



ADOPTED SEPTEMBER 8, 2015

LOGAN SQUARE NEIGHBORHOOD ASSOCIATION

BