

HIGHLAND PARK COMMUNITY COUNCIL, INC. BY-LAWS  
Proposed Amendments 9/27/2012

**ARTICLE I, NAME**

The organization shall be called the Highland Park Community Council, Inc.

**Article II, MISSION**

*DELETE: The Mission shall be to take a leading role in the community activities that promote and enhance the quality of life in the Highland Park Area.*

*ADD: The Mission of the Highland Park Community Council, Inc. (HPCC) is to take a leading role in the community activities that address issues of common interest and concern and that promote a safe and healthy neighborhood for the diverse residents of Highland Park.*

**Article III, MEMBERSHIP**

Section 1. There shall be two classes of membership: Full Membership with full voting privileges and Associate membership with no voting privileges.

Section 2. The qualifications for membership are:

- a. Eligible for Full Membership are adults (18 years old or older) or a household having a concern for, and interest in the mission of the organization.
- b. Eligible for Associate Membership are any persons who are not eligible for or admitted as Full Members and partnerships, corporations, and other organizations and entities.

Section 3. All candidates for Full Membership shall submit an application for membership and full payment of the dues then determined by the Board of Directors.

Section 4. Any member who fails to pay dues within sixty days after they are due will be suspended from exercising all rights and privileges of membership and, if applicable, of office, by majority vote of the Board of Directors. Such suspension shall cease upon payment of all overdue dues.

**ARTICLE IV, DUES**

Section 1. The dues payment year for Full and Associate Memberships will be a twelve-month period ending on August 31 of each year. No proration of dues for a partial year shall be permitted.

Section 2. Dues shall be set by the Board of Directors and shall remain in effect until changed.

Section 3. The Membership Chair shall accept dues payments, keep membership records, and promptly forward collections to the Treasurer for recording and deposit. The same person shall not hold the separate offices of Treasurer and Membership Chair. No other individuals, officers or directors are authorized to receive and record dues payments on behalf of the HPCC.

Section 4. The HPCC Newsletter will be the initial notice for the amount and due date of annual dues. Written notices will be sent to non-paying members. Suspensions described in Article III, Section 4 do not require written notice by the Membership Chair.

#### **ARTICLE V. BOARD OF DIRECTORS**

Section 1. The Board of Directors shall have general charge, management, and control of funds, property, and activities of the organization and shall authorize and control all expenditures.

Section 2. The Board of Directors shall consist of thirteen (13) persons: nine (9) Directors and four (4) Officers, being the President, Vice President, Treasurer, and Secretary.

Section 3. The term of office of the Directors shall be three years, with three members to be elected each year. No Director shall serve consecutive terms. However, Directors in office shall continue until their successors are elected.

Section 4. Any Director may resign at any time by giving written notice to the President. Resignations shall be effective at the time stated and need not be accepted to be effective. Any Director elected as an Officer automatically resigns as an elected Director. Any Director not attending three consecutive meetings without being excused *shall be subject to removal from the Board by a majority of votes at a regularly scheduled meeting where a quorum of the Board is present and notice of the vote given 10 days in advance.*

Section 5. Any vacancy among the Board of Directors may be filled for the unexpired term by a quorum vote of six Members of the Board of Directors, with the recommendation of the Nominating Committee.

Section 6. The Board of Directors shall meet monthly on the third Thursday of each month, unless otherwise agreed to by a quorum of six of the Board of Directors.

Section 7. Notices of each annual or special meeting of the Board of Directors shall be given by the Secretary or the President to each member of the Board either by mail, *email*, personally, or by telephone at least five days before the meeting is to be held.

Section 8. a) To transact business at any regular scheduled meeting, a quorum shall consist of six Directors or Officers. Business may also be transacted by a majority vote of a poll of the entire Board conducted by the President or presiding officer. Such poll may be in person, by telephone, or by other means.

b) At any special meeting of the Board, a quorum shall consist of a majority of the Board of Directors.

Section 9. Meetings of the Board of Directors shall be open to any Full or Associate Member.

Section 10. All motions at any regularly scheduled monthly meeting are to be voted on by the Board of Directors only.

*Add: Section 11. CONFLICT OF INTEREST: Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on a matter. Any transaction or vote involving potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention or rationale for approval.*

*Add: Section 12. No compensation shall be paid to any Director for serving as a Director. The Board of Directors may by resolution provide for payment of expenses for any or all of the Directors in the necessary transaction of corporation business.*

#### **ARTICLE VI, MEETINGS OF MEMBERS**

Section 1. The annual meeting of members shall be held on the third Thursday of September of each year or as set by the Board of Directors.

Section 2. The order of Business at the annual meeting shall be: 1). Annual committee reports, 2). Election of Officers and Directors, and 3). New business.

