President, as First Vice President, or Second Vice-President, except that any President or Vice President who had been elected to fill a vacancy may thereafter be elected to serve three successive full terms. The President and Vice Presidents, may not serve as President or as a Vice President, after completion of three successive full terms, until two years have passed after the end of their expired term, except Vice Presidents may serve in a higher office without the two year gap, for example a Second Vice-President may serve as First Vice-President or President, and the First Vice-President may serve as President. The term restrictions above shall not prevent any person, after serving for three successive terms as President or a Vice President, from immediately thereafter serving as a quadrant director, designated director, a director-at-large, the Treasurer or the Secretary. The Secretary and Treasurer may serve successive terms without limitation.

5. Vacancy. A vacancy in any office because death, resignation, removal, disqualification, or otherwise, shall, following timely recommendation of the Nominating and Elections Committee, be filled by the Board of Directors for the unexpired portion of the term.

B. President. The President shall control and manage the property, business, and affairs of the Association, subject to the policies and directions of the Board and the members. The President shall preside at all meetings of the members and of the board of directors, and shall be an ex-officio member of all committees other than the Nominating and Elections Committee. The President's duties may devolve upon a Vice-President as set forth in the following section.

C. First Vice President. The Vice President shall perform such duties as may be assigned by the Board or the President. If the President is unable to perform any required duty, then the Vice President shall function in his or her stead.

D. Second Vice President. The Second Vice President shall perform such duties as may be assigned by the Board or the President. If the First Vice President is unable to perform any required duty, then the Second Vice President shall function in his or her stead.

E. Secretary. The Secretary shall keep the minutes of all meetings of the Board and of the members, and shall have charge and custody of the records of the Association. The Secretary shall be responsible for the preparation and distribution of such notice of members' and directors' meetings as may be required by these bylaws, and shall maintain accurate lists of the names and addresses of the members.

F. Treasurer. The Treasurer shall have charge and custody of all funds of the Association, shall maintain an accurate accounting system and shall present financial reports to the Board in such a manner as the Board may from time to time determine. The Treasurer should have a background in finance or accounting.

Article VII COMMITTEES

A. Standing Committees. Standing Committees of the Association are the Nominating and Elections Committee (which will continue to operate as provided in the specific provisions of Article VIII), the Zoning and Historic Preservation Committee (ZHP), Finance Committee, Legal Committee, Safe and Sound Committee, Membership Committee, Communications and Outreach Committee, and the Clean and Beautiful Committee. The Board may vote to add or remove a committee as a "Standing Committee" by two thirds of Board Members present. Committees, task forces, and other groups or individuals performing Association functions but not within the definition of "Standing Committee" need not function precisely in accordance with this section, with the exception of the provision set forth in section D below.

B. Chairperson. The President shall recommend a regular member to chair each Standing Committee, subject to approval of the Board. If the Board does not approve the nominee, then the President shall nominate another Chairperson, and so on, until Board approval is granted. Any vacancies shall be filled in the same manner. The chairperson of a Standing Committee shall serve a one-year term through the end of the Fiscal year (i.e. through May 31) but shall continue to serve until reappointed or until a successor has been confirmed. A Chairperson may serve consecutive terms without limitation. A committee chair who is not a member of the Board shall be eligible to vote on any matter which is within that committee's purview. Where there are co-chairs of such committee, only one may vote (unless the other chair is a member of the Board, in which case both may vote).

C. Committee Members. Membership on each Standing Committee shall be determined in accordance with guidelines prepared by each committee and approved by the Board.

D. Meetings, Procedures and Authority.

1. **Quorum.** Committee action shall require a quorum of $\frac{1}{2}$ of its members.

2. **Conduct of Meetings.** Meetings of Committees are open to all Association members and to any other invitees, at the Chair's discretion. To the extent practicable, notice of a meeting should be given to all interested participants and should be posted on the Association's website. The Chair of the Committee should permit reasonable participation or comments by any Association member, whether or not a member of the Committee. The Chair of a Committee shall have the discretion to maintain orderly proceedings and to run portions of any meeting in "executive session," limiting attendance to committee members, directors, and invitees, at the Chair's prerogative.

