

# BY-LAWS

## PENN KNOX NEIGHBORHOOD ASSOCIATION

Philadelphia, Pennsylvania 19144

### DRAFT for Community Review -October 27, 2020

#### ARTICLE I - NAME AND LOCATION

##### Section 1 - Name of Association

The name of this Association shall be the Penn Knox Neighborhood Association ("PKNA").

##### Section 2 - Boundaries

The Association shall encompass that portion of the City of Philadelphia, Pennsylvania whose boundaries are defined by the following:

1. Maplewood Avenue, from Wayne Avenue to Greene St, then Armat Street from Greene St to Germantown Avenue. Latter includes north side including Maplewood Mall;
2. the west side of Germantown Avenue;
3. the north and south sides of W. Hansberry Street;
4. the east side of Wayne Avenue.

These boundaries shall serve the purpose of demarcating the Association's area of focus, although the Association may take part in activities outside of these boundaries at times. Any change in boundaries must be voted on by the membership per **ARTICLE V: Section 4 - Manner of Voting**. A majority vote of  $\frac{2}{3}$  is required for this change.

#### ARTICLE II - PURPOSE

The purpose of this Association shall be to identify, promote and participate in actions that contribute to the benefit of the Penn Knox Neighborhood. This Association shall be nonsectarian and politically non-partisan.

#### ARTICLE III – MEMBERSHIP

##### Section 1 - Member

- Eligible Members: Every person who resides, and every business entity that operates, within the boundaries specified in Article 1, is a Member of the Association, provided each meets the following requirements:
  - A Resident" is a person who is at least 18 years old and resides within the boundaries, and who can provide proof of age and residency by presenting appropriate documentation (such as a driver's license, utility bill or executed lease)
  - "A Business Entity" is defined as any corporation, including but not limited to professional, non-profit, S, and C, limited liability company, partnership, or any other business form required to register with the Commonwealth of Pennsylvania in order to transact business, which can provide proof of principal place of business activity by presenting appropriate documentation.

**Section 2 - No Discrimination**

- No one may be denied membership in the Association on the basis of race, creed, disability, national origin, economic status, political affiliation, gender, sexual orientation or as a member of any other protected class.

**ARTICLE IV – GOVERNANCE**

- The Association shall be managed by five (5) Officers elected in accordance with the provisions of the Association's By-laws.
- The Officers of the Association shall be a Chairperson, Vice-Chairperson, Recording Secretary, Communications Secretary and Treasurer.
- All Officers shall hold office for two years and may serve for 2 terms. In the event that there are no nominations or volunteers to take office, members can vote to retain a current officer.
- The Officers constitute the “Governing Board”.

**ARTICLE V – MEETINGS**

- There shall be at least 6 meetings per year with special meetings called as necessary.
- Meeting place(s) shall be announced to constituents before each meeting.

**Section 1 - Additional and Special Meetings**

- Other meetings of the general membership may be called by the Officers when such meetings are deemed necessary and desirable.
- Special meetings also shall be called by the Chair upon written request to the Chair by a member. At special meetings, only the business designated in the call shall be transacted.
- Notice of special meetings shall be posted on the website, posted on the community bulletin board and emailed to members.

**Section 2 - Quorum**

- A quorum of the Governing Board shall consist of a majority of the Board.
- At any regularly scheduled or specially called meetings of the Association, a quorum shall be the voting members who attend with a minimum of 10.
- If a quorum is not present, discussion may take place but formal decisions, e.g. letters and organizational recommendations, require a quorum.

**Section 3 - Manner of conducting meetings.**

- Except as otherwise provided by the By-Laws, the association will operate under Roberts Rules of Order.

**Section 4 - Manner of Voting**

- Votes are one vote per member
- The voting on all questions and motions coming before the Association shall be by a show of hands or by ballot. The vote count shall be entered in the minutes of the meeting.
- Actions regarding a member or proposed property use at any given meeting require the member or presenters to leave the room for the member discussion and vote.

**Section 5 - Resolutions.**

- A majority of the voting members present and voting at the regular or special meeting is required for the adoption and approval of a resolution.
- All resolutions voted upon shall be recorded in the minutes.

## **ARTICLE VI - NOMINATIONS AND ELECTION OF OFFICERS**

- The Officers of the Governing Board shall be elected by the members of the Association.
- Election of officers will be done by vote at a regularly scheduled meeting of the association.
- Voting members must be present to vote, or *contact the* Recording Secretary prior to the public meeting and election.
- All elections shall be determined by majority vote.
- The results will be recorded in the minutes of the meeting.

