

## **BYLAWS**

### **WISSAHICKON INTERESTED CITIZENS ASSOCIATION**

#### **ARTICLE I – NAME**

- Section 1.** The name of this organization shall be Wissahickon Interested Citizens Association (hereinafter referred to as the “Association”).

#### **ARTICLE II – PURPOSE**

- Section 1.** To provide a forum for the expression of concerns.
- Section 2.** To consider and act on all matters properly brought before the Association or its Executive Board.
- Section 3.** To develop and maintain an informed and productive membership dedicated to serving the community interest.
- Section 4.** To coordinate and further projects for the improvement and development of the Wissahickon Community.
- Section 5.** To promote and support unity, pride, and communication throughout the community.
- Section 6.** To maintain non-partisan and non-sectarian policies in all activities of the Association.
- Section 7.** To maintain a free and open democratic Association.

#### **ARTICLE III – TERRITORY**

- Section 1.** The boundaries of representation for the purpose of the Association shall be the area encompassed by the south side of Hermit Street running from Ridge Avenue to Henry Avenue, proceeding in a southerly direction along the west side of Henry Avenue to the Wissahickon Creek, along the Wissahickon Creek to Ridge Avenue, north on the eastern side of Ridge Avenue to Hermit Street.

#### **ARTICLE IV – MEMBERSHIP**

- Section 1.** The Association shall recognize three types of membership: Individual, Household, and Associate.
- Section 2.** All individuals who meet the following requirements shall be entitled to hold Individual Membership in the Association:

- A. Is a resident of the territory defined in Article III.
- B. Is eighteen (18) years of age or older.

**Section 3.** A Household membership entitles every individual residing within the same household to become a Member. Each individual included under a Household membership must meet the following requirements:

- A. Is a resident of the territory defined in Article III.
- B. Is eighteen (18) years of age or older.

**Section 4.** All individuals or entities that meet all of the following requirements shall be entitled to hold an Associate Membership in the Association:

- A. Have a business operating within the territory defined in Article III.
- B. Their activities and purpose are not at odds with those of the Association as defined in Article II.
- C. Must be interested in the activities of the Association.

**Section 5.** Individual Members, including each individual that comprises a Household Membership, shall each be entitled to one vote on any deliberation of the Association. Associate Members shall not hold voting privileges in the Association.

**Section 6.** Associate Members may not accept a nomination, be elected to, or appointed to any of the elective offices of the Association.

**Section 7.** Individual, Household, and Associate Members shall be required to pay annual dues as defined in Article V.

**Section 8.** Membership shall be renewed annually. Renewal fees are due by the end of the January general membership meeting. New members may join the Association at any time. To be eligible to vote, a member must have joined one month prior to casting a vote on any issue.

**Section 9.** All memberships shall be dependent upon a willingness to abide by these Bylaws.

**Section 10.** All members shall be furnished with a copy of the current Bylaws upon request.

## **ARTICLE V – DUES**

**Section 1.** Individual, Household, and Associate Members shall be assessed an annual rate of dues. The amount of dues shall be established by the Executive Board and approved by a majority vote of the Association in a regularly scheduled general membership meeting.

