

WEST CENTRAL GERMANTOWN NEIGHBORS BYLAWS

(as amended through May 30, 2022)

ARTICLE I. NAME

The name of this Association, an unincorporated nonprofit association under Pennsylvania law, shall be “West Central Germantown Neighbors” (WCGN).

ARTICLE II. AREA

The boundaries of the Association shall be the north side of Cheltenham Avenue, the west side of Germantown Avenue, the south side of Washington Lane, and the east side of the SEPTA Chestnut Hill West railroad line, the exception being to include Four Freedoms House on Morris Street on the west side of the railroad line.

ARTICLE III. PURPOSE

The purpose of this Association shall be to maintain the residential character of the area defined in Article II and promote a spirit of community among its residents. A more detailed description of the Association and its goals can be found on its web site, www.wcgnonline.org. The Association will pursue its goals by attempting to:

- A. Initiate and encourage group projects that improve the quality and appearance of the neighborhood;
- B. Provide a means of disseminating the views of the residents to the local elected officials, police, and zoning board;
- C. Appear before City Commissions and Committees that make decisions affecting our quality of life in order to represent the views of the neighborhood.

WCGN is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV. RCO

The Association shall take all necessary steps to remain an active Registered Community Organization (RCO) within WCGN’s boundaries in conformance with the regulations of the City of Philadelphia. The Executive Committee shall be responsible for appointing an RCO representative to the City and for meeting the City’s requirements for RCOs.

ARTICLE V. MEMBERSHIP

The membership of the Association shall consist of residents, property and/or business owners in the area defined by Article II, as well as persons especially invited by a

membership vote. Each member shall have one vote in the decision-making process of the Association. Voting eligibility will be determined based on addresses listed on sign-in sheets or other registration forms.

ARTICLE VI. FINANCES

Projects and activities of the Association shall be funded through voluntary contributions by the membership, and through fund-raising efforts, including applications for grants, as necessary or expedient. The fiscal year shall be July 1st through June 30th.

ARTICLE VII. MEETINGS AND ACTIVITIES

All general membership meetings of WCGN are open to residents of the area described in Article II, owners of property and/or a business within said area, and others by invitation. Only members as described in Article V may vote on decisions made for the Association. A majority of members present will determine issues brought before the Association unless otherwise indicated in the Bylaws. General membership meetings will be held four times a year with exceptions as determined by the Executive Committee (also referred to as the “Board”). Committee meetings and other activities of the Association will be scheduled on an as-needed basis. General membership meetings shall be conducted in accordance with Robert’s Rules of Order.

ARTICLE VIII. ELECTIONS AND TERMS OF OFFICERS

Officers for the coming year shall be elected at the first general membership meeting in the fall. Members may be nominated by other members or may volunteer to hold office. The slate of officers shall be prepared as follows:

- A. The appointment of a Nominating Committee by the President, subject to the approval of the Executive Committee, shall be announced in the notice for the last general membership meeting of the spring. Its responsibility shall be to establish a slate of candidates for office in accordance with these Bylaws. The Committee shall take into consideration the boundaries and diversity of the community.
- B. The notice for the last general membership meeting in the spring shall include an announcement that nominations may be submitted by members no later than that meeting. The member making the nomination will have verified the potential candidate’s willingness to serve. A request for volunteers and/or nominations from the floor may also be made at that meeting.
- C. The Nominating Committee shall prepare the slate, which shall be included in the notice for the first general membership meeting in the fall.

This notice shall be sent at least 30 days before that meeting. The President shall be informed of the names of the candidates for each office.

- D. The slate shall be presented at the first general membership meeting in the fall, along with the introduction of the candidates. The candidates shall have the opportunity to speak to the membership. The voting shall be by ballot or acclamation, whichever shall be deemed appropriate by the Executive Committee. Each candidate receiving the majority of the votes cast shall be elected to office. If the election for a position should result in a tie, a second vote by ballot shall be taken. If the second vote also results in a tie, the decision shall be made by the toss of a coin. The members of the Board shall serve as Tellers.
- E. If there are no nominations for a position for which an officer's term is expiring, the President shall inquire if a volunteer will serve on a temporary basis as needed.
- F. **TERMS OF OFFICE:** All officers shall serve for a one-year term. The newly elected officers shall begin their terms on the day following the election. The officers shall promptly turn over the necessary records and provide any information that is reasonably requested. When the records are turned over to the new officers, a record should be made in the minutes to that effect. It shall be an aim of the Association that no officer shall serve in one position for more than three consecutive terms or serve as an officer for more than six consecutive terms.