### **Section 1 - Nominations**

- 60 days prior to board elections, voting members may volunteer or make nominations to an officer of the Governing Board.
- Nominations may also be made from the floor at the meeting prior to the voting meeting.
- *It is preferable that nominees are familiar with current events by having attended at least 3 recent association meetings prior to taking an officer position, but not required.*
- All nominees shall be eligible voting members of the Association as described in Article III.
- The Recording Secretary shall determine that the members nominated are agreeable to being placed in nomination, and will serve if elected.
- The Recording Secretary shall cause such nominations to be included in the notice of the meeting prior to the election meeting by notifying the Chair before the Meeting Agenda Notice.

### **Section 2 - Terms of Officers**

- The Governing Board shall be made up of 5 Officers.
- Officers will be nominated and elected as needed, preferably on a rotating basis.
- Terms of office shall be for two years with a limit of 2 terms.

### **Section 3 - Officer Vacancies**

- Vacancies arising in the Officers may be filled by a majority vote of the membership following nominations as outlined in Article VI Section 1
- Until a special election takes place the remaining Officers of the Governing Board will assume the duties of any vacancy
- Replacement officers will remain in their elected positions for the remainder of the term.
- A leave of absence may be requested by an officer for a period of up to 60 calendar days. After 60 days, the position will be considered vacant and a new officer will be nominated and elected.

### **Section 4 - Removal of an Officer for Cause**

- Causes for removal are:
  - Inactivity or inability to perform the assigned roles
  - Intentional non-disclosure of conflicts of interest or illegal activity
- A motion to remove any officer for cause must be circulated to the members by email and posted on the sign board at Penn St. and Greene St.
- Notice shall be provided 14 days prior to a vote on removal.
- During this 14 day period, the officer in question has the right to respond in writing to the Chair regarding the removal motion.
- A confidential ballot vote of the members shall be taken.
- The officer in question shall be notified in writing within 7 days of the decision.
- Upon removal of an officer, the position will be filled in a new election.

**Section 5 – Officers’ Compensation**

- No compensation or remuneration will be paid to Officers for association duties, or for any other contractual arrangements.
- With prior approval, officers may be reimbursed for actual expenses incurred in the performance of their duties.

**ARTICLE VII - DUTIES OF OFFICERS**

- Officers must attend at least six (6) meetings per year.

**Section 1 - Duties of Officers**

**A. Chairperson shall:**

- Act as the chief executive of the Association, and shall preside at meetings of the Association and of the Governing Board.
- Prepare and follow the agenda for the Association’s meetings.
- Send out proper notification of all meetings.
- Conduct PKNA correspondence.
- Carry out the official directives of the membership and of the board.
- Lead voting procedures in meetings.
- Sign all official correspondence and official instruments on behalf of the association as its Chairperson.
- Appoint committees as needed.
- Represent the Association or appoint a delegate or delegates to represent the Association at meetings of other groups or organizations in the City of Philadelphia where such representation is deemed to be in the interest of the association.
- Be an ex-officio member of all committees of the Association. As ex-officio committee member, the chair has voting rights on all committees.
- Serve as chair or appoint another officer or member of the Zoning Committee to serve as chair for all RCO zoning meetings.

**B. Vice-Chair shall:**

- In the absence of the Chairperson, perform the duties of Chairperson.
- Secure and confirm the time and location for each meeting of the Governing Board and the association.
- Organize elections and serve as chair of the Nominating Committee.
- Manage the sign-in sheet at meetings.
- Compile and distribute committee reports to the membership.
- Coordinate distribution of Quarterly Print Newsletter and all additional print notifications to the community - i.e. printed notices of special meetings and events, etc.
- Act as co-signatory on all official documents when a co-signatory is required.

**C. Recording Secretary shall:**

- Maintain a record of Officers’ terms.
- Take minutes of all meetings, including attendees and outcomes of all votes. Send minutes to Communications Secretary for posting on the website.
- Find a replacement to record meetings if needed.