## **ARTICLE VI – ADMINISTRATIVE AUTHORITY AND DUTIES OF ELECTED OFFICERS**

- Section 1.** Administrative authority of the affairs of the Association shall be vested in an Executive Board (hereinafter referred to as the Board), consisting of the elected officers and the chairpersons of the Standing Committees (listed in Article VII. All members of the Board must be Individual or Household Members.
- Section 2.** The officers of the Association shall be a President, Vice-President, Recording/Corresponding Secretary, and Treasurer, all of whom shall be elected at the June meeting of the Association between the unfinished and new business portions of the meeting.
- Section 3.** The President shall guide the activities of the Association in accordance with these Bylaws and the desires of the Board and the Membership. They shall by virtue of their office be an ex-officio member of all Committees except the Nominating committee. The President shall preside over all regular and special meetings of the Board and general membership. The President or their designee(s) shall act as liaison to all affiliated organizations and represent the Association in all its public affairs. The President shall have the power of appointment to fill vacancies (as defined in Article IX) subject to the approval by a majority vote of the Board.
- Section 4.** The Vice-President shall, in the absence of the President, perform any of the activities designated to the President as may be required for assuring the continuity of the activities of the Association and Board. The Vice-President shall advise the President on topics that may require the attention of the President or Board.
- Section 5.** In the absence of the President and Vice-President from any meetings of the Board or general membership, the Secretary shall chair the meeting(s). In the absence of the President, Vice-President, and Secretary, the Treasurer shall chair the meeting(s).
- Section 6.** The Recording duties of the Secretary shall encompass taking the minutes of all meetings of the Association and of the Board and shall maintain an accurate record of such minutes to be read at any meeting of the Association and of the Board when called for by the presiding officer. The chairperson of the Committee on Membership shall furnish the Recording Secretary an accurate record of the membership. The Secretary shall handle any correspondence as may be directed by the President or the Board, maintain copies of such correspondence, and receive and report any replies.

The Corresponding duties of the Secretary shall encompass overseeing general communication to the public, including website updates, email marketing, social media updates, and any other communications deemed necessary by the President or Board.

**Section 7.** The Treasurer shall receive and disburse the funds of the Association as authorized by these Bylaws or the acts of the Association or Board. All funds shall be maintained in accounts in the name of the Association at regulated and insured financial institutions as approved by the Board. All monetary receipts of the Association must be duly deposited in the accounts of the Association.

All disbursements from the accounts of the Association shall be co-signed by the Treasurer and either the President or Vice-President.

The Treasurer shall keep full and accurate records of all receipts and disbursements in books belonging to the Association and shall submit a report of activity at all regular meetings of the Association or at the direction of the President.

The Treasurer shall prepare and present at the January meeting, a statement of cash receipts and disbursements of the preceding year. The Treasurer shall keep all records available for audit.

## ARTICLE VII – COMMITTEES

**Section 1.** The Standing Committees of the Association shall be:

- A. Committee on Membership
- B. Committee on Zoning
- C. Committee on Parks and Beautification

The President shall appoint the chairpersons of these Committees at the beginning of each year.

**Section 2.** Standing Committees shall be responsible for informing the President and the Board of any matter of community interest within their jurisdiction. The Chairperson of a Standing Committee shall report to the Association on such matters of community interest when directed to do so by the President or the Board.

**Section 3.**

- A. Committee on Membership shall:
  - 1. Inform the membership when dues are payable.
  - 2. Turn over all dues received to the Treasurer on a timely basis.
  - 3. Maintain an accurate record of the Association's membership and make that record available to those

members needing such information for activities of the Association.

4. Develop and implement ideas to maintain and expand the membership of the Association

The Chairperson of this Committee shall be able to report on any aspect of membership when directed to do so by the President, Board, or Association. They shall be able to determine the eligibility to vote of any member at all meetings of the Association. They shall be able to determine each member's eligibility to participate in nominations and elections. They shall record attendance at all meetings of the Association and the Board.

B. Committee on Zoning shall:

1. Collect and monitor information on and concerning zoning activity within the territory of the Association as defined in Article III.
2. Relate such information to the Association and the Board.
3. Represent the Association in its review of proposed projects of appellants to the Philadelphia Zoning Board of Adjustments (ZBA) when the Association is named Registered Community Organization (RCO) or as the Coordinating Registered Community Organization (CRCO) assigned by the City of Philadelphia.
4. Convene public meets in accordance with the Zoning Code to review any assigned proposed projects and their potential impact on the neighborhood within the boundaries of the Association in accordance with the Zoning Code.

The Chairperson of this Committee shall formulate a proposed position on all zoning activity within the Association's boundaries. The Chairperson shall also coordinate all contact with City agencies/departments, elected officials, and the 21<sup>st</sup> Ward RCOs when deemed necessary to support or further positions on zoning activity.

The Zoning Committee policies and procedures shall be determined in accordance with guidelines contained in the WICA Zoning Committee Policies document prepared by the Zoning Committee and approved by the general membership (5/9/2019).

