

BYLAWS
OF
WEST CENTRAL GERMANTOWN NEIGHBORS

As amended through March 26, 2025

ARTICLE I
GENERAL

1.1 Name. The name of the Organization is “West Central Germantown Neighbors” (the “**Organization**”).

1.2 State of Incorporation. Since its inception, the Organization has been organized and operated on a not-for-profit basis as an unincorporated association, until, as of August 6, 2024, the Organization incorporated to become a Pennsylvania nonprofit corporation, organized and operated under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “**Act**”).

1.3 Registered Office. The registered office address of the Organization in Pennsylvania shall be an actual street address, designated in the Articles of Incorporation (under Pennsylvania law, the registered office address may not be a post office box); or the Organization must enter into a contract with and list a commercial registered office provider (“**CROP**”) in lieu of providing a registered office address. To change its registered office address, the Organization must either amend its Articles of Incorporation to reflect the change or file a Statement of Change of Registered Office with the Pennsylvania Department of State.

1.4 Other Offices. The Organization may also have offices at such other places within and without the Commonwealth of Pennsylvania as the Board of Directors may determine, or as the activities of the Organization may require.

1.5 Corporate Seal. The Organization shall not use a corporate seal and all documents, instruments, and agreements executed and delivered by the Organization shall have the same efficacy as if a corporate seal had been affixed thereto.

1.6 Fiscal Year. The fiscal year of the Organization shall be December 31. Any change in the Organization’s tax year must be made by the Board and by providing proper notice to the Internal Revenue Service.

1.7 Purposes. The Organization is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), specifically for the following purposes, as provided in the Organization’s Articles of Incorporation: to maintain the residential character of the area defined in Article II, Section 2.1 of these Bylaws (defined below as the “**Neighborhood**”), and to promote a spirit of community among the Neighborhood’s residents. Before any change of purpose becomes effective, the change must be approved by the Organization’s Members and the Organization must amend its Articles of Incorporation with the Pennsylvania Department of State to reflect the change. The Organization will pursue its goals by attempting to: (1) initiate and encourage group

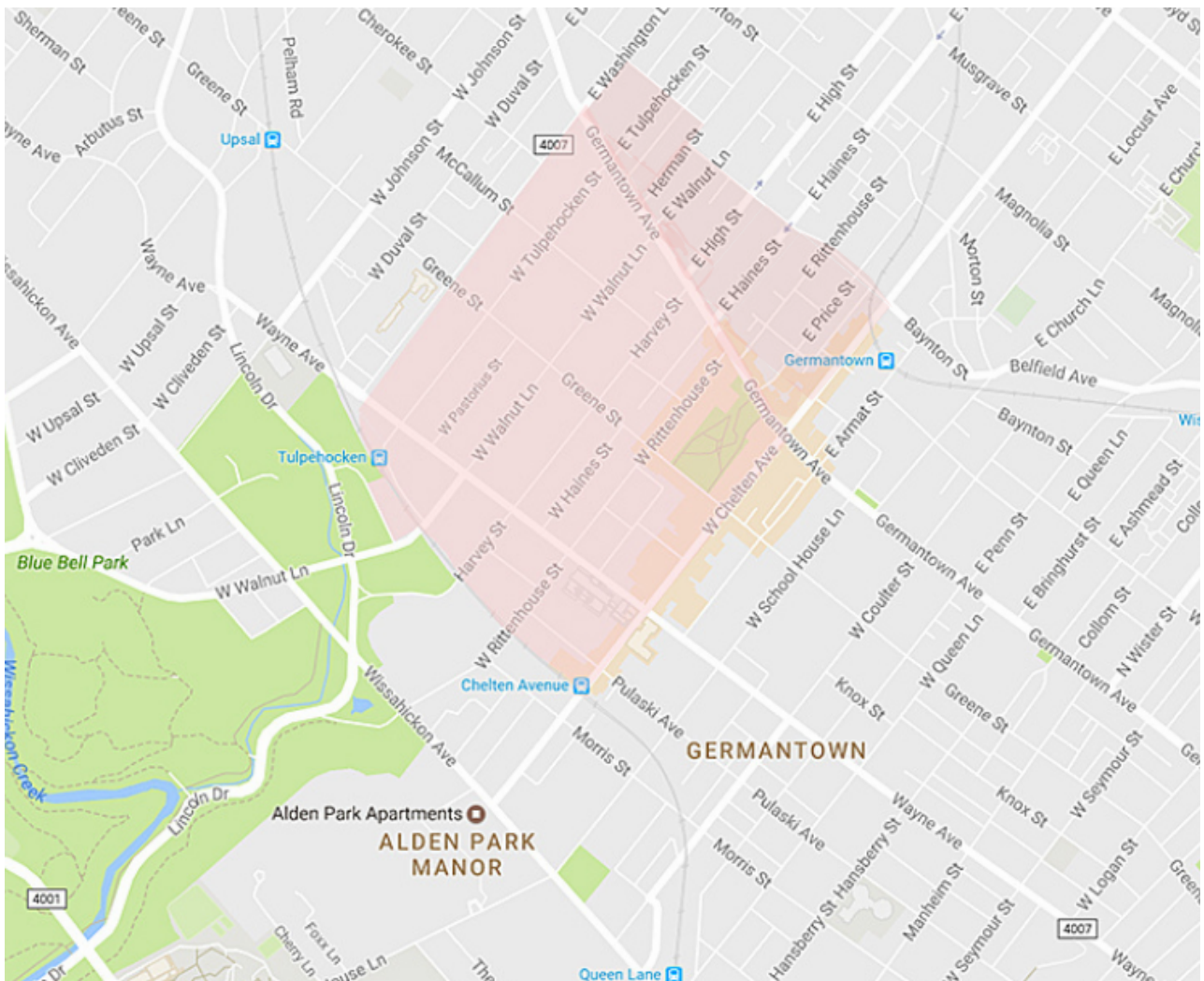
projects that improve the quality and appearance of the Neighborhood; (2) provide a means of disseminating the views of the Neighborhood's residents to the local elected officials, police, and zoning board; and (3) appear before City Commissions and Committees that make decisions affecting the quality of life in the Neighborhood in order to represent the views of the Neighborhood's residents.

1.7(a) Registered Community Organization (RCO). The Organization shall take all necessary steps to remain an active Registered Community Organization ("**RCO**") in the Neighborhood in conformance with the regulations of the City of Philadelphia. The Board shall be responsible for appointing a Member of the Organization to serve as an RCO representative to the City and for meeting the City's requirements for RCOs. Zoning matters before the Organization shall be handled in accordance with the Organization's Zoning Protocols and Land Use Guidelines. Any actions taken by the Board of Directors, committees, or working groups related to land use shall not contravene the Organization's Zoning Protocols and Land Use Guidelines. The Organization's Zoning Protocols and Land Use Guidelines shall be adopted by the Board of Directors and reviewed periodically.

