

**NARBERTH CIVIC ASSOCIATION
BY-LAWS**

ARTICLE I Name and Office

- (1) The name of the organization is the Narberth Civic Association (the "Association"). It is a non-profit membership organization existing in the Commonwealth of Pennsylvania.
- (2) The principal office of the Association shall be Borough Hall, 100 Conway Ave., Narberth, Pennsylvania, 19072 or such other place as the Board of Directors (the "Board"), shall, from time to time, determine. The mailing address of the Association shall be Post Office Box 88, Narberth, Pennsylvania 19072.

ARTICLE II Membership and Voting

- (1) Membership shall be of two kinds, individual and household. Each individual member shall have one vote. Each household shall have no more than two votes.
- (2) All residents of the Borough of Narberth over the age of 18 years who have met the dues requirements of the Association may become members.
- (3) Any individual who is certified as the representative by a corporation or commercial enterprise, organized to do business in the Borough of Narberth, and who has met the dues requirements of the Association may become a member.
- (4) Any individual who is certified as the representative by a voluntary non-profit organization organized primarily to serve residents of the Borough of Narberth, and whose organization has met the dues requirements of the Association, may represent that organization as a member.

ARTICLE III Purposes

- (1) The purposes of the Association are to support and enhance the welfare, both social and economic, of all residents, property owners, and tenants in Narberth; to promote and improve the civic life and spirit of Narberth; to cooperate with Borough officials to the end that the public services of the community may be improved and effectively administered.
- (2) The Association is non-partisan and shall not sponsor, endorse or contribute financially to any political candidate for elective office in local, state or Federal elections.
- (3) The Association may attend Council and other official meetings and caucuses and conduct educational meetings and produce educational literature to inform its members and others on legislation which may affect the function, welfare, or economics of the community or any of its members, and, further, the Association may poll its members or its Board on issues of local interest and report to governmental bodies the results of such a poll. The Association may work with governmental bodies or independently in the development of information that may ultimately lead to civic improvement in zoning, housing, health and other matters of local interest.

ARTICLE IV Board of Directors, Officers and Elections

- (1) Members who are residents of the Borough of Narberth shall be eligible for election to the Board of Directors or to a position as an officer of the Association.
- (2) General control and administration of the activities, funds, membership, property and programs of the Association shall be vested in the Board of Directors, composed of four officers and up to six (6) members of the Board at large.
- (3) Duties of the Board of Directors

The Board shall elect a representative to attend all Federation of Civic meetings. This representative shall take full minutes of meetings, and has no right to promise action or to make a commitment to the Federation on behalf of NCA without Board written consent.

- (4) Duties of the Officers

The Officers shall maintain a current membership list and contact information. This list is the property of the Narberth Civic Association and may not be sold or used for any other purpose. Membership team must relinquish said list at the end of term or removal from office.

The President shall preside at all Board meetings and at all Association meetings and shall, to the best of the President's ability, carry into effect the decisions of the Board and of the Association. The President shall perform acts incidental to the office, shall appoint all standing and special committees, subject to the approval or ratification of the Board and shall be a member, ex-officio of all committees.

The President must create a meeting agenda for all Board meetings, to include issues and information gathered from Board, association members, local government or the public. The President must send this agenda to the Board, and then all membership, attached to the monthly meeting announcement.

In the absence of the President or the President's inability to serve, the Vice-President shall perform the duties of the President and shall assist the President in any matter as requested by either the President or the Board.

The President has the authority to call executive session. President, Vice President, Treasurer, Secretary - all must be present for session to be held; for issues relating to legal matters involving the Association only.

The Treasurer shall collect and receive all membership dues, special assessments and other monies due the Association. The Treasurer shall disburse funds at the direction of the Board. The Treasurer shall maintain one or more bank accounts in the name of the Association and checks against such accounts if in excess of \$500.00, shall be signed by the Treasurer and either the President or the Secretary; all other checks shall be signed by the Treasurer or, in the Treasurer's absence or inability to serve, by the President or the Secretary.