ARTICLE IX. DUTIES OF OFFICERS

The Association will be governed by the Executive Committee, which shall also serve as the Steering Committee of the Association. It is composed of the offices of President, First Vice-President, Second Vice-President, Secretary, and Treasurer, elected annually, as described in Article VIII. Committee Chairpersons appointed by the officers will also serve as members of the Executive Committee. Duties of these officers are as follows:

- A. **PRESIDENT** shall be the chief Executive Officer of the Association. He or she shall preside or designate another officer of the Executive Committee to preside at all meetings of the members and of the Executive Committee, have responsibility for the Association's general management, see that all orders and resolutions of the Association are carried into effect, and act as the spokesperson for the Association.
- B. Two **VICE-PRESIDENTS**, along with the rest of the Executive Committee, shall assist the President in developing and coordinating the activities of the Association, fostering the relationship of the Association with the people of Germantown, and serve generally to disseminate information concerning the programs, policies, and objectives of the Association. They shall also assume

responsibility for special projects. The First Vice-President or Second Vice-President will act as the President in the absence of that officer or, should the presidency fall vacant, until such time as the Executive Committee fills that office for the remainder of the President's term.

- C. SECRETARY shall record as minutes all sessions of the Executive Committee and membership meetings, including all of the votes of the Association. The Secretary is the custodian of all official documents and records of the Association. Other Committees are responsible for keeping their own minutes and making copies available to the Secretary for the official records.
- D. TREASURER shall have custody of the Association funds, keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and provide regular reports to the Executive Committee and general membership regarding the financial status of the Association. The Treasurer shall conform to the Protocols for the Treasury established by the Executive Committee from time to time.
- E. COMMITTEE CHAIRPERSONS shall be appointed by the President in consultation with the Executive Committee. Examples of Committees might include Block Captains, Zoning, Membership, Tulpehocken Station Garden, Communications.

ARTICLE X. AUTHORITY OF THE EXECUTIVE COMMITTEE

Because issues sometimes arise with more speed than can be addressed by the full membership at a regular meeting, the Executive Committee is authorized to take official positions on behalf of WCGN without a formal vote of the membership. The President must consult with all members of Executive Committee either by email, in a meeting, or through a phone poll before a position is taken, and that position must represent the majority opinion of the Executive Committee. The goal is to represent those people actually living near the area in question, so consultation with the neighborhood must also be pursued. Any action taken shall be reported at the next general membership meeting and will remain in force unless specifically rejected by a vote of the membership.

ARTICLE XI. CORRECTIVE ACTION/REMOVAL OF OFFICERS

If an officer is believed not to be fulfilling the duties of his or her office and/or working against the purposes of the Association listed in Article III, the following actions may be taken:

The Executive Committee will discuss the issue with the officer in question to determine the best course of action. If the issue is not mutually resolved, the matter will be brought before a meeting of the general membership with a recommendation from the Executive Committee.

- 1) The officer will have the option to resign, or
- 2) A vote of the majority of the members present will determine the outcome.

This procedure shall also apply to Committee Chairpersons.

ARTICLE XII. AMENDMENTS

Amendments to the Bylaws may be proposed by motion at two successive general membership meetings. Such proposed amendments shall be adopted by affirmation vote of 2/3 of the membership in attendance at the second of these successive meetings.

ARTICLE XIII. RESTRICTIONS

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on by an association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIV. DISSOLUTION

Upon the dissolution of this association, 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.

ARTICLE XV. INDEMNIFICATION AND INSURANCE

No member of the Executive Committee shall be personally liable for monetary damages for any action taken, or any failure to take any action, except to the extent that, by law, such member's liability for monetary damages may not be so limited. The Association shall indemnify any member of the Executive Committee 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 of 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 the members of the Executive Committee against any liability asserted against them as a result of their service to the Association.