1.8 Definitions. The terms "in writing" and "written," as used in these Bylaws and the policies and procedures of the Organization shall have the meaning set forth in Sections 102(a) and 107(b) of the Act for the term "written," which is defined to mean inscribed on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form. The term "sign" or "signed," as used in these Bylaws and the policies and procedures of the Organization shall have the meaning provided for in Section 102(a) of the Act and shall mean (a) to sign manually or adopt a tangible symbol, or (b) to attach to, or logically associate with, information in writing, an electronic sound, symbol, or process.

ARTICLE II **MEMBERSHIP**

2.1 Membership. The Organization shall have voting members (the "**Members**"). An individual is eligible to register as a Member of the Organization if they are at least eighteen (18) years old and have a residential and/or business address and/or own property within the area defined as the Neighborhood: the north side of Cheltenham Avenue, the west side of Bayton Street (with Herman Street connecting two parts of Bayton Street), 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 (the "**Neighborhood**") (see the map below at the end of this Section 2.1 of these Bylaws for a visual representation). The Board of the Organization, subject to the approval of Members, may adopt policies providing additional details regarding registration of Members. Members are not required to pay annual dues but may make charitable contributions in support of the Organization. Membership interests may not be sold or transferred by any means. Pursuant to 15 Pa.C.S. § 5769, each Member's registration shall automatically terminate if they no longer reside in, or no longer have a business located in, the Neighborhood, or if they no longer own property in the Neighborhood.



2.2 Meetings of the Members. Regular meetings of the Members shall be held at least four (4) times per year, on a quarterly basis, as required of RCOs. The regular, quarterly meetings of the Members shall be generally held as follows: on the last Wednesdays of January (the “**Winter Meeting**”) and March (the “**Spring Meeting**”), in May at the Organization’s Memorial Day picnic (the “**May Meeting**”), and on the last Wednesday of October (“**Fall Meeting**”). Different dates may be set for these quarterly meetings if necessary or helpful, as determined by the Board in its sole discretion. Additional, special meetings of the Members may be held at such time and place as may from time to time be requested by the Organization’s President, or as determined as necessary by resolution of the Board of Directors, or at the written request of at least five (5) Members. All Membership meetings are open to all residents, business owners, and property owners within the Neighborhood (the term “**Neighborhood**” is defined in Article II, Section 2.1), regardless of whether they are Members, though only registered Members may vote (see Section 2.1 regarding registration). Guests invited by the Board of Directors may also attend Membership meetings. Membership meetings shall be conducted in accordance with the guidance provided by Robert’s Rules of Order.

2.3 Adjournment. The Members may adjourn any meeting before it concludes; however, any meeting at which Directors are to be elected shall be adjourned only from day to

day,

or for longer periods not to exceed fifteen (15) days each, as the Members present and entitled to vote shall direct, until the Directors have been elected.

2.4 Quorum and Voting. The presence of at least eleven (11) Members, at least three (3) of whom must be officers of the Organization, shall constitute a quorum for the transaction of business at any meeting of the Members. If there is less than a quorum, a majority of the Members present may adjourn the meeting and cause notice of each such adjourned meeting to be given to all absent Members. Unless otherwise required by the Act or unless these Bylaws provide otherwise, the acts of a majority of the Members present at a meeting (including participants by telephone or similar communication as provided in Section 2.5 of these Bylaws) at which a quorum is present shall be the acts of the Members. Each Member shall have one (1) vote, regardless of the number of residential addresses and/or properties or businesses they may own in the Neighborhood, and regardless of the number of leadership positions they may hold in the Organization (e.g., multiple officer or committee chairperson positions) and regardless of the amount of contributions, financial or otherwise, that they have made to the Organization. Members may not vote by proxy. Voting eligibility of Members will be determined at each meeting based on addresses listed on sign-in sheets or other registration forms.

2.5 Use of Conference Telephone or Other Electronic Technology. To the fullest extent permitted by the Act, the Members may convene meetings exclusively by electronic technology. As long as all persons participating in such meetings have a reasonable opportunity to participate in the meeting, read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Members and, subject to such guidelines and procedures as the Board of Directors may adopt, make appropriate motion and comment on the business of the meeting, participation in a meeting pursuant to this Section 2.5 shall constitute presence in person at the meeting.

ARTICLE III BOARD OF DIRECTORS

3.1 Working Board; General Powers; Duties. The business and affairs of the Organization shall be operated and managed by a working Board of Directors, which shall be comprised of engaged individuals who are volunteering their time and talents to the Organization by serving in one or more officer positions on the Organization's Board and/or as a chairperson of one or more of the Organization's standing committees. All powers to act for the Organization are hereby granted to and vested in the Board of Directors, except as otherwise provided in these Bylaws, the Articles of Incorporation, or by the Act. The Directors of the Organization are not authorized to exercise powers that are reserved exclusively for the Members, such as amending the Articles or these Bylaws and electing Directors; however, as issues often arise with more speed than can be addressed by the full Membership at a regular meeting, the Board of Directors, which is a governing body elected by the Members, is authorized to take official actions and positions on behalf of the Organization without a formal vote of the Members. Any action or position taken by or authorized by the Board must represent the majority opinion of the Board of Directors, and the Board must make efforts to seek community input and must at all times strive to represent the Members, particularly those who reside, who have businesses, or who own property near the specific area within the Neighborhood that is affected or could be affected by the issue before the Board. Any action or position taken by the Board shall be reported at the next Membership meeting and will remain in force unless specifically rejected by a vote of the Members. Ratification of the

Board's decisions by the Members is not required. The Directors shall exercise due diligence consistent with a duty of care that requires them to act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner that they believe is in the best interests of the Organization and its Members. Directors shall also exercise their duty of loyalty with respect to the Organization in accordance with the Organization's Conflict of Interest Policy.

3.2 Number. The Board of Directors shall consist of a minimum of five (5) and no more than fifteen (15) individuals, each of whom must be a Member of the Organization and, because the Board is a working Board, must also either serve as an officer of the Organization and/or as a chairperson of one or more of the Organization's standing committees while serving as a Director (herein referred to collectively as the "**Board,**" "**Board of Directors,**" or "**Directors,**" and individually, each a "**Director**"). The slate of Directors shall be proposed by the Nominating Committee, and shall list each individual candidate as running for a specific officer position(s) and/or committee chairperson position(s). The number of Directors may be increased or decreased from time to time by a vote of the Members.

