

Friends of Clark Park By-Laws

As amended August 2006

As accepted by the General Membership, October 18, 2006

Article I: Name

The name of the Corporation shall be "Friends of Clark Park".

Article II: Purpose

The purpose of this Corporation shall be to encourage, promote and coordinate efforts of neighbors, area institutions and the City of Philadelphia in maintaining, improving and utilizing Philadelphia's Clark Park. The purposes of the Corporation are exclusively charitable as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Article III: Membership

- A. Membership in the Corporation shall be open to all individuals, community organizations, businesses, professional offices and institutions interested in Clark Park.
- B. Each member in good standing, including the representative of each organization, business and institution member, shall be entitled to one vote at any general membership meeting on matters deemed by the board to be subject to the approval of the general membership. A family/household member of the Corporation shall be entitled to one vote for each adult member of the family/household, but not more than two votes; provided, however, that at any General Membership Meeting, each member of the family/household who casts a vote must be present at the meeting.
- C. The Board of Directors shall have the power by a two-thirds vote of the Directors present at a meeting where a quorum exists to remove from membership in the Corporation any member for conduct deemed prejudicial to the Corporation; provided, however, that such member shall have been given at least two weeks notice that a resolution for his or her removal will be submitted. The member may submit a written request for reconsideration by a two-thirds vote of the board.
- D. All members shall pay dues according to a schedule to be determined by the Board of Directors and published to the members on an annual basis. Before taking effect, any change to the annual membership dues must be ratified by a majority vote of the membership present at the next general membership meeting following the Board's proposal of the change. The Board may establish, without need for ratification by the general membership, specially named membership

categories, for which contributions in addition to the membership dues may be required.

Article IV: Government

- A. The officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer and such other officers whose positions shall be created from time to time by the Directors. If this officer is not an elected member of the Board, they shall not have the right to vote as a Board member.

- B. Government of the Corporation shall be vested in the Board of Directors (“Board”) which shall consist of the Officers, the persons elected to the Board as Directors, and, if not otherwise a member of the Board, the person who served as President in the previous term. The Board shall determine the number of Directors, provided however that there shall be a minimum of ten and a maximum of fifteen Directors in addition to the Officers.
 - 1. The Board shall be the governing body of the Corporation, formulate policy, receive reports from chairpersons and officers and take action as needed.
 - 2. Decisions by the Board shall be by majority vote of the Directors present at a meeting with the following exception: a decision to reverse any action of the President shall require a two-thirds vote.
 - 3. Meetings of the Board shall be called upon the request of the President or upon the written request of five Directors to the President. Upon receipt of such written request, the President shall schedule a meeting to take place within thirty days.
 - 4. Meetings of the Board shall be open to all members.
 - 5. The quorum for Board meetings shall be at least 51% of the members of the Board.
 - 6. Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by two-thirds of all the Directors in office, provided that no Director stands against the action in writing, and provided that all members of the Board were notified in writing of the proposed action, mailed at least 7 days in advance of the decision. The decision shall be filed with the Secretary of the Corporation.

- C. The Officers and Directors shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Corporation.

1. **President:** To preside at all meetings of the Corporation and of the Board, except as may be otherwise provided herein. To take all actions necessary for the furtherance of the goals of the Corporation subject to approval by the Board as provided herein. The President shall be an ex-officio member of every Corporation committee.
 2. **Vice-President:** To serve in the absence of the President.
 3. **Secretary:** The Secretary shall conduct all correspondence relating to the Corporation and of the Board, except as may be otherwise provided herein. The Secretary shall also:
 - a. Issue notices to members of all meetings of the Corporation.
 - b. Issue notices to Directors of all meetings of the Board.
 - c. Keep complete and accurate minutes of the meetings of the Corporation and the Board.
 - d. Distribute copies of such meeting [minutes] to the Directors.
 - e. Keep a copy of the By-Laws on file.
 - f. Keep records of attendance at all Board meetings.
 - g. Maintain a complete list of the membership.
 4. **Treasurer:** The Treasurer shall have the following duties and responsibilities:
 - a. To maintain all financial records of the Corporation. Said records shall be kept on a fiscal year basis.
 - b. To receive all dues from members and monies from all Corporation activities for deposit into the Corporation's accounts.
 - c. To disburse amounts no larger than \$1000.00 per payee as needed to conduct the Corporation's activities as authorized by the President. All disbursements are to be made only upon presentation of an invoice, and all disbursements greater than \$25.00 must be made by check. Except by specific authorization by the Board, no more than \$1500.00 may be disbursed to any one payee between meetings of the Board.
 - d. To disburse amounts in excess of \$1000.00 when specifically authorized by the Board as recorded in minutes of its meetings. All such disbursements are to be made only upon presentation of an invoice, and must be made by check.
 - e. To submit written financial reports at each meeting of the Board or general membership. Such reports shall be filed with the Secretary.
 - f. To meet with the Audit Committee at the close of the fiscal year and prior to the Annual Meeting.
- D. Beginning July 1, 1999, the fiscal year of the Corporation shall begin July 1 and end June 30.