- Coordinate the recording of member information in the approved locations.
  - Member Attendance
  - Contact Information
  - E-mail distribution lists
- Maintain all Association non-financial records

**C.1 Communications Secretary shall**

- Maintain PKNA Website.
  - Add minutes before the next meeting.
- Maintain PKNA Facebook Page and provide updates to related neighborhood groups.
- Prepare PKNA Quarterly print newsletter and facilitate printing.
- Coordinate possession of keys to the Community Bulletin Board on the corner of Greene Street and Penn Street.
- Develop and maintain notices to bulletin board to keep them current.
- Review proposed notices with the Governing Board for approval prior to posting.

**D. Treasurer shall:**

- Receive and account for all funds of the Association;
- Deposit all Association moneys in such bank as the Governing Board shall approve;
- Make disbursements from such moneys as the Governing Board shall instruct;
- Sign all checks issued;
- Keep account books showing all receipts and expenditures;
- Submit a report at regular meetings of the Association and at all other times as may be requested by the Officers;
- Prepare and submit all requests for outside funding;
- In the absence of the Chair and Vice-Chair, perform the duties of the Chair

**E. Additional Duties**

- The Officers shall perform such other duties and functions as may be requested by the Association.

**ARTICLE VIII - COMMITTEES**

- Standing and Ad Hoc Committees shall be added at the Association's discretion.
- Committees shall be open to any member of the association.
- Members can serve on more than one committee.
- Committees will have a Chair appointed by the Governing Board who will be responsible for reporting committee status to the membership.
- The Chair shall be an ex-officio member of all committees.

**Articles IX – MEMBERSHIP DUES**

- A voluntary annual contribution of \$10 per individual or \$25 per household is recommended.
- Payments made be made via the [website](#) or directly to the Treasurer.

**ARTICLE X - FISCAL YEAR**

- The fiscal year of the Association shall be January through December.

**ARTICLE XI - AMENDMENTS TO THE BY-LAWS**

- The By-Laws of the Association may be amended only with the approval of two thirds of members representing a Quorum (per Article V Section 2) present at the meeting or who have submitted their votes by written proxy before the beginning of the meeting.
- No amendment(s) shall be adopted without notice to members at least fourteen (14) days in advance, by email.

## **ARTICLE XII – DISSOLUTION**

- Upon the consent of 75% of the voting members attending a special meeting called for this purpose or in the complete absence of any duly elected Officers, any 10 members may petition for the dissolution of the organization at a meeting which they have called at least 60 days in advance and duly publicized to the community via email and the community bulletin board.
- Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.
- Any such assets not disposed of shall be disposed of by a Court of Philadelphia, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- In addition to abiding by all the formal structure of the Commonwealth for the dissolution, the following items will be thus disbursed:
  - All accounts, funds and records shall be donated to the Germantown Historical Association.

## **ARTICLE XIII - EFFECTIVE DATE OF BY-LAWS**

These By-Laws shall become effective as of the date on which they were adopted.

## **Appendix**

### **ROBERTS RULES OF ORDER FOR MEETINGS**

#### A. Role of Presiding Officer

1. Determine that a quorum is present before transacting business.
2. Introduce business in proper order.
3. Recognize speakers.
4. Determine if a motion is in order.
5. Keep discussion germane to the pending motion.
6. Maintain order.
7. Put motions to a vote and announce results.
8. Vote only to create or break a tie (or 2/3 for matters requiring a 2/3 vote)  
exception: the presiding officer may vote on any vote by ballot.
9. Employ unanimous consent (general consent) when appropriate.

#### B. General Procedure for Handling a Motion

1. A member normally must obtain the floor by being recognized by the chair.
2. Member makes a motion.
3. A motion must be seconded by another member before it can be considered.
4. The maker of the motion has the right to speak first.
5. Debate is closed when discussion ends or a 2/3 vote closes debate.
6. The chair or secretary then restates the motion.
7. The chair calls for a vote.
8. The chair announces the result.

#### C. General Rules of Debate

## PKNA DRAFT BYLAWS for Community Review - March 3, 2020, p. 7

1. Members may speak when recognized by the chair.
2. Discussions must be relevant to the immediately pending question.
3. Every member who wishes to speak should have an opportunity to do so before members may speak a second time.
4. All remarks must be addressed by the chair – no cross debate is permitted.
5. Debate must address issues, not personalities – no one is permitted to make personal attacks or question the motives of other speakers.
6. When possible, the chair should let the floor alternate between those speaking in support and those speaking in opposition to the motion.
7. When a large number of people wish to speak to a motion, it may be advisable for the chair to make a speakers list.
8. Rules of debate can be changed by a two-thirds vote.