3.3 Qualifications. Directors must be Members of the Organization and must have an ability to participate effectively in fulfilling the responsibilities of the Board of Directors.

3.4 Nominations and Election of Directors. Directors shall be elected every two (2) years by a vote of the Members at the Fall Meeting, or at other times as needed in the case of vacancies (see Section 3.8 regarding vacancies). It shall be the Nominating Committee's responsibility to establish a slate of candidates for the Board of Directors, which shall list each individual candidate as running for the specific position(s) they will hold while serving as Directors (as Directors must serve in an officer position(s) and/or a committee chairperson position(s) while serving as Directors). Candidates for these positions shall be nominated, added to the slate, and elected in accordance with these Bylaws in the following manner:

3.4.1 Establishment of a Nominating Committee. The President of the Organization shall appoint no less than three (3) Members to a Nominating Committee and shall appoint one of those Members to serve as chairperson to the Nominating Committee. Such committee appointments and the appointment of the Nominating Committee's chairperson shall be approved by the Board. The appointments to the Nominating Committee shall be announced in the meeting notice for the May Meeting during any calendar year in which there will be an election of Directors at the Fall Meeting. If the May Meeting does not take place, the appointments to the Nominating Committee shall be announced in the meeting notice for the last regular, quarterly Membership meeting to take place in lieu of the May Meeting.

3.4.2 Call for Nominations. In the notice for the May Meeting, the Nominating Committee shall call for nominations of Directors to serve in specific officer positions or committee chairperson positions. The notice calling for nominations shall include an announcement that nominations may be submitted by Members no later than the May Meeting. The notice shall state that any Member may nominate themselves as a candidate or may nominate another Member, provided that any Member nominating another Member for a Director position must verify the potential candidate's willingness to serve as a Director (and as an officer or committee chairperson while serving as a Director) prior to making such nomination. The Nominating Committee shall also request nominations from the floor at the May Meeting. Nominations need not be seconded. The

chair of the May Meeting shall, on motion, declare the nominations closed, and thereafter no further nominations may be made. If there are no nominations for an officer or committee chairperson position for which the term of a Director holding one or more of these positions is expiring, the President shall inquire if any Member will volunteer to serve on a temporary basis as needed to fill the vacancy, or the Members may vote to reduce the number of Directors on the Board, but only if candidates have been nominated for all of the officer positions.

3.4.3 Preparing and Publishing the Slate. The Nominating Committee shall prepare the slate of candidates and inform the President of the slate of the candidates. Such slate of candidates shall be included in the notice for the Fall Meeting. When preparing the slate of candidates, the Nominating Committee shall take into consideration the diversity of the Neighborhood, helping to ensure that the slate reflects that diversity, and shall help ensure that only Members who are willing to serve as Directors (with officer or committee chairperson roles) are nominated. The Nominating Committee shall list for each candidate on the slate, the officer position and/or committee chair position of any standing committees for which the candidates are running. The notice with the slate of candidates shall be given at least thirty (30) days before the Fall Meeting. If the Nominating Committee fails to prepare the slate or to inform the President of the same, the Board has the authority to prepare and publish the slate.

3.4.4 Presentation of the Slate and Voting. The slate shall be presented to the Members by the chair of the Nominating Committee, or alternatively by the President, at the Fall Meeting, along with a brief introduction of each of the candidates. Each of the candidates shall have the opportunity to speak to the Members in attendance at the Fall Meeting prior to the vote. The voting shall be by ballot or acclamation, whichever shall be deemed appropriate by the Board. Candidates may vote for themselves. The candidates receiving the most votes shall be elected as Directors, even if they receive fewer than a majority of the votes. If the election for any position results 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 election officials overseeing the Organization's elections.

3.5 Term of Office. Each Director shall be elected for a term of two (2) years. Directors shall hold office until (a) the later of the expiration of the term for which the Director was elected or until the Director's successor has been elected and qualified, or (b) the Director's earlier death, resignation, or removal. Newly elected Directors shall begin their terms on the day following their election. Directors serving in officer positions may only serve in such officer positions for the term limits set forth in Section 5.3; however, Directors serving as committee chairpersons may serve any number of terms, consecutive or otherwise, as the Members determine may be appropriate.

3.6 Resignation of Directors. A Director may resign at any time by giving written notice to the President and to the Secretary of the Organization. The resignation shall be effective upon receipt by the President or Secretary or at such subsequent time as may be specified in the notice of resignation.

3.7 Removal of Directors. Any Director may be removed at any time and for any reason (i.e., with or without cause) by a vote of the Members. Additionally, any Director that misses three (3) consecutive board meetings, without providing advance written notice stating a reasonable cause for their absence, is deemed automatically removed from the Board of Directors. No advance notice and no formal hearing procedure need be followed in order to remove a Director.

If any

Director is removed, the resulting vacancy may be filled by the Board in accordance with Section 3.8 of these Bylaws. Directors who are removed may no longer serve as officers of the Organization or as committee chairpersons but they may continue serving as committee members if the Members so permit.

3.8 Vacancies. Vacancies in the Board of Directors, including vacancies resulting from an increase in the authorized number of Directors, shall be filled by election by the Members, though the Board may fill the vacancy for the duration of the term subject to the approval of the Members at the next quarterly meeting. Any Director so elected shall serve for the balance of the term to which the Director is elected, and shall have voting rights and privileges, and that, unless the Members decide otherwise, the balance of such term shall count as a full term for purposes of calculating any term limits that may be imposed by the Members under Section 3.5 of these Bylaws. If the Board believes that the partial term is too short to count as a full term, the Board may propose to the Members that the partial term should not count for purposes of the term limits.

3.9 Regular Meetings. Regular meetings of the Board of Directors may be held at such times as the Board may by resolution determine but not less than nine (9) times per calendar year. One of the Organization's Membership meetings shall be designated as an annual meeting of the Board of Directors, to review operations of the immediately preceding year and to transact such other business as may properly be brought before the meeting. The Directors may resolve to convene the annual meeting on another date during the year, provided that proper notice is given.

3.10 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, or upon the written request of at least one-third of the Directors delivered to the Secretary. See Article VII of these Bylaws for the notice requirements. Any such request by the Directors shall state the time and place (or access information if the meeting is held by telephone or video conference call as provided in Section 3.12 of these Bylaws) of the proposed meeting and, upon receipt of such request, it shall be the duty of the Secretary to promptly issue the notice for such meeting. If the Secretary neglects to or is unavailable to issue such notice, the Directors making the request may issue the notice.