Section 3. Special meetings of the members may be called at any time by the President, and shall be called by the President when so ordered by six members of the Board of Directors, or upon written request of twenty or more members.

Section 4. *Delete: Written notice of the time and place of the annual or any special meeting shall be mailed to each member at least five days before the date of such meeting.*

*Add: Advance notice of the time and place of the annual or any special meeting shall be communicated at least five days before the date of such meeting.*

Section 5. At all annual or special meetings, each Full member shall be entitled to one (1) vote.

Section 6. Twenty or more Full members present at any annual or special meeting shall constitute a quorum for the transaction of business.

#### **ARTICLES VII, OFFICERS**

Section 1. The Officers shall be the President, Vice-President, Treasurer, and Secretary.

Section 2. The President shall be the chief executive officer and shall have the general supervision of all business and affairs of the organization, subject to the control of the Board of Directors. The President may sign and execute, in the name of the organization, such contracts and other instruments as may be authorized by the Board of Directors, and in general shall perform all duties as may be assigned by the Board of Directors.

Section 3. The Vice-President shall assist the President in the discharge of his duties, and in the absence of the President, shall perform the duties of the President, and when so acting shall have and may exercise the power of the President.

Section 4. The Treasurer shall receive, collect and disburse, and have custody of, and be responsible for, all funds, and securities of the organization. The Treasurer shall deposit all funds in the name of the organization in such banks, trust companies, and other depositories as shall be designated by the Board of Directors. The Treasurer shall submit a written financial report at the annual meeting of the membership and shall when requested, report at all regularly scheduled meetings of the Board of Directors; and shall when requested, exhibit the books of account records to any member of the Board of Directors. In the absence of the Treasurer, the Chair of the Finance Committee or a member of the Finance Committee designated by its Chair shall perform the duties of the Treasurer. The Treasurer shall be a member of the Finance Committee and recommended by the Nominating Committee.

Section 5. The Secretary shall keep a list of the members, shall keep the minutes of the meetings of the Board of Directors, and shall perform such other duties as assigned by the President or the Board.

Section 6. In the event of the death or resignation of any officer, the Board of Directors, upon recommendation of the Nominating Committee, shall fill such vacancy for the unexpired term.

Section 7. The term of office for the Officers shall be one year. Officers may serve consecutive terms.

#### **ARTICLE VIII, COMMITTEES**

Section 1. The following standing committees shall be appointed by the President, with the approval of the Board of Directors: (1) Finance, (2) Nominating, and (3) Membership.

Section 2. The President and the Board may appoint such committees as deemed appropriate.

Section 3. A majority of the members of any committee or sub-committee present at any meeting shall constitute a quorum for the transaction of business. Committee action may be taken by correspondence, telephone or other communication and the vote of the majority shall constitute the action of the committee.

Section 4. The Finance Committee shall establish a budget for each year and shall submit the budget for approval by a majority vote of the Board of Directors at the October Board meeting along with recommendations for the amount of dues. The Finance Committee shall make recommendations of all individual expenditures not budgeted for and greater than \$250. The fiscal year shall end on August 31.

Section 5. The Nominating Committee shall consist of the President, Vice-President, and at least two other members and shall prepare an annual slate of proposed Officers and Directors for action at the June Board Meeting.

Section 6. The Membership Committee shall solicit membership in the organization and shall report to the Board regarding new members accepted and members considered to be not in good standing.

#### **ARTICLE IX, RULES**

Section 1. All meetings of the organization shall be governed by parliamentary law in accordance with the provisions of Robert's Rules of Order, except as otherwise provided in these by-laws.

Section 2. No member shall represent him or herself as an agent of or for the organization unless specifically designated by a quorum vote of the Board of Directors.

Section 3. The order of business at all meetings shall be determined by the President or presiding Officer.

#### **ARTICLE X, INDEMNIFICATION**

The organization shall indemnify each person who is or has been a Director or Officer or who served at the request of the HPCC, or other affiliated corporation, partnership, joint venture, trust, or other enterprise, against expenses, attorneys fees, judgment, fines, and amounts paid in settlement, actually or reasonably incurred by each such person engaged in the normal business of the HPCC to the fullest extent to which Directors, Officers, agents and employees may be indemnified under Pennsylvania Law. A copy of the insurance policy providing such indemnification shall be maintained by the President or Treasurer.

#### **ARTICLE XI, AMENDMENTS**

*Delete: These by-laws may be amended by a majority vote of the members present at any annual or special meeting, provided that ten days advance notice of the proposed amendment, setting forth the text thereof in full, shall have been given to all members.*

*ADD: These By-Laws may be amended by a majority vote of the members present at any annual or special meeting provided five days advance notice of the proposed amendments, setting forth the text thereof in full, shall be available to all members.*