

OAK LANE COMMUNITY ACTION ASSOCIATION
(A Non-Profit Corporation)

BY-LAWS
(As amended through October 2, 1996)

East Oak Lane is an urban neighborhood that combines the quiet charm of tree-lined streets and historic homes with the lively interaction between people of diverse ethnic, racial, cultural, income and age groups. We believe that this is the best environment in which we can our children can grow. We wish to encourage a spirit of neighborliness, cooperation and community *esprit de corps*. We believe that this organization, with block areas headed by block captains as it core, is a realistic and feasible method of fostering this idea.

ARTICLE 1 – GENERAL

- 1.1 **PA Statutes:** The regulation of the management of the affairs of this corporation shall be governed by the Pennsylvania “Corporation Not-for-Profit code,” (1972) as amended, unless a By-Law duly adopted herein provides otherwise. A copy of the said code shall form the Appendix to these By-Laws, and shall be updated from time to time.
- 1.2 * **Adoption and Amendment of By-Laws:** The authority to adopt, amend and repeal the by-Laws is hereby vested in the Board of Directors, except for these sections expressly reserved to the Membership by the code. (15 P.S. sec. 7504b). **Those sections marked with an asterisk (*) are either expressly reserved to the membership by the code, or are hereby expressly reserved to the membership.**
- 1.3 * **Geographical Area:** This Corporation is established to serve the geographical area bounded by the east side of Broad Street, the south side of Cheltenham Avenue, the west side by fifth Street, and the north side of Godfrey Avenue, in the city of Philadelphia, County of Philadelphia, Commonwealth of Pennsylvania.

ARTICLE 2 – DIRECTORS

- 2.1 * The business and affairs of this corporation shall be managed by a Board of Directors.
- 2.2 * Each director shall be a full member of the corporation, as defined in section 5.1 of these By-Laws: in addition, each director shall have either resided or maintained a place of business within the geographical area set forth in Section

- 1.3 of these By-Laws for a period of at least one year prior to the date of his or her election.
- 2.3 * The Board of directors shall consist of fifteen (15) directors, all to be elected by the members of the corporation. East director shall hold his or her directorship for a period of two (2) years from the date of election, and no one may serve as director for more than three (3) consecutive two-year terms. The election of directors shall be staggered, so that in even years an election shall be held to fill eight (i) directorships, and in odd years an election shall be held to fill seven (7) directorships. (*Amended as of October 2, 1996.*)
- 2.4 * Directors may be removed from office prior to the expiration of their term in the manner provided by the laws of the Commonwealth (15 P.S. sec. 7726). The Board of Directors is empowered to remove a board member after notice to the board member, who shall have missed more than two consecutive board meetings or more than four board meetings in any 12 month period. (*Amended as of May 14, 1986.*)
- 2.5 Vacancies shall be filled by a majority of the remaining members of the board, though less than a quorum, and each person so elected shall be a director to serve for the balance of the un-expired terms.
- 2.6 A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.
- 2.7 The Board of Directors shall meet monthly, at a time and place to be designated from time to time by the Board. Both full and associated members may and are encouraged to attend the meetings; the Board shall set aside a time period, after their business is concluded, to hear suggestions and comments of the attending members.
- 2.8 * The Board of Directors shall, at their initial meeting, elect the three Principal Officers: President, Secretary and Treasurer. These Principal Officers must be current members of the Board of Directors, and must be elected by two-thirds of more of the Directors then in office. There shall be no limit of the number of years an individual may serve as a Principal Officer, subject of course to the limit on Directorship terms. These Officers shall serve at the pleasure of the Board, and shall perform only those functions set forth in Article 3 of these By-Laws.

ARTICLE 3 - OFFICERS

- 3.1 **President:** The President shall perform those functions that are delegated to that office by the Board of Directors. In addition, the President shall have the authority to approve all bills amounting to twenty-five dollars or less. Bills in excess of

twenty-five dollars but less than one hundred dollars require con-current approval of the Treasurer. Bills in excess of one hundred dollars must be approved by the Board of Directors. The President shall have authority to sign checks in the Treasurer's absence.

3.2.**Secretary:** The Secretary shall perform those functions that are delegated to that office by the Board of Directors. In addition, the Secretary shall keep minutes of all meetings of the board of Directors and general membership meetings,, maintain a general membership list, and maintain records of organization documents and correspondence, and cause notification to be given of all meetings.

3.3.**Treasurer:** The Treasurer shall perform those functions that are delegated to that office by the board of Directors. In addition, the Treasurer will act for the President in his or her absence, will have charge of all funds, collect dues, pay bills, keep accurate records of receipts and expenditures so that auditing may be performed, and present a financial report at each board meeting and general membership meeting. The Treasurer may approved all bills amounting to twenty-five dollars or less. Bills in excess of twenty-five dollars but less than one hundred dollars require concurrent approval of the President. Bills in excess of one hundred dollars must be approved by the Board of Directors. The Treasurer shall have the authority to sign checks.

3.4.**Other Officers:** The Board of directors may appoint any other Officers it deems appropriate, with whatever titles, powers and responsibilities the board may vest.

ARTICLE 4 – STANDARD OF PERFORMANCE

4.1 * Officers and Directors shall be deemed to stand in a fiduciary relationship to the Corporation, and shall discharge the duties of their respective positions in good faith and with that diligence, care and skill which ordinarily prudent men and women would exercise under similar circumstances.

ARTICLE 5 – MEMBERS

5.1 * THERE SHALL BE TWO CLASSES OF MEMBERSHIP:

- A. Full Membership: To qualify as a full member, the applicant must:
 - a. Either reside or have a place of business within the geographical area defined in Section 1.3 of these By-Laws.
 - b. Remit the annual payment of dues as set forth in section 5.2 of these By-Laws.
- B. Associate Membership:
 - a. Anyone not qualifying as a full member by reason of Section 5.1.A.a. of these By-Laws may become an associate member.

5.2 Each member shall pay dues according to the following schedule:

Low Income	-	\$3.00
Senior Citizen	-	\$6.00
Individual	-	\$10.00
Family (two voting members)-		\$15.00
Supporting	-	\$20.00
Patron/Business	-	\$25.00

The Board has authority to change the dues when deemed appropriate. The term “member” means full or associate member. The membership year runs from January 1 to December 31. (*Amended as of May 19, 1993.*)

- 5.3 There shall be a general membership meeting in May of each year the precise date to be set by the Board of Directors and published in “The Paper”, or written notice otherwise given, at least one month prior to the meeting. Elections shall be held for directorships at this meeting, and other business matters may be conducted. The Board may provide for additional general membership meetings, provided that the date is published in “The Paper” at least one month prior to the meeting, or that written notice of the meeting is otherwise given to the general membership at least one month in advance.
- 5.4 * A meeting of members of this Corporation duly called shall not be organized for the transaction of business unless a quorum is present. The presence of members entitled to cast at least 10% of the votes which all full members are entitled to cast on the matters to be acted upon at the meeting shall constitute a quorum. Any action taken at a meeting at which a quorum is present may be recalled, and a new meeting held, at the request of 25% of the full members of the Corporation, provided that said 25% deliver notice of their intention to recall to the Secretary within 30 days of the meeting question.
- 5.5 * Only full members shall have voting rights in any vote for any matter brought before the general membership and each full member shall be entitled to one vote. There shall be no cumulative voting.