3.11 Quorum; Corporate Action. At all meetings of the Board, a majority of the total number of the Directors (including those serving as officers and committee chairpersons, and any other Directors not simultaneously serving in these positions) shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present (including participants by telephone or video conference call as provided in Section 3.12 of these Bylaws) at a meeting at which a quorum is present shall be the acts of the Board of Directors, unless a higher threshold is specifically required by the Act, by the Articles of Incorporation, or by these Bylaws. Each Director shall have only one (1) vote, regardless of any officer position that the Director may hold (i.e., holding an officer position, or more than one officer position or any chairperson position(s) in addition to officer positions, does not grant any Director greater voting authority or additional voting privileges). Directors may not attend nor participate in any meeting of the Board of Directors by proxy, and Directors may not vote at any meeting of the Board of Directors by proxy. Directors may not vote by email or any other electronic means, except in connection with signing unanimous written consents in accordance with Section 3.13 of these Bylaws.

3.12 Use of Electronic Meeting Technology. To the fullest extent permitted by the Act,

the Board of Directors and any committees of the Board may convene meetings exclusively by

electronic technology. As long as all persons participating in such meetings have a reasonable opportunity to participate in the meeting, read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members and, subject to such guidelines and procedures as the board of directors may adopt, make appropriate motions and comment on the business of the meeting, participation in a meeting pursuant to this Section 3.12 shall constitute “in person” presence at the meeting.

3.13 Action by Directors in Lieu of a Meeting. Unless otherwise restricted by the Articles of Incorporation, or by the Act, any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, but only if all of the members of the Board or committee, as the case may be, consent to the action in writing by affixing their signatures to a document(s) that is circulated for signature by electronic means (for example, through DocuSign or as an attachment to an email), and the signed document is – or signed documents, if they are signed in counterparts, are – filed with the Secretary of the Organization.

3.14 Liability. To the fullest extent permitted by Pennsylvania law, now in effect and as may be amended from time to time, a Director shall not be personally liable for monetary damages for any action taken or any failure to take any action unless:

- (a) The Director has breached or failed to perform the duties of the Director’s position (see Subchapter B of Chapter 57 of the Act); and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

As expressed in Section 5713(b) of the Act, this Section 3.14 shall not provide liability protection to any Director with regard to the Director’s violations of any criminal statute, or the Director’s failure to make payment of taxes pursuant to federal, state, or local law.

Any repeal or amendment of this Section 3.14 shall be prospective only and shall not increase, but may decrease, a Director’s liability with respect to actions or failures to act occurring prior to such change.

3.15 Standard of Care, Justifiable Reliance, and Business Judgment Rule. Pursuant to Section 5712(a) of the Act, the Directors of the Organization stand in a fiduciary relationship to the Organization and must perform their duties as Directors, including their duties as a member of any committees of the Board or as officers, in good faith, in a manner they reasonably believe to be in the best interests of the Organization, and with such care, including the skill, and diligence that a person of ordinary prudence would use under similar circumstances and reasonable inquiry into those issues required by the statutes of the Commonwealth of Pennsylvania to be considered in the circumstances and those interests and factors listed in Section 5715(a) of the Act (relating to exercise of powers generally) or Section 5716(a) of the Act (relating to alternative standard) that the director considers appropriate. In performing their duties, Directors are entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared by any of the following:

- (a) One or more officers or employees of the Organization or an affiliate of the corporation whom the Director reasonably believes to be reliable and competent

in the matters presented;

- (b) Counsel, public accountants, or other persons as to matters that the Directors reasonably believes to be within the professional or expert competence of such person; or
- (c) 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 is not considered to be acting in good faith if the Director has actual knowledge concerning the matter that causes the Director to believe reliance is unwarranted.

A director who makes a business judgment in good faith fulfills the director's duties if:

- (a) The subject of the business judgment does not involve self-dealing by the director or an associate or affiliate of the director;
- (b) The director is informed with respect to the subject of the business judgment to the extent the director reasonably believes to be appropriate under the circumstances; and;
- (c) The director rationally believes that the business judgment is in the best interests of the corporation.

Pursuant to Section 5715 of the Act, in discharging the duties of their respective positions, the Board of Directors, committees of the Board, and individual Directors of the Organization may, in considering the best interests of the Organization, consider to the extent they deem appropriate:

- (a) The effects of any action upon any or all groups affected by such action, including members, employees, suppliers, customers, and creditors of the Organization, and upon communities in which offices or other establishments of the Organization are located.
- (b) The short-term and long-term interests of the Organization, including benefits that may accrue to the Organization from its long-term plans and the possibility that these interests may be best served by the continued independence of the Organization.
- (c) The resources, intent, and conduct (past, stated, and potential) of any person seeking to acquire control of the Organization.
- (d) All other pertinent factors.

The Board of Directors, committees of the Board and individual Directors shall not be required, in considering the best interests of the Organization or the effects of any action, to regard any corporate interest or the interests of any particular group affected by such action as a dominant or controlling interest or factor. The consideration of any of these interests and factors does not constitute a breach of fiduciary duty.

3.16 Compensation of Directors; Reimbursement of Expenses. No Director shall be compensated for services unless so authorized by a duly adopted resolution of the Board of Directors, requiring that: (a) such Director may only receive reasonable compensation for services rendered for the Organization in carrying out its exempt purposes as established by the Board of Directors; and (b) such compensation is (i) consistent with the Organization's financial policies, (ii) does not adversely affect the Organization's qualification as an organization exempt under Section 501(a) and described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or give rise to intermediate sanctions under the Code, and (iii) shall be set by a committee composed of persons who have no financial interest in such determination. The Organization generally expects Board members to incur expenses without reimbursement; however, the Board may adopt a policy to allow for reimbursement of Directors' expenses, provided that such expenses shall be reimbursed only for ordinary, necessary, and reasonable expenses incurred in the performance of their duties as Board members and provided that such reimbursement does not adversely affect the Organization's qualification as an organization exempt under Section 501(a) and described under Section 501(c)(3) of the Code or give rise to intermediate sanctions under Section 4958 of the Code. Any expense reimbursements permitted must be made in accordance with procedures established by the Organization.

3.17 Loans to Directors. No loans shall be made by the Organization to any of its Directors.

ARTICLE IV **AD HOC & STANDING COMMITTEES**

4.1 Nominating Committee. The Organization shall have an ad hoc Nominating Committee, which shall be established as needed and which shall be responsible for preparing a slate of candidates to serve as Directors (who shall serve in the various officer and standing committee chairperson positions) of the Organization. The members of the Nominating Committee and its chairperson shall be appointed in accordance with Section 3.4.1 of these Bylaws.

