

Amended 9/2005, 11/2012, 9/2016

Proposed Amendments 8/29/2019

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ARTICLE I, NAME

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

ARTICLE II, MISSION

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, INCLUSIVITY

THE HPCC IS COMMITTED TO EMBRACING DIVERSITY IN ALL ITS FORMS AS A CORE VALUE. THE HPCC IS DEDICATED TO PROVIDING CULTURALLY COMPETENT COMMUNITY SERVICES AND PROGRAMS. THE HPCC IS DEDICATED TO PROMOTING AN ENVIRONMENT OF RESPECT AND APPRECIATION FOR THE RACE, ETHNICITY, NATIONAL ORIGIN, GENDER IDENTITY, AGE, RELIGIOUS AFFILIATION, SEXUAL ORIENTATION, PHYSICAL/MENTAL ABILITY, AND SOCIOECONOMIC STATUS OF ALL. THE HPCC AIMS TO PROVIDE A SAFE, WELCOMING, AND AFFIRMING ENVIRONMENT FOR EVERYONE.

ARTICLE ~~III~~ IV, MEMBERSHIP

- Section 1. The Membership of the HPCC shall consist of all qualified individuals. All Members shall be entitled to the privileges of Membership equally.
- Section 2. To be eligible for Membership, a candidate must be either an adult (age 18 or older) or a household having a concern for, and interest in the mission of the organization.
- Section 3. All candidates for Membership shall submit an Application for Membership and full payment of the dues then determined by the Board of Directors to qualify for Membership.
- 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 dues.

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 under 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 OF THE BOARD MEMBERS PRESENT, EXCLUDING SUCH DIRECTOR SUBJECT TO THE REMOVAL VOTE, at a regularly scheduled OR SPECIAL meeting where a quorum of the Board is present and notice of the vote IS given ~~10~~ 5 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. 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 organization to do so.
- The minutes of meetings at which such votes are taken shall record such disclosure, abstention or rational for approval.
- Section 7. 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 organization business.

ARTICLE V VI, 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 or her 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.
- Section 5. The Secretary shall keep a list of the Members, shall keep the minutes of all Annual, Community, Board, and Special Meetings, and shall perform such other duties as assigned by the President or the Board.
- SECTION 6. IN ADDITION TO THE RESPONSIBILITIES OUTLINED FOR EACH OFFICER IN ARTICLE V, OFFICERS SHALL BE RESPONSIBLE FOR ANY ADDITIONAL DUTIES ASSIGNED TO THEIR OFFICE IN THE BYLAWS.
- SECTION 7. ANY OFFICER MAY RESIGN AT ANY TIME BY GIVING WRITTEN NOTICE TO THE PRESIDENT, EXCEPT THE PRESIDENT WHO WILL GIVE WRITTEN NOTICE TO THE VICE PRESIDENT. RESIGNATIONS SHALL BE EFFECTIVE AT THE TIME STATED AND NEED NOT BE ACCEPTED TO BE EFFECTIVE. ANY OFFICER NOT ATTENDING THREE CONSECUTIVE MEETINGS WITHOUT BEING EXCUSED, OR WHO HAS FAILED TO PERFORM THE DUTIES ASSOCIATED WITH THEIR OFFICE, SHALL BE SUBJECT TO REMOVAL FROM THE BOARD AND FROM THEIR OFFICER POSITION BY A MAJORITY OF VOTES OF THE BOARD MEMBERS PRESENT, EXCLUDING SUCH OFFICER SUBJECT TO THE REMOVAL VOTE, AT A REGULARLY SCHEDULED OR SPECIAL MEETING WHERE A QUORUM OF THE BOARD IS PRESENT AND NOTICE OF THE VOTE IS GIVEN 5 DAYS IN ADVANCE.
- Section 8. 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 7.9. The term of office for the Officers shall be one year. Officers may serve consecutive terms.

Section 8.10. No compensation shall be paid to any Officer for serving as an Officer. The Board of Directors may by resolution provide for payment of expenses for any or all of the Officers in the necessary transaction of organization business.

ARTICLE ~~VI~~ VII, 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. One member of each Committee shall be designated as the Chair.

Section 2. All Members, Directors, and Officers shall be eligible to serve on and/or Chair a committee unless otherwise stated in these bylaws.

Section 3. The President and the Board may appoint other committees as deemed appropriate, following the same procedure as outlined in Section 1 of this Article.

Section 4. 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 5. The Finance Committee shall consist of the Officers, ~~and~~ one other person, who shall serve as chair, AND ANY OTHER INDIVIDUALS AS DESIGNATED BY BOARD. The Committee shall make recommendations to the Board on the amount of dues, an annual budget, and unbudgeted expenditures as outlined in Article VIII. The Finance Chair shall have access, along with the Treasurer, to the financial records and statements of the organization.

Section 6. 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 Annual Meeting.

Section 7. The Membership Committee shall solicit Membership in the organization and shall report to the Board regarding new Members accepted and Membership renewal.

ARTICLE ~~VII~~ VIII, MEETINGS

Section 1. There shall be four categories of meetings of the HPCC:

1. Annual Meetings;
2. Community Meetings;

3. Board Meetings; and

4. Special Meetings;

Section 2. Advance Notice of the time and place OF any meeting shall be communicated at least five days in advance.

Section 3. At all Annual, Community, and Special Meetings where business requiring a vote of the Membership is considered, a quorum of 20 Members must be present and each Member shall have one vote.

Section 4. The Annual Meeting shall be held on the third Thursday of June of each year or as set by the Board of Directors. 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 5. Community Meetings shall be held monthly on the third Thursday of each month, excepting July and December, or as set by the Board of Directors. The purpose of Community Meetings shall be to provide the Membership with updates on HPCC business, projects, and other information relevant or of interest to the community. Business requiring a vote of the Membership may be conducted at a Community Meeting provided that:

1. Notice that such business will be considered is provided to the Membership five days in advance of the meeting; and
2. A quorum of the Membership is present.

Section 6. Board Meetings shall be held on the first Thursday of odd months, or as set by the Board of Directors; Special Meetings of the Board may be called by the President, with notice provided in a manner consistent with Section 2 of this Article. The purpose of Board Meetings shall be the transaction of the ordinary business of the HPCC. Voting at Board Meetings shall be limited to Directors and Officers, and Business requiring a vote of the Membership may be discussed, but shall not be voted upon.

1. To transact business at any regularly scheduled Board 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, and
2. At any Special Meeting of the Board, a quorum shall consist of a majority of the Board of Directors.

Section 7. 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.

ARTICLE VIII IX, BUDGET AND DUES

Section 1. The fiscal year of the organization shall be a 12 month period beginning July 1st and ending June 30th.

Section 2. At or before the May Board Meeting, the Finance Committee shall submit a proposed budget, consisting of a projection of revenue and proposed expenditures, and a recommendation for the amount of dues for the upcoming fiscal year. The Board shall consider the Finance Committee's proposal and any proposed amendments and shall adopt a budget and amount of dues for the upcoming fiscal year prior to the Annual Meeting.

Section 3. At the Annual Meeting, the Finance Chair shall provide a report on the budget and amount of dues for the upcoming fiscal year to the Membership.

Section 4. Officers and Committee Chairs may expend funds in accordance with the expenditures authorized in the adopted budget. Unbudgeted expenditures greater than \$250 must be approved by a majority vote of the Board following a recommendation by the Finance Committee. Unbudgeted expenditures of less than \$250 may be approved by the President, who must notify the Board of such approval no later than the next regularly scheduled Board Meeting.

Section 5. Dues must be paid annually within the first 6 months of the fiscal year. No proration of dues for a partial year shall be permitted.

Section 6. The Membership Chair shall accept dues payments, keep membership records, regularly provide an up-to-date list of members to the Secretary, 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 dues payments on behalf of the HPCC.

Section 7. The HPCC Newsletter will be the initial notice for the amount and due date of annual dues.

Suspensions described in Article III, Section 4 do not require written notice by the Membership Chair.

ARTICLE X, FINANCE AND ACCOUNTING

- SECTION 1. IT SHALL BE THE DUTY OF THE TREASURER TO MAINTAIN THE HPCC BOOKS IN A DETAILED, ACCURATE AND COMPLETE MANNER, BASED ON A REASONABLE ACCOUNTING METHOD.
- SECTION 2. IT SHALL BE THE DUTY OF THE CHAIR OF THE FINANCE COMMITTEE, OR THEIR DESIGNEE, SO LONG AS SUCH INDIVIDUAL IS NOT AN ACCOUNT SIGNER (AS DEFINED BELOW) OR A FAMILY MEMBER OF AN ACCOUNT SIGNER, TO PERFORM AN ACCOUNT RECONCILIATION OF THE BOOKKEEPING AND FINANCIAL RECORDS (INCLUDING HPCC FINANCIAL ACCOUNTS) SIX MONTHS INTO THE FISCAL YEAR AND AT THE END OF THE FISCAL YEAR. THE TREASURER SHALL MAKE ALL RECORDS ACCESSIBLE TO AID SUCH ACCOUNT RECONCILIATION.
- SECTION 3. FOR ALL HPCC FINANCIAL ACCOUNTS, INCLUDING CHECKING ACCOUNTS, SAVINGS ACCOUNTS, INVESTMENT ACCOUNTS, AND ACCOUNTS FOR SPECIAL FUNDS, ONLY THE PRESIDENT, VICE PRESIDENT, AND TREASURER WILL BE NAMED AS RESPONSIBLE INDIVIDUALS AND AUTHORIZED ACCOUNT SIGNATORIES ("ACCOUNT SIGNERS") WITH THE FINANCIAL INSTITUTIONS. EACH YEAR FOLLOWING THE ELECTION OF OFFICERS, THE SECRETARY, WITH ASSISTANCE FROM OTHER OFFICERS AS NEEDED, WILL PROVIDE EACH FINANCIAL INSTITUTION WITH UPDATES FOR EACH ACCOUNT, IF NEEDED. THE SIGNATURES OF TWO ACCOUNT SIGNERS WILL BE REQUIRED FOR ANY WITHDRAWAL OR TRANSFER IN EXCESS OF \$250 OR FOR ANY CLOSURE, OR ANY OTHER MAJOR TRANSACTION OR MATERIAL CHANGE FOR ANY HPCC FINANCIAL ACCOUNTS.

ARTICLE ~~X~~ XI, 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, Officer, or Director 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~~ XII, 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 Treasurer.

ARTICLE ~~XI~~ XIII, AMENDMENTS

These By-Laws may be amended by a majority vote of the Members present at any Annual, Community, 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.