- E. Electronic Mail. Any written communication or signature required or permitted by these Bylaws or the Act, including a unanimous written consent, shall be valid if sent and received by electronic mail.

Article V: Elections

- A. Election of Officers and Directors shall be held at the Annual General Membership meeting. A list of nominees for Officers and Directors shall be presented by the Nominating Committee. Any member in good standing shall be eligible for office. Nominations from the floor shall be permitted. Election shall be by majority vote of members present at the meeting. Such elections shall be carried out as follows:
 - 1. Officers: Voting for Officers shall be carried out sequentially for each office starting with President.
 - 2. Directors: Voting for Directors shall be as a group and follow the election of the Officers.
 - 3. The person chairing the meeting shall relinquish the chair during the election for any office for which he or she is a candidate.
- B. Term of Office. Officers shall serve for one year from the date of election. No officer shall serve in the same office for more than four consecutive terms. This term limit may be waived for any specific officer for the ensuing year if two-thirds of the members present at the Annual General Membership meeting agree. Directors shall serve two years from date of election with the exception that half of the Directors elected at the fall 1986 meeting shall serve a term of just one year. The elected Directors receiving the lesser number of votes shall serve the abbreviated term. Term of office shall automatically extend until election of new Officers and Directors is carried out.
- C. Resignations. Any Director or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.
- D. Vacancies. In the event that the President is unable to serve, the Vice-President shall complete the term of office. In the event that other Officers or Directors are unable to serve, the President shall appoint member(s) to complete the unexpired term(s). Such appointment(s) will remain conditional upon approval of the Board at its next meeting.
- E. Removal of Directors/Officers. Any Director may be removed from office, without the assignment of any cause, by a vote of a two-thirds majority of the Directors in office at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the

opportunity to be heard at such meeting, but no formal hearing procedure need be followed. Any Director who is absent from three consecutive meetings of the Board of Directors without just cause may be removed as a Director and his or her position vacated by a majority vote of the members of the Board of Directors present at a meeting where a quorum exists. Such Director shall not be entitled to an opportunity to be heard on the questions of his or her removal.

Article VI: General Membership Meetings

- A. A “meeting” is any gathering at which a quorum exists provided that written notice of time and place shall have been sent to all members and posted on Clark Park bulletin boards at least ten days in advance of the meeting.
- B. An Annual General Membership meeting shall be held on a date between September 1 and November 15 each year and shall be for the purpose of electing Officers and Directors and for any other business that may arise.
- C. Other General Membership meetings may be called by the President or at the written request of five members of the Board. Upon receipt of such written request the President shall schedule a meeting to take place within thirty days.
- D. Quorum. The quorum for any meeting of the general membership shall be ten percent of the membership.