4.1.1 Standing Committees. The Organization's standing committees are listed below in Sections 4.1.2 – 4.1.5. At the recommendation of the President or otherwise, the Board of Directors may establish any number of other standing committees and designate their function and responsibility. Standing committees help administer, oversee, or plan for certain core functions and activities of the Organization. Chairpersons of standing committees are elected positions that may only be held by individuals serving as Directors. Chairpersons of standing committees shall appoint the members of the standing committees they lead, except that the members of the Zoning and Land Use Committee shall be appointed by the Zoning and Land Use Committee Chairperson in consultation with and with the approval by the Board. The Board may separately draft and adopt committee charters or protocols to delineate, or further delineate, the roles and responsibilities of committees, including the process for appointing committee members. Working groups, which function to support committee work, may also be established by the Board at the recommendation of the President or otherwise, or by the standing committees. Other committees may be established by the Board as the Organization has capacity and the need for such committees (e.g., a Block Captains Committee, a Membership Committee, or a Communications Committee) and such committees shall be ad hoc committees functioning like task forces and strictly advisory, with their chairpersons designated by the President, until such time as the Board shall convert the ad hoc committee to a standing committee and the

Membership shall elect its chairperson.

4.1.2 Zoning and Land Use Committee. The Organization shall have a Zoning and Land Use Committee, the duties and responsibilities of which shall be set forth in the Organization's Zoning Protocols adopted and periodically reviewed by the Board. The individual serving as President of the Organization may not simultaneously serve as the chairperson of the Zoning and Land Use Committee. The Zoning and Land Use Committee Chairperson shall serve as the Organization's primary contact for zoning inquiries and information from the City of Philadelphia. The Zoning and Land Use Committee Chairperson shall convene and conduct RCO meetings and lead initiatives related to land use with the Zoning and Land Use Committee or other committees or working groups, as necessary.

4.1.3 Green Space.

4.1.4 Community Engagement.

4.1.5 History & Heritage.

4.2 Committee Composition & Authority. Individuals appointed to committees need not be Directors; however, each standing committee's chairperson must be a Director. If the voting Members serving on a committee are not also Directors, the committee may only function as an advisory committee – i.e., it can only exist for the purpose of making recommendations to the Board, and may not act on behalf of the Organization. If the Board desires that a committee be authorized to act on behalf of the Board in any capacity, any committee members who are not Directors may only serve in an advisory capacity such that their votes are not binding when the committee takes a vote, and their attendance may not be counted for purposes of establishing a quorum at a committee meeting. Except as otherwise provided in these Bylaws, the Articles of Incorporation, or the Act, any committee may only exercise such powers and functions as the Board of Directors may from time to time determine. See Section 5731 of the Act for limitations on the power and authority of committees.

If one or more other Directors believe that a committee chairperson is not fulfilling the duties of their office and/or is working against the purposes of the Organization provided in Section 1.7 of these Bylaws, the following actions may be taken:

The Board may discuss the concerns and then discuss the issue with the committee chairperson in question to determine the best course of action. If the issue is not mutually resolved, the matter may be brought before a meeting of the Members, with a recommendation from the Board, and:

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

4.3 Committee Service. Committee members may remain on committees after elections, and the composition of such committees may be revisited at any time by the President, newly elected or otherwise, in consultation with the Board.

4.4 Vacancies. Any vacancy of any committee chairperson position shall be filled in accordance with Section 3.8 of these Bylaws (regarding filling of vacancies in the Board of Directors)

4.5 Committee Meetings & Reports. Committee meetings shall be scheduled by each committee's chairperson on an as-needed basis. Each committee shall keep minutes of its proceedings and report the same to the Board at each regular meeting of the Board, or otherwise as requested by the President. The chairperson of each committee shall present the report. If the chairperson of a committee is unable to attend the meeting to present the committee report, then the chairperson of that committee may designate another member of the committee to present its report. The Board of Directors may adopt rules of procedure (e.g., charters and protocols) as it deems necessary for the conduct of the affairs of each committee.

4.6 Quorum. Unless a committee approves a greater or lesser number, a majority of its members entitled to vote shall constitute a quorum (for any committees authorized to act on behalf of the Organization, only Directors on the committee are entitled to vote). Each member of a committee is entitled to only one vote.

ARTICLE V **OFFICERS**

5.1 Officers. The officers of the Organization must be Members of the Organization and accordingly must be natural persons (meaning individuals, not entities) of at least eighteen (18) years of age. There shall be at least four (4) officers of the Organization: the President, the Vice President, the Secretary, and the Treasurer. The Organization may also have one or more additional officer positions as the Board shall determine, and as elected by the Members. All the officers must be Directors and each officer shall be elected by the Members every two (2) years at the Fall Meeting when the Board members are elected. Each officer position must be held by a separate individual, unless circumstance requires a temporary combination and the Board approves it and no combination gives more voting power. Any officer may also hold the chairperson position of any standing committee, except that the President may not also be the Zoning and Land Use Committee Chairperson.

5.2 Duties. The officers shall have and exercise such duties and functions as usually attach to their offices, with such additional duties and functions and subject to such limitations as may be provided in these Bylaws or established by the Board of Directors. Assistant officers shall perform such functions and have such responsibilities as the Board of Directors may determine. Officers shall ensure that the Board is fully informed about the Organization's activities and financial status and that the Board has full and accurate information necessary to make informed decisions about the Organization's operations. The Board of Directors may add to the corporate title of any officer (other than the President) a functional title in word or words descriptive of the officer's powers or the general character of the officer's duties.

5.3 Selection, Terms. The officers shall be elected by the Members when electing Directors every two (2) years at the Fall Meeting in accordance with the process for nominating and electing Directors provided for above. The newly elected officers shall begin their terms on the day following the election. No officer shall serve in one officer position for more than three (3) consecutive 2-year terms nor may any one individual serve as an officer for more than six (6) consecutive terms. A prospective officer having met or exceeded these term limits can become eligible after a break of one 2-year term or may serve in a position for which there are no eligible candidates.

5.4 Transition of Records. Any officer who is ending their term as a result of their successor being elected and qualified shall promptly turn over all Organization records in their possession to their successor and shall provide any information related to their officer duties that is reasonably requested by their successor. When records are turned over to new officers, a note should be made in the Organization's records to that effect, either in the minutes or otherwise.

5.5 Resignation of Officers. Any officer of the Organization may resign at any time by giving written notice to the President and to the Secretary of the Organization. The resignation shall be effective upon receipt by the President and Secretary or at such subsequent date as may be specified in the notice of resignation.

5.6 Removal of Officers. If one or more Directors believe that an officer is not fulfilling the duties of their office and/or is working against the purposes of the Organization provided in Section 1.7 of these Bylaws, the following actions may be taken:

The Board may discuss the issue with the officer in question to determine the best course of action. If the issue is not mutually resolved, the matter may be brought before a meeting of the Members, with a recommendation from the Board, and:

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

5.7 Vacancies. Any vacancy of any officer position shall be filled in accordance with Section 3.8 of these Bylaws (regarding filling of vacancies in the Board of Directors).

5.8 Compensation of Officers; Reimbursement of Expenses. The salaries or compensation, if any, of all officers of the Organization shall be fixed by, or in the manner prescribed by, the Board of Directors, provided that no officer shall be compensated for services unless so authorized by a duly adopted resolution of the Board of Directors, requiring that: (a) such officer may only receive reasonable compensation for services rendered for the Organization in carrying out its exempt purposes as established by the Board of Directors; and (b) such compensation is (i) consistent with the Organization's financial policies, (ii) does not adversely affect the Organization's qualification as an organization exempt under Section 501(a) and described under Section 501(c)(3) of the Code or give rise to intermediate sanctions under the Code, and (iii) shall be set by a committee composed of persons who have no financial interest in such determination. As provided in Section 3.17, the Organization generally expects officers to incur expenses without reimbursement; however, the Board may adopt a policy to provide for reimbursement of officers' expenses, provided that such expenses shall be reimbursed only for ordinary, necessary, and reasonable expenses incurred in the performance of their duties as officers and provided that such reimbursement does not adversely affect the Organization's qualification as an organization exempt under Section 501(a) and described under Section 501(c)(3) of the Code or give rise to intermediate sanctions under Section 4958 of the Code. Any expense reimbursements must be made in accordance with procedures established by the Organization.

5.9 Officer's Standard of Care and Justifiable Reliance. Pursuant to Section 5733.1(a) of the Act, an officer shall perform the duties of an officer in good faith, in a manner the officer reasonably believes to be in the best interests of the nonprofit corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

In performing the duties of an officer, an officer is entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more other officers or employees of the corporation or an affiliate of the corporation whom the officer reasonably believes to be reliable and competent in the matters presented.
- (b) Counsel, public accountants or other persons as to matters that the officer reasonably believes to be within the professional or expert competence of such person.

An officer is not considered to be acting in good faith if the officer has actual knowledge concerning the matter that causes the officer to believe reliance is unwarranted.

An officer who makes a business judgment in good faith fulfills the duties of an officer if:

- (a) The subject of the business judgment does not involve self-dealing by the officer or an associate or affiliate of the officer;
- (b) The officer is informed with respect to the subject of the business judgment to the extent the officer reasonably believes to be appropriate under the circumstances; and
- (c) The officer rationally believes that the business judgment is in the best interests of the corporation.

5.10 Personal Liability of Officers. To the fullest extent permitted by Pennsylvania law, now in effect and as may be amended from time to time, an officer shall not be personally liable for monetary damages for any action taken or any failure to take any action unless:

- (a) The officer has breached or failed to perform the duties of the officer's position (see Subchapter C of Chapter 57 of the Act); and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

As expressed in Section 5733.2(b) of the Act, this Section 5.9 shall not provide liability protection to any officer with regard to the officer's violations of any criminal statute, or the officer's failure to make payment of taxes pursuant to federal, state, or local law.

Any repeal or amendment of this Section 5.9 shall be prospective only and shall not increase, but may decrease, an officer's liability with respect to actions or failures to act occurring prior to such change.

5.11 Loans to Officers. No loans shall be made by the Organization to any of its officers.

5.12 President; Powers and Duties. The President shall be the chief executive officer of the Organization and as such shall have general charge and supervision of the business of the Organization and shall exercise or perform all the powers and duties usually incident to the office of the President, including acting as the spokesperson for the Organization and ensuring that all orders and resolutions of the Organization are carried into effect and that any policies adopted by the Board are implemented.

The President shall preside, or designate a Vice President, if any, or another Director, if there is no Vice President, to preside, at all meetings of the Members and Board of Directors. The President shall from time to time make, or cause to be made, such reports of the affairs of the Organization as the Board may require. Unless otherwise provided by the Board in the resolution creating the committee, the President shall be a voting member of each committee.

5.13 Vice President; Powers and Duties. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President also shall have such powers and perform such duties as may be assigned by the President and the Board of Directors. The Vice President, along with the rest of the Board, shall assist the President in developing and coordinating the activities of the Organization, foster the relationship of the Organization with the Members and its neighboring communities, and disseminate information concerning the programs, policies, and objectives of the Organizations to its Members and others. The Vice President shall also assume responsibility for special projects as designated by the Board. The Vice President shall help to ensure that all legal responsibilities of the Organization are met on a timely basis, including filing the Organization's annual report with the Commonwealth of Pennsylvania.

5.13.1 Additional Vice President. An additional Vice President may be elected by the Members, and if there shall be more than one Vice President, the Nominating Committee may prepare a slate that specifically provides for a Second Vice President; or, if two or more candidates run for the position of Vice President, the Members shall determine at the time of election (based on the number of votes) which individual shall be the First Vice President (the Vice President candidate with the highest number of votes) and which shall be the Second Vice President (the Vice President candidate with the second highest number of votes). In the event of a tie, another vote shall be taken by ballot. If the second vote also results in a tie, the decision shall be made by the toss of a coin. As provided in Section 3.4.4 above, the members of the Board shall serve as election officiants overseeing the Organization's elections.

5.14 Secretary; Powers and Duties. The Secretary shall attend all meetings of the Members and the Board and shall record all the votes and meeting minutes in books to be kept for that purpose. The Secretary shall ensure that any Committee notes are included in the minute book and shall be the custodian of all official documents and records of the Organization (committees are responsible for keeping their own minutes and making copies available to the Secretary for the official records). The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board or by the President.

5.15 Treasurer; Powers and Duties. The Treasurer shall help ensure that the Organization's tax returns are reviewed and approved by the Board and are timely filed, and that an annual audit, review, or compilation of the Organization's books and records is performed by an independent accountant selected by the Board if required by Pennsylvania law or any other applicable jurisdiction. The Treasurer shall be notified of the Board's selection of and changes made to the banking institutions and to the investment of any of the Organization's funds (and shall contemporaneously notify the Board of the same) and shall help ensure that the Board and Members receive regular reports on the finances of the Organization. The Treasurer shall keep full and accurate accounts of receipts and disbursements in the books and records of the Organization (or shall ensure that any bookkeeper retained by the Organization shall do the same) and shall perform such other duties as from time to time may be assigned by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond in such sum and with such surety or sureties as the Board of Directors shall determine for the faithful discharge of the Treasurer's duties and for the restoration to the

Organization, in case of the Treasurer's

death, resignation, retirement, or removal from office, of all books, records, money, and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Organization.

5.16 Delegation of Officers' Duties. Officers may delegate their duties to a duly elected or appointed assistant (if any); and, in case of the absence of any officer or assistant officer of the Organization, or for any other reason that the Board of Directors may deem sufficient, the Board may delegate or authorize the delegation of an officer's powers or duties, for the time being, to any person.

ARTICLE VI

FINANCIAL AND CONTRACTUAL TRANSACTIONS

6.1 Contracts. All contractual documents in the name of the Organization – including deeds, mortgages, bonds, vendor contracts, and other instruments – must be co-signed by the President and another officer of the Board except in cases where the execution of these documents is expressly delegated by the Board to some other officer and co-signatory of the Organization.

6.2 Real Estate. Notwithstanding anything to the contrary in the Act or in these Bylaws, any decision by the Organization to acquire, sell, mortgage, or pledge real property for the Organization shall require, at minimum, the approval of two-thirds of the Board of Directors.

6.3 Loans. The Organization shall not lend or borrow funds unless authorized by resolution of the Board of Directors. Such authorization may be general or confined to specific instances. All loan documents and documents of indebtedness issued in the name of the Organization may be signed by the President, or in such other manner as determined by the Board of Directors or as required by law.

6.4 Payments. All checks, notes, drafts, or other orders for the payment of money issued in the name of the Organization shall be co-signed by the Organization's officers in accordance with the Organization's Treasury Protocols regarding transaction approval and payments, or in such other manner as determined by the Board of Directors if not in conflict with what the Organization's Treasury Protocols provide.

6.5 Deposits. All payments to the Organization shall be deposited in one or more banks or other depository accounts established and maintained in the Organization's name and Employer Identification Number ("**EIN**").

6.6 Gifts. The Organization may accept any gift, grant, devise, bequest, or contribution (hereinafter "**Gift**") for the general purposes or for specific purposes of the Organization. The Organization shall consider, prior to the acceptance of any Gift, whether such acceptance or any condition attached to the acceptance conflicts with the general or specific purposes of the Organization. The Board may separately adopt a gift acceptance policy for the purpose of vetting Gifts.

ARTICLE VII

NOTICES

7.1 Form of Notice. Whenever written notice is required or permitted, by these Bylaws or otherwise, to be given to any person or entity, it may be given either personally or by sending a copy to the address or other contact information of the appropriate person or entity as it appears in the Organization's records, or by posting the notice on the Organization's website. Such notice, if a copy is sent, may be sent (a) electronically (e.g., by email); (b) by first class mail (postage prepaid) or by overnight express delivery service (charges prepaid); or (c) by facsimile. If the notice is sent by mail or overnight express delivery, it shall be deemed to have been given when deposited in the United States Mail or delivered to the overnight express delivery service. If the notice is sent by any other form prescribed above, it shall be deemed to have been given when sent.

7.2 Notice of Member Meetings. Written notice of every meeting of the Members, whether held by telephone or video conference or otherwise, shall be given to each Member at least ten (10) days prior to the day designated for the meeting for a meeting that will consider a transaction under Chapter 3 (relating to entity transactions) or a fundamental change under Chapter 59 (relating to amendments, sale of assets and dissolution) of the Act, or five (5) days prior to the day named for the meeting in any other case. Such notice shall specify the place (and/or access information for meetings held exclusively by telephone or video conference), date, and hour of the meeting, and the general nature of the business to be transacted.

7.3 Notice of Board of Director's Meetings. Written notice of every meeting of the Board of Directors, whether held by telephone or video conference or otherwise, shall be given to each Director at least three (3) days prior to the day designated for the meeting. Such notice shall specify the place (and/or access information for meetings held exclusively by telephone or video conference), date, and hour of the meeting, and in the case of a special meeting of the Board, the general nature of the business to be transacted.

7.4 Waiver of Notice. Whenever a written notice is required by these Bylaws or under the provisions of the Act, any person or persons (or entity or entities) entitled to receive the notice may waive in writing the right to receive notice. The written waiver may be signed before or after the time required for such notice. Except in the case of a special meeting of the Board of Directors or as otherwise required by the Act, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance by any person in person at any meeting shall constitute waiver of notice of such meeting, unless the person (or entity representative) attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not called or convened upon proper notice.

ARTICLE VIII

DISSOLUTION

8.1 Dissolution. As provided in the Organization's Articles of Incorporation, in the event of the liquidation, dissolution, or winding up of the Organization, as provided in the Organization's Articles of Incorporation, all remaining assets shall, after payment or provision for payment of all liabilities of the Organization, be distributed by and at the discretion of the Board of Directors, as approved by the Members, to one or more organizations that are organized and operated for the purposes aligned with the Organization and exclusively for exempt purposes within the meaning of Section 501(c)(3) of the

Code, or any successor provisions thereto, or to the federal government, or to a state or local government, for a public purpose aligned with the Organization's exempt purpose. Any assets not so distributed shall be distributed by the Court of Common Pleas of Philadelphia County exclusively for such purposes, and in accordance with the Act. No Member, director or officer of the Organization or any other private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Organization.

ARTICLE IX

INDEMNIFICATION AND INSURANCE

9.1 Representative Defined. For purposes of this Article, "**Representative**" means any current or former Director of the Organization; officers; committee chairpersons; any members of any committees, task forces, or working groups, including those serving on standing committees or on ad hoc committees; any advisory Board members of the Organization; and any executive leadership staff of the Organization.

9.2 Indemnification in Third-Party Proceedings. The Organization may provide additional indemnification, in addition to any indemnification that the City of Philadelphia may be required by law or otherwise to provide, of any Representative who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Organization; for indemnification of actions by or in the right of the Organization, see Section 9.3 below), by reason of the fact that such person is or was a Representative of the Organization, or is or was serving at the request of the Organization as a director, officer, employee, agent, or other representative of another domestic or foreign corporation 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 by the Representative in connection with the action or proceeding if the Representative acted in good faith and in a manner the Representative reasonably believed to be in, or not opposed to, the best interests of the Organization and, with respect to any criminal proceeding, had no reasonable cause to believe the Representative's conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the Representative did not act in good faith and in a manner that the Representative reasonably believed to be in, or not opposed to, the best interests of the Organization and, with respect to any criminal proceeding, had reasonable cause to believe that the Representative's conduct was unlawful.