3. **Authority.** All committees, task forces, programs, or individuals may take actions consistent with the power expressly delegated to them by the Board. Committees, task forces, programs or individuals otherwise may not take actions on behalf of the Association with respect (1) to matters which would reasonably be foreseen to be of significant interest to the Association, or (2) to matters which would foreseeably require the expenditure of Association funds in excess of \$500 (or, with the prior approval of the President, in excess of \$1,000). In such circumstances, there must be a recommendation to the Board, and the Board may approve or reject or take such other action as it deems appropriate. The Board retains its right to review any decision or action taken by a committee, task force, program or individual.

Article VIII
NOMINATING AND ELECTIONS COMMITTEE

A. Composition. The Nominating and Elections Committee shall be appointed by January 10th of each year, and shall serve until a successor committee is appointed. The committee shall be composed of (a) the quadrant director in each of the four quadrants who is serving the second year of his or her term, and (b) three regular members appointed by the President and approved by the Board. One or more of the three presidential appointments may be a quadrant director completing the third year of his or her term if such person does not seek to be nominated for any other position. The President shall appoint one of the members of the committee as its chair, the appointee shall serve upon approval by the Board and provided the appointee affirms to the Board to fulfill the Nominating and Elections Committee's mandate.

B. Duties. The committee (a) shall publicize the method of nominating by petition, (b) shall designate the location and the final date for the filing of such petitions, (c) shall nominate persons for election to Quadrant Director and Director-at-Large large and officer positions where nominating petitions therefore have not been filed, (d) may nominate persons for such positions where petitions have been filed, (e) shall establish procedures for the annual election and give notice thereof to candidates and to the Board, no later than 21 days prior to the start date of the election, (f) shall give notice to the membership of the annual election meeting date, election procedure, and a list of all candidates running for office but with no designation as to whether they were nominated by petition or by the committee, such notice to be given no later than fifteen days prior to the (start) date of the election, and (g) shall conduct such election and report the election results to the Board and membership. Throughout the nomination process the Nominating and Elections Committee shall timely brief the Board on the committee's progress with regard to its responsibilities. The committee shall also make timely recommendations to the Board for the filling of vacancies on the Board.

Article IX
STANDARD OF CARE; INDEMNIFICATION

A. Limitation on Liability. A director shall not be personally liable, as such, for monetary damages for any action taken unless (i) the director has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Nonprofit Corporation Law of 1988 or (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Notwithstanding the foregoing, the provisions of this Section A of Article IX shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for payment of taxes pursuant to federal, state or local law. It is the intention of this Section A of Article IX that the limitation on liability be the broadest permissible under applicable law, and any applicable law that provides for broader indemnity than is expressly stated herein is hereby incorporated by reference.

B. Indemnification. The Association shall indemnify, defend, and hold harmless each of its directors, officers, employees (whether or not then in service as such), and members and his or her estate, executor, administrator or heirs, against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may

have been a party because he or she is or was a director, officer or employee of the Association or otherwise taking actions on behalf of the Association. The individual shall have no right to indemnification, however, in relation to matters as to which he or she has been adjudged liable to the Association for gross negligence or willful misconduct in the performance of his or her duties. The right to indemnification shall also apply to the expenses of suits or other claims which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement or if the Board shall approve such settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to act which such director, officer, employee or member may be entitled.

The Board of Directors may cause the Association to purchase insurance for the benefit of officers, directors, employees and members, in furtherance of, and to secure, the foregoing indemnification.

Article X CONTRACTS, CHECKS, DEPOSITS AND FUNDS

A. Contracts. The Board of Directors may authorize an officer or officers, agent, or agents of the Association in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances. Before execution of a proposed contract, it must be approved by the Legal Committee, or by a member of that committee designated by its chair for that purpose.

B. Checks. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent, or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Association.

C. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

D. Funds. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

Article XI BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep appropriate minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

Article XII FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of June and end on the last day of May.

**Article XIII
PROCEDURE**

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Corporation where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

**Article XIV
AMENDMENTS TO BY-LAWS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds vote of the regular members present at a membership meeting.

**Article XV
EFFECTIVE DATE**

The bylaws herein set forth, and amendments thereto, shall become effective immediately upon their adoption by the Association.