C. Committee on Parks and Beautification shall:

1. Formulate policy for presentation to the Association or Board on handling of activity at the parks within and bordering the boundaries of the Association.

2. Coordinate all comments or concerns raised regarding the park areas outlined above and present such to the Association with a recommended course of action.
3. Develop an overall plan for the area covered by the Association relating to maintaining the natural beauty of the area.

The Chairperson of this Committee shall coordinate all the policy formulation and presentations to the Association regarding the parks and will be alert to opportunities to comment on improvements to the physical characteristics of the community.

**Section 4.** Special Committees and Ad Hoc Committees not provided for in these Bylaws may be created at the discretion of the President or by vote of the Association or Board. The President shall appoint the Chairpersons of these committees, and the committees shall function in accordance with the provisions of these Bylaws that govern Standing Committees.

#### **ARTICLE VIII – PRACTICES**

**Section 1.** The Association, acting in meeting, to the Board for such action shall refer infringement of any part of these Bylaws or any action detrimental to the Association by any member, as they may deem advisable. Any action, except expulsion from the Association, may thereafter be taken without further consent of the Association. Expulsion of a member shall require the consent of the Association in meeting based upon the recommendation of the Board. Any specific action for discipline shall require specific charge based upon specified violations of these Bylaws

**Section 2.** The Association, acting in any general membership meeting properly convened, shall have final decision by vote over any and all matters of policy and action for this Association.

**Section 3.** Any officer, member, Committee, or the Board is obligated to report all business conducted by them in the name of or on behalf of the Association. All members are obligated to adhere to the majority expressed actionable and positional intent of the Association in all of their actions in conduct of the affairs of the Association. No member or Committee by their action on behalf of the Association shall contravene the expressed will of the Association.

- A. Reasonable and ordinary expenditures in the conduct of the business of the Association, as provided in the Bylaws or unspecified motions of the Association, may be expended by the Treasurer at the direction of the President without further authorization.

- B. The President may authorize discretionary expenditures of the General Fund appropriate to the business of the Association up to one-hundred dollars (\$100.00) provided that those expenditures are reported promptly to the Association at its regular meeting.
- C. Expenditures greater than one-hundred dollars (\$100.00) but less than two-hundred and fifty dollars (\$250.00) shall require the approval of the Board, provided that those expenditures are reported promptly to the Association at its regular meeting.
- D. Any expenditure greater than two-hundred fifty dollars (\$250.00) shall require the approval of both the Board in meeting, and the Association, in meeting.
- E. All votes regarding the expenditure of funds shall be qualified as to the extent of available and budgeted funds for the purpose.
- F. Annually the Board may approve the selection of the Directors and Officers insurance coverage and plan expenditure with a majority vote as long as the premium does not increase more than 10% from the previous year. The annual renewal and associated premium shall be executed and paid upon the time when it is due, provided that the expenditure is reported promptly to the Association at its regular meeting.

**Section 4.** The Board shall have the power of a two-thirds ( $\frac{2}{3}$ ) vote of the members present at a meeting where a quorum exists to recommend to the Committee of the whole removal from membership in the Association any Member whether an Individual/Household (e.g., resident) or Associate (e.g., business) member for conduct deemed prejudicial to the Association at a regularly scheduled Association meeting. The President, or in their absence the Vice President, will present the recommendation of the Board to the general membership after a motion is made and while discussion on the motion is taking place subjects of the motion shall be allowed to stay in the meeting, however when the vote is called the subjects shall be prohibited from voting.

**Section 5.** An Associate member of the Association may be removed if they are in violation of zoning or building codes or for such members who sell alcohol, if they are in violation of Liquor Control Board regulations.

## **ARTICLE IX – NOMINATIONS, ELECTIONS, TERMS OF OFFICE, AND VACANCIES**

**Section 1.** Nominations for the election of officers shall be made at the May meeting of the Association. Nominees must agree to have their names placed in nomination. Nominations will be closed at the May meeting.

**Section 2.** Nominations may be received from an Ad Hoc Nominations Committee or from the floor of the May meeting of the Association.

- Section 3.** No member may be nominated to more than one office but are allowed to chair a committee and hold office simultaneously.
- Section 4.** The Chairperson of the Committee on Membership and the President shall certify that a nominee has attended, as a member of good standing, no fewer than fifty percent of the general membership meetings held within the twelve (12) months prior to the May meeting (in which nominations are made) attendance shall be determined by the nominee's signature on the meeting sign-up sheet. The meeting sign-in sheet will serve as the official record of meeting attendance. To assure credit for attendance, each member must be sure that his or her name is entered on the monthly sheet. The Recording Secretary will verify that the meeting sign-in sheet is accurate and includes all meeting attendees.
- Section 5.** The election of officers shall be held at the June general membership meeting between the unfinished and new business portions of the meeting.
- Section 6.** Write-in candidates and absentee ballots shall not be permitted.
- Section 7.** If more than one individual is nominated for an office, the vote shall be by secret paper ballot. If there is only one nominee for an office, the Secretary shall cast the ballot completing the election process.
- Section 8.** The nominee receiving a majority of votes shall be elected.
- Section 9.** The incumbent officers shall tally the votes and when their tallies agree, the incumbent President shall announce those elected by a majority vote.
- Section 10.** In the event of a tie in any balloting, succeeding ballots shall be taken until a nominee shall receive a majority vote.
- Section 11.** The term of office for all elected officers shall commence immediately at the July meeting of the Association.
- Section 12.** The term of all elected officers shall be for one year.
- Section 13.** There shall be no consecutive term limit on any elected official.
- Section 14.** The Vice-President shall fill a vacancy in the office of President. All other vacancies shall be filled by appointment of the President subject to the approval of the Board.



## ARTICLE X – MEETINGS AND QUORUMS

- Section 1.** The general membership of the Association shall meet on the second (2<sup>nd</sup>) Wednesday evening of every month at a date, time, and place determined by the Board. There shall be a minimum of nine (9) meetings of the general membership annually.
- Section 2.** The President shall set regular meetings of the Board. There shall be no requirements for the Board to hold regular meetings.
- Section 3.** Special meetings of the Association may be called by the President, the Board, or upon written request of ten (10) members in good standing.
- Section 4.** Special meetings of the Board may be called by the President or upon request of four (4) Board members.
- Section 5.** Eight (8) members, including at least two (2) officers shall constitute a quorum at all meetings of the Association.
- Section 6.** Four (4) members, including two elected officers, shall constitute a quorum at all meetings of the Board.
- Section 7.** When not inconsistent with other provisions of the Bylaws, a majority vote shall decide all deliberations of the Association and the Board.
- Section 8.** The Order of Business at all regular meetings of the Association shall be:
1. Call to order and determination of quorum
  2. Approval of the Minutes of the previous meeting
  3. Treasurer’s Report
  4. Committee Reports
  5. Unfinished Business
  6. New Business
  7. Adjournment
- Section 9.** The Order of Business at all special meetings of the Association shall be:
1. Call to order and determination of quorum
  2. Statement of purpose for which the meeting was called
  3. Discussion and action on the subjects(s) for which the meeting was called
  4. Adjournment
- Section 10.** The rules contained in Robert’s Rules of Order Newly Revised shall govern the proceedings of the Association when they are applicable and not inconsistent with the provisions of these Bylaws.

## ARTICLE XI – BYLAWS

- Section 1.** These Bylaws may be amended when the proposed amendment(s) have been submitted in writing at a regular meeting of the Association by a member in good standing. The proposed amendment(s) shall only be read when submitted and debate or action shall be deferred until the next regular meeting of the Association, or a special meeting called for that purpose.
- Section 2.** All members of the Association shall be notified of the proposed amendments(s) to these Bylaws and shall be advised of when debate and action will occur. Notification of all members will be considered satisfied if the fact that the amendment(s) have been proposed, and the date and time set for debate and action have been listed in a written form in the media covering the territory of the Association.
- Section 3.** Individual provisions of these Bylaws may be suspended only on a temporary basis for a specified period of time and such suspensions shall require a two-thirds ( $\frac{2}{3}$ ) vote of the Association in meeting.