

BYLAWS

(revision 2006)

Article I – Meetings of the Association

- 1) A Quorum is defined as 15 members of the Association.
- 2) At the stated meetings of the Association the order of business shall be as follows:
 - Call to Order.
 - Presentation and approval of minutes of preceding stated meeting.
 - Introduction of new members.
 - Report of the President
 - Reports of Committees and Officers.
 - Unfinished and referred business.
 - Communications and announcements.
 - New Business.
 - Question: Does any member or visitor have anything to offer for the good of the Association?
 - Adjournment.

Article II - Board of Directors

- 1) General.
 - [a] The Directors of the Association shall be members of the Association, reside in Powelton Village, serve without salary, serve terms of one year or less, and may serve consecutive terms.
 - [b] The Board of Directors shall meet at least six times per year, at a time and place to be determined by the Board of Directors. All Directors shall be notified before each meeting. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business. Each Director shall have one, and only one vote on all matters coming before the Board of Directors, except that the Director presiding at each such meeting shall vote only when a tie may occur.
- 2) Duties of Directors.
 - [a] President.

It shall be the duty of the President to:

 - preside at all meetings of the Association,
 - preside at all meetings of the Board of Directors or designate another Director to do so,
 - enforce a strict observance of the rules and customs of the Association,
 - see that all Directors perform their respective duties,
 - cast the deciding vote in all matters before the Association when a tie may occur (except in an election of officers, or when a yea or nay may be taken),
 - call a special meeting (as provided by the Constitution),
 - appoint an audit committee of three (3) members at the stated meeting in June, which shall audit the books and papers of the Association, and report its findings to the Association at the next stated meeting, and
 - perform such other duties as the Association or the Board of Directors shall require.
 - [b] President-Elect.

It shall be the duty of the President-Elect to render the President such assistance as required and in the absence of the President, perform the President's duties.
 - [c] Immediate Past President.

It shall be the duty of the Immediate Past President to render the President such assistance as required and in the absence of both the President and the President-Elect to perform the President's duties.
 - [d] Vice-President for Membership.

It shall be the duty of the Vice-President for Membership to seek the membership and

payment of annual dues of qualified individuals, businesses and organizations wishing to affiliate with the Association and to maintain the official membership list of the Association. At the expiration of the Vice-President's for Membership term, all possessed Association books, records, or other property shall be delivered to the succeeding Vice-President for Membership.

[e] Secretary.

It shall be the duty of the Secretary to keep a true and impartial record of the proceedings of the Association, including a listing of all motions passed by the Association, notify all members of meetings when ordered by the President, attest all orders drawn on the treasury by vote of the Board of Directors, initiate and answer such Association correspondence as shall be authorized at Board of Directors and general meetings, and hold such books and papers at all times in readiness for inspection by those duly authorized. The Secretary shall notify candidates of their election and notify each Director of the expiration of the term of their office. At the expiration of the Secretary's term, all possessed Association books, records, or other property shall be delivered to the succeeding Secretary.

[f] Treasurer.

It shall be the duty of the Treasurer to keep a just and true account of the assets and obligations of the Association, receive all monies due the Association, and discharge all authorized debts and deposit all funds of the Association in the name of the Association where the Board of Directors may direct. The Treasurer shall keep such books, records and papers at all times ready for inspection by the Board of Directors. At the expiration of the Treasurer's term, all possessed Association books, records, or other property shall be delivered to the succeeding Treasurer.

[g] Standing Committee Chairs.

It shall be the duty of the chairperson of each Standing Committee to name the other members of such committee, be responsible for the work of the committee as defined by the Association and as directed by the Board of Directors and to make reports of such work to them and the Association.

[h] Editor of the Powelton Post.

It shall be the duty of the Editor of the Powelton Post to be responsible for the publication of the Powelton Post on a schedule determined by the Board of Directors.

[i] At-Large Directors.

It shall be the duty of At-Large Directors to do such work as assigned by the President or the Board of Directors.

3) Nomination and Election of Directors

[a] A Nominating Committee shall prepare a slate of Director candidates who will serve as Officers, Chairpersons of Standing Committees, and Editor of the Powelton Post. The slate shall be presented to the membership at the regular business meeting prior to the June meeting each year and shall be published to the membership prior to the regular business meeting in June. Additional nominations may be made from the floor.

