

HAVERFORD CIVIC ASSOCIATION
BYLAWS

ARTICLE I
Name and Purpose

Section 1. The name of this association shall be the "Haverford Civic Association", hereinafter called "the Association."

Section 2. The Association shall be an unincorporated, non-profit association.

Section 3. The purpose of the Association shall be to foster and maintain civic betterment in the community of Haverford and Lower Merion Township, Pennsylvania.

ARTICLE II
Eligibility for Membership

Section 1. All adult persons who reside, own property, or operate a business in Haverford shall be eligible for membership in the Association.

Section 2. The territorial limits of Haverford shall be as defined from time to time by the Board of Directors of the Association, hereinafter called "the Board."

ARTICLE III
Officers

Section 1. The officers of the Association shall be a President, First Vice President, Second Vice President, Secretary and Treasurer.

Section 2. The President shall call and preside over all meetings of the Board, and shall present an annual report for the Board at the Annual Meeting.

Section 3. The First Vice President shall perform the duties of the President in all situations in which the President is unable to be present. In the event of the President's resignation, illness or

departure from the area, the First Vice President shall become the President for the remainder of the unexpired term. The First Vice President shall also assist the President in such matters as the President may designate.

Section 4. The Second Vice President shall assume the duties of the First Vice President as defined above in the event of the inability to serve of the President or First Vice President.

Section 5. The Secretary shall keep the minutes of all meetings of the Association and of the Board, maintain custody of the records, conduct the correspondence of the Association, and send out notices of all meetings of the Association and the Board.

Section 6. The Treasurer shall collect all dues and other moneys paid to the Association, maintain books of account of all financial transactions, keep a record of names and addresses of all members, deposit all moneys in the name of the Association in such depository as the Board may select, disburse the Association's funds in accordance with these By-Laws, report the Association's financial condition at each regular meeting of the Board and at the Annual Meeting of the Association.

Section 7. An Assistant Secretary and an Assistant Treasurer may be appointed by the Board as deemed necessary.

Section 8. Nomination, election and terms of officers shall be as provided in Article VI.

ARTICLE IV Board of Directors

Section 1. The Board shall consist of the officers and not less than 5 nor more than 20 additional members of the Association.

Section 2. The Board shall be responsible for the general management and control of the affairs and property of the Association and shall have all the powers and shall perform all the

duties assigned to it by the Association and those not elsewhere specifically designated to be performed by officers or committees.

Section 3. A quorum at any meeting of the Board shall be five (5). The Board may schedule and conduct any membership or annual meeting by video conference, telephone or other electronic technology by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

ARTICLE V Committees

Section 1. From time to time at the request of the President, Committees of the Board may be created as needed and dissolved when no longer needed.

- a. The Audit Committee shall be composed of two Board members, who shall review the Association's books annually.
- b. A quorum for any committee meeting shall be a majority.

ARTICLE VI Nominations, Elections and Terms of Office

Section 1. Nominations and Elections

The Officers and Directors shall be elected at the Annual Meeting of the Association from among those nominated by members of the Association as hereinafter provided. The Secretary shall send the names of its nominees to the members of the Association at least 15 days prior to the Annual Meeting, with a notice that any Association member may nominate additional candidates by sending the name to the Secretary, at least five (5) days prior to the meeting. These names shall then be added to the ballot to be read at the meeting. A majority of votes cast shall constitute an election. The election may be by voice or by show of hands, or by such other means as may be necessary or appropriate.

Section 2. Terms of Office

a. Board Members. The Directors shall be elected for annual terms. The term shall begin on the first day of the next fiscal year of the association following the election of each director.

b. Officers. All officers shall be elected for one year terms and may be reelected for up to four subsequent terms for that office.

Section 3. Vacancies

a. Board. The unexpired term of any Board member who resigns or is unable to continue to serve shall be filled by a member of the Association designated by a majority of the remaining members of the Board.

b. Officers. Except as may be provided elsewhere herein, any vacancy in the position of Association Officer that occurs between Annual meetings shall be filled by the Board for the remaining term.

ARTICLE VII Finances

Section 1. Dues shall be annual for the calendar year. The rate of dues shall be determined by the Board. Notice of dues shall be sent by the Treasurer to every member in November of the year prior to the year for which it is payable. Dues paid in November or December shall be credited to the following year. Dues should be paid by April 1st, but are welcome at any time. Members joining between June 1st and November 1st pay half price.