The Secretary shall keep full minutes of all proceedings of the Board of Directors and Association meetings, the votes taken and the resolutions

adopted. The Secretary shall also attend to such correspondence as the Board or the President may direct. The Secretary shall give a written account of all meetings of the Board and of the Association. The seal of the Association shall be in the Secretary's keeping. In the event of the Secretary's absence or inability to serve, the Board may appoint a Secretary pro-tem.

By majority vote, the Board of Directors shall determine all matters of policy for the Association and shall, by appropriate resolution, implement the purposes of the Association, the execution of which resolutions shall be the responsibility of the President and the several committees. The Board shall have the responsibility and authority for determining the use of the Association's funds.

- (5) Terms of officers shall be one year. No Elected Officer shall serve in the same position for more than three consecutive terms. Terms of board members shall be two years. At the time that these by-law changes are adopted, the Board shall divide itself in half with one half of the Board's terms expiring in one year and the other half expiring in two years.
- (6) Elections of officers and members of the Board shall be held at the annual membership meeting. Persons who will stand as candidates for election shall be named by a nominating committee, which shall be appointed by a majority vote of the Board no later than thirty days before the annual membership meeting. Nominations may also be submitted to the nominating committee in writing from any member of the Association at the annual membership meeting. Candidates receiving the highest number of votes among the members of the Association present at the meeting shall be elected to the positions sought.
- (7) If any officer or member at large of the Board shall be unable to complete an elected term, for any reason, the remaining Board of Directors shall select a person to fill the vacancy and any person so selected shall serve until the next general election.
- (8) No Officer of the Association may continue in office if he or she
 - (a) Is appointed or files to campaign for elected borough public office;
 - (b) Is convicted of criminal misconduct; or
 - (c) Is subject to a vote of No Confidence taken by a full membership vote carried by a 2/3 majority.

ARTICLE V Meetings

- (1) The Board shall meet at least eight times during calendar year and there shall not be more than thirteen (13) weeks between meetings. A majority of the membership of the Board shall constitute a quorum. If no quorum is present for a regular or special meeting of the Board, the President of the Association may reschedule the meeting at a convenient time and place.
- (2) If an officer or a member-at-large of the Board misses three consecutive meetings or a total of four meetings in anyone administrative year, the Board may vote to remove him or her from the Board.
- (3) A regular membership meeting shall take place once a year on a date to be set by the Board. Additional meetings of the membership may be called by

the Board by majority vote or by written petition signed by at least ten percent of the membership and presented to the Board.

- (4) Electronic mail notice of any regular or special meeting of the membership shall be sent to the membership no later than ten days and no more than thirty days prior to the date set for such meeting. The notice shall state the day, hour, purpose and place of the meeting. In addition, notice of the regular or special membership meeting shall be posted on the Association's website.
- (5) All meetings shall utilize parliamentary procedure as specified by Roberts Rules of Order.
- (6) Ten members of the Association shall constitute a quorum at general meetings of the Association. Proxy voting will not be permitted.

ARTICLE VI Amendments

These By-Laws may be amended by a majority of the membership present at any regular or special meeting of the Association, provided that detailed written notice of the proposed change to the By-Laws are sent to members by electronic mail and posted on the Association's website no later than ten days and no earlier than thirty days prior to the date set for such meeting.

ARTICLE VII Fiscal Year

The fiscal and administrative year of the Association shall begin on January 1st and end on December 31.

ARTICLE VIII Dissolution

- (1) The Association may be dissolved by a resolution adopted by two-thirds of the membership at a regular or special meeting.
- (2) In the event of dissolution, the Board or a committee appointed by the Board shall be responsible for its liquidation. In the case of dissolution, the Board shall authorize the payment of all indebtedness of the Association, and turn over their remaining assets to the general fund of the Narberth Borough Library.

ARTICLE IX Law to Apply

In the event of any dispute as to the meaning of any term of phrase, contained herein, Pennsylvania law shall apply.

ARTICLE X Severability

If any paragraph hereof shall be held to be invalid, all other paragraphs hereof shall continue in force and effect.

ADOPTED THIS Seventh DAY OF March 1999.

Paul Gallagher, President
Larry Silver, Recording Secretary Pro Tem

Revised-10/25/2016