9.3 Indemnification in Derivative and Corporate Actions. The Organization shall indemnify any Representative who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Organization to procure a judgment in its favor by reason of the fact that such person is or was a Representative of the Organization, or is or was serving at the request of the Organization as a director, officer, employee, agent, or other representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by the Representative in connection with the defense or settlement of the action if the Representative acted in good faith and in a manner the Representative reasonably believed to be in, or not opposed to, the best interests of the Organization. Indemnification shall not be made under this Section 9.3 in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Organization 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 Organization 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.

9.4 Procedure for Effecting Indemnification. Unless ordered by a court, any indemnification under Section 9.2 or Section 9.3 shall be made by the Organization only as authorized in the specific case upon a determination that indemnification of the Representative is proper in the circumstances because the Representative has met the applicable standard of conduct set forth in those Sections. The determination shall be made:

- (a) By the Board by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
- (b) 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
- (c) By the Members.

9.5 Advancing Expenses. The Organization shall pay expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Section 9.2 in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the Representative to repay the amount if it is ultimately determined that the Representative is not entitled to be indemnified by the Organization as authorized in this Article or otherwise.

9.6 Supplementary Coverage. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any agreement, vote of disinterested Directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding that office. Article XI (relating to conflicts of interest) shall be applicable to any bylaw, contract, or transaction authorized by the Directors under this Section 9.6; however, no indemnification may be made by the Organization under this Article IX or otherwise to or on behalf of any person to the extent that:

- (a) The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness; or
- (b) The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under Section 4958 of the Code or an act of self-dealing under Section 4941 of the Code, if applicable.

9.7 Duration and Extent of Coverage; Indemnification of Former Representatives. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Representative of the Organization and shall inure to the benefit of the heirs and personal representatives of that person.

9.8 Reliance and Modification. Each person who shall act as a Representative of the Organization shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Organization to indemnify and to advance expenses to a Representative provided in this Article shall be in the nature of a contract between the Organization and the Representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the Representative, the Representative's right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

9.9 Insurance. The Organization shall purchase and maintain insurance on behalf of any Representative, whether or not the Organization would have the power to indemnify the person against that liability under the Act. The Organization's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Organization. To the extent that such insurance coverage provides a benefit to the insured person, the Organization's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under Section 4958 of the Code or an act of self-dealing under Section 4941 of the Code, if applicable.

ARTICLE X **FUNDRAISING**

10.1 Fundraising and Solicitation. The Organization shall ensure that its fundraising and solicitation activities and materials meet federal and state law requirements and that these activities and materials are accurate, truthful, and candid.

ARTICLE XI **CONFLICT OF INTEREST POLICY AND PROHIBITED ACTIVITIES**

11.1 Adoption of Policy. The Organization shall separately adopt a conflict of interest policy and distribute annual disclosure forms for the purpose of screening conflicts. It is the policy of the Organization that no contract or transaction between the Organization and a Member or one or more of its Directors or officers, or between the Organization and any "interested entity" shall be authorized or entered into unless the material facts as to the interest and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board in good faith authorizes the contract or transaction by an affirmative vote of a majority of the Directors other than the interested Director(s) of the Organization and the contract or transaction is in the interests of the Organization. An "interested entity" includes any entity (a) in which a Member or one or more of the Directors or officers of the Organization

(i) are members, directors, or officers, or (ii) have a financial interest; or (b) in which a Member or any Director or officer of the Organization has any other conflict of interest. Any interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction.

11.2 Prohibited Activities. In furtherance of the foregoing and not in limitation thereof, all Directors, officers and employees are expected to maintain ethical business and professional standards consistent with those of the Organization and, unless approved by the Board as described in Section 11.1, to avoid activities which might conflict, or appear to conflict, with the best interests of the Organization. No Member, Director, officer, employee, consultant, or agent of the Organization shall take any action or carry on any activity, by or on behalf of the Organization, not permitted to be taken or carried on by

an organization: (a) exempt from federal income taxation under Section 501(c)(3) of the Code; and (b) that receives contributions which are deductible under Section 170 of the Code.

11.3 Prohibition Against Political Activities and Limitations on Lobbying. The Organization shall not participate, or intervene, in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. No substantial part of the activities of the Organization shall consist of carrying on propaganda or lobbying except to the extent permitted by law for an organization exempt from federal income tax under Section 501(c)(3) of the Code. This provision shall not be deemed to limit the political activities of the Members, Directors, or officers acting in their individual capacity.

ARTICLE XII BOOKS AND RECORDS

12.1 Bookkeeping; Recordkeeping. The Organization shall keep (a) complete and accurate financial books and records; (b) minutes of all meetings of the Board and of any committees; (c) the original or a copy of its Articles of Incorporation (and any amendments thereto) and Bylaws, including all amendments thereto, certified by the Secretary; (d) a list of the names and contact information of its current Directors and officers; (e) a copy of the Organization's IRS Form 1023-EZ; and (f) all reports delivered to state and federal officials for the last seven (7) years. Originals or duplicates of such books and records shall be kept at either the registered office of the Organization, the principal place of business of the Organization, and/or at such other reasonably accessible place as the Secretary may determine. The Organization may separately adopt a records retention policy.

12.2 Transparency. The Organization shall ensure that its financial statements, annual federal tax reports, and other annual reports are complete and accurate, and to the extent required by law and in accordance with the procedures established by law, are audited and posted to the Organization's website or otherwise made available to the public upon request.

ARTICLE XIII AMENDMENTS

13.1 Bylaws. These Bylaws may be altered, amended, or repealed only by the Members. Any amendments to the Bylaws must be proposed by motion at two successive general Membership meetings. Any such proposed amendments shall be adopted by an affirmative vote of 2/3 of the Members in attendance at the second of these successive meetings. Notice of Bylaw amendments shall be provided to the Members in writing thirty (30) days before any meeting to consider Bylaw amendments.

13.2 Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended only by the Members. Any amendments to the Articles of Incorporation must be proposed by motion at two successive general Membership meetings. Any such proposed amendments shall be adopted by an affirmative vote of 2/3 of the Members in attendance at the second of these successive meetings. Notice of any amendments to the Articles of Incorporation shall be provided to the Members in writing thirty (30) days before any meeting to consider Articles of Incorporation amendments.

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