Any member who has not paid dues by April 1 of the year for which it is payable shall be notified of such arrearage by the Treasurer and any member who fails to pay dues within 30 days of such notice may be dropped from membership by action of the Board. Any member so dropped may be reinstated by the Board upon full payment of the dues owed for the current calendar year.

Section 2. The Association's "year" for all purposes shall be a calendar year.

Section 3. An annual budget for the ensuing year shall be prepared by the Officers and presented to the Board for its approval.

Section 4. Checks drawn on Association bank accounts shall be signed by one of the officers, with the exception that all payments in excess of \$500 must be signed by two officers. All payments regardless of amount must be approved by the Board.

Section 5. All written contracts and obligations of the Association shall be signed by one of the officers, with the exception that all contracts and obligations in excess of \$500 must be signed by two officers.

Section 6. An annual review of the Association's books shall be conducted by the Audit Committee and a report of the findings shall be made to the Board at its next meeting.

ARTICLE VIII Meetings

Section 1. Meetings of the Membership:

a. The Annual Meeting shall take place in October or at another time designated by the President for the purpose of electing the Officers and members of the Board, for receiving the reports of the Officers and Committees and for such other business as may arise. Notice of the Annual Meeting shall be sent to the members at least fifteen (15) days prior to the meeting.

b. Special Meetings may be called by the President and shall be called by the President or upon written request of three members of the Board or of ten (10) members of the Association. Notice of such meetings, specifying the purpose, shall be sent to the members no less than ten (10) days prior to such meetings.

c. Ten (10) members shall constitute a quorum at any meeting of the Association.

Section 2. Meetings of the Board of Directors:

a. The Board shall meet at the call of the President not less frequently than quarterly. In the event that such meetings are not called by the President, any three Board members may call a meeting.

b. The order of business shall be:

- Approval of minutes
- Treasurer's Report
- Report of Federation of Civics Meeting
- Other business
- Commissioners Reports
- Adjournment

The order of business may be changed on the vote of two-thirds of the members present.

ARTICLE IX Amendment of By-Laws

Section 1. These By-Laws may be amended by a two-thirds vote of the members at any Annual meeting or any special meeting called for the purpose, at which a quorum is present, provided notice of the proposed amendments shall have been sent to the members at least ten (10) days before the meeting. Amendments may be proposed by the Board, by a committee appointed by the Board, or by ten members when presented in writing and signed by the proposers.

These By-Laws were adopted at the Annual Meeting of the Association on April 30, 1981, and were amended at:

- Annual Meeting in October, 1986, and
- Annual Meeting in November, 2020.

(Bylaws continue on next page with ARTICLE X)

ARTICLE X Conflict of Interest Policy

Section 1. Purpose: A conflict of interest occurs where individual's obligation to further the organization's charitable purposes is at odds with their own financial interests. For example, a conflict of interest would occur where an Officer or Director votes on a contract between the Civic Association and a business where the individual has a financial interest in the transaction. Apart from appearances of impropriety, we may lose our tax-exempt status if we operate in a manner inconsistent with community and charitable purposes. Serving private interests more than insubstantially may be contrary to these purposes.

Section 2. Duty to Disclose: When actual or potential conflicts of interest arise, it shall be the duty of the individual to disclose any actual or perceived conflict of interest. The individual shall notify the President as soon as possible of an actual or perceived conflict of interest.

Section 3. Determining whether a conflict of interest exists: At the next meeting of the Board, the individual with the potential conflict will provide the Board with all relevant facts concerning the situation. The individual may be asked to leave the room while the situation is discussed and a vote is taken as to whether there is a conflict of interest. Individuals with potential conflicts will be excused from voting on such matters.

Section 4. Procedure for addressing a conflict of Interest: The vote shall determine whether the Civic Association will proceed with the transaction as proposed, or seek another alternative which would not present an actual or perceived conflict of interest.

Section 5. Violation of the Policy: If the Board has reasonable cause to believe that an individual has failed to disclose a conflict of interest, it shall inform the individual, who will be given an opportunity to explain. After a full hearing, if the Board determines that there was a failure to disclose the actual or possible conflict of interest, the Board should take appropriate disciplinary and corrective action.