Article VII: Committees

- A. All committees and their Chair shall be appointed by the President. All committees shall work in coordination with the President and the Board, and shall conform to overall FoCP policies as set by the President and the Board. Each committee shall consist of at least three members including at least one member chosen from the Board. Any such committee shall have and may exercise all of the powers and authority of the Board delegated to that Committee in the resolution of the Board forming the committee. No committee shall have any power or authority as to the following:
 - 1. The filling of vacancies on the Board.
 - 2. The adoption, amendment or repeal of the Bylaws.
 - 3. The amendment or repeal of any resolution of the Board.
 - 4. Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.
- B. Standing Committees. The standing committees and their duties shall be as follows:

1. Planning. The planning committee shall suggest, plan, design, and supervise major and minor physical improvements to the Park. This committee shall also plan for and obtain trees and oversee planting of vegetation in the Park.
 2. Membership. The membership committee shall keep a register of all members and conduct campaigns for new members.
 3. Maintenance. The maintenance committee shall monitor the maintenance of the Park and insure that appropriate agencies and institutions carry out necessary services. This committee shall also plan and oversee maintenance activities to be carried out by the Corporation.
 4. Program. This committee shall plan and implement a schedule of activities in the Park.
 5. Audit. The audit committee shall audit the Treasurer's books at the end of each fiscal year.
 6. Nominating. The nominating committee shall prepare a list of nominees of Officers and Directors in advance of the Fall [Annual] meeting. The committee shall obtain the prior consent of those presented for nomination.
 7. Publicity. This committee shall oversee all the public informational functions of the organization, including the newsletter, the website, the listservs, and public announcements to the external media.
- C. Other Standing Committees may be established by the President, by vote of the Board, or by vote of the membership when the Board has deemed that the membership may exercise this power. Existing committees may split into two or more committees when their functioning becomes complex enough to warrant this step.
- D. Ad Hoc Committees: The President may, with approval of majority of the Board of Directors constituting a quorum at any scheduled meeting of the Board, appoint Ad Hoc committees to consider any matters not within the jurisdiction of a Standing committee.

Article VIII: Parliamentary Authority

Robert's Rules of Order, newly revised, shall govern all matters not covered by these By-Laws.

Article IX: Amendments

These By-Laws may be amended at any General Membership Meeting through the procedure outlined below.

- A. Any member may propose amendments to the Board by delivering a written text of the proposed amendment, with two or more seconds from current Board members, to the President at least two weeks prior to a Board meeting.
- B. Written text of the proposed amendment shall be mailed to each board member ten days prior to the Board meeting. The member or members proposing the amendment shall be invited to present their case at that Board meeting, and the Board shall act on the proposed amendment at that meeting.
- C. Following the procedure outlined in Article VI:B. above, the Board shall publish notice of the proposed amendment, including the result of any Board action on the amendment, at least ten days prior to the next General Membership Meeting.
- D. Any proposed amendment submitted to the President in accordance with Article IX:A. above shall be scheduled for action at the next general membership meeting even if the Board fails to satisfy Article VI:B. and Article IX:C. above, provided that said proposed amendment received two or more seconding votes from members of the Board.
- E. If the proposed amendment to the bylaws is itself changed or amended at a General Membership Meeting, then the vote on the revised amendment returns to the Board as a new proposed amendment in accordance with Article IX:A. through Article IX:D. above.
- F. To become effective, amendments must be approved by a two-thirds majority of the members present and voting at a General Membership Meeting where a quorum is achieved.

Article X: Dissolution

In the event of the entire or partial termination, dissolution or winding up of the corporation in any manner or for any reason whatsoever, the assets of the corporation which remain after payment, or making provision for payment, of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent Federal tax laws. A committee designated by the Board shall be appointed to dispose of any and all assets of the Corporation, as provided above. Notice of dissolution shall be given to all members at least two months in advance of any such action. Any such assets not so disposed of shall be distributed by the Court of Common Pleas of the county in which the principal office of the corporation is then located, or as otherwise provided by law, exclusively to such exempt organizations as the Court shall determine.

Article XI: Liability & Indemnification

- A. General Rule. A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless:

1. the director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act (Pennsylvania Nonprofit Corporation Law of 1988 as amended) and any amendments and successor acts thereto; and
 2. the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;
 3. Provided, however. the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.
- B. Indemnification. The Corporation shall indemnify any officer or Director [or employee or representative] who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation) (a "Proceeding") by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a 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 in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation 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 Corporation 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.
- C. Procedure. Unless ordered by a court, any indemnification under Article XI or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

1. by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
 2. 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.
- D. **Advancement of Expenses.** The Corporation shall advance expenses incurred by an officer or Director who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Corporation, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.
- E. **Continuing Right to Indemnification.** The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director [or employee or representative] of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.
- F. **Other Rights.** This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.