[b] The election of Directors to serve as Officers, Chairpersons of the Standing Committees, and the Editor of the Powelton Post shall be by the membership in June of each year from the nominated candidates.

[c] The Immediate Past President, ex-officio, shall serve as a Director of the Association.

[d] At-Large Directors shall be appointed by the President and confirmed by a majority vote of the membership at the next regularly scheduled meeting of the Association following their appointment. The terms of At-Large Directors shall end at the same time as the terms of the other Directors.

4) Vacancies on the Board of Directors

[a] In the event of the vacancy in the office of the President, the President-Elect shall become the President for the remainder of the President's unexpired term.

[b] In the event of any other vacancy on the Board or Directors, except the Immediate Past President, the President shall appoint an interim Director to serve out the unexpired term.

5) Indemnification of Directors

Directors of the Association shall not be personally liable for monetary damages for any action taken, or any failure to take any action as a Director except to the extent that, by law (including the Directors' Liability Act, 42 Pa. CONS.STAT. Sections 8361-8367), a Director's liability for monetary damages may not be so limited. The Association shall indemnify any Director in any legal action arising as a result of service to the Association, against any legal fees and judgments. However, indemnification shall not be made in a case where a Court determines that the act or failure to act giving rise to the claim constituted willful misconduct or recklessness, or that indemnification is otherwise prohibited by law. The Association shall have the power to purchase and maintain insurance on behalf of its Directors against any liability asserted against them as a result of their service to the Association.

Article III – Time, Method and Eligibility for Voting

- 1) The membership year shall run from January 1 to December 31 of each year. Dues should be paid at or before the first meeting in January. New members may join at any time, but may not vote until the eighth day following receipt of their dues. Members from the previous year are granted a grace period, extending to and including the March meeting, during which they continue to receive the Powelton Post. They may immediately re-acquire the right to vote by paying their dues before or during any meeting within the grace period. Should they fail to rejoin during the grace period, lapsed members may not vote until the eighth day following receipt of their dues. New members joining between January and June must pay the full membership dues; those joining after June pay one-half the prevailing dues for the current year.
- 2) Proposals for endorsement by the Association of any major project as defined in Section 5 of this Article must be submitted in writing at the regular meeting prior to the meeting at which such proposal is to be voted on. Such proposal shall be referred to the appropriate committee by the President when the members present at the meeting at which the proposal is first submitted deem appropriate.
- 3) All votes for endorsement by the Association of any major project or any amendment of the Constitution or Bylaws of the Association shall be by secret ballot if requested by any member present and eligible to vote.
- 4) In any ballot, only members of the Association satisfying Article III / Section 1 of the Bylaws and Article II of the Constitution shall be eligible to vote. The Vice-President for Membership shall determine if each person has paid dues so as to be entitled to vote as a member. No person satisfying Article III / Section 1 of the Bylaws and Article II of the Constitution shall be entitled to cast more than a single vote in any election or any matter before the Association.
- 5) For purposes of Section 1 and 2 of this Article, a major project change, or other proposal or project having a major impact upon Powelton Village, the President and/or Board of Directors shall rule whether a proposal constitutes a "major project" within the meaning of this Section. A ruling by the President and/or Board of Directors that a proposal does constitute a major project can be reversed by a two-thirds vote, a quorum being present. A ruling that a proposal does not constitute a major project can be reversed by a majority vote, a quorum being present.
- 6) Provided that there exist special circumstances requiring an immediate vote, a quorum at any regular meeting may, by a two-thirds vote, waive the requirements that a vote for endorsement of a major project must occur at the meeting subsequent to the meeting of first presentation.

Article IV –Amendments to the Bylaws

- 1) An amendment to the Bylaws must be submitted in writing one meeting prior to the regular business meeting at which it will be voted on. Bylaws may be amended by two-thirds vote, a

quorum being present.

Article V - Dissolution of the Association

- 1) Upon dissolution of the Association, the Board of Directors, after paying or making provision for the payment of all the liabilities of the Association, will dispose of any remaining assets of the Association exclusively in a manner consistent with the purposes and objectives of the Association, and may transfer said assets to other such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as exempt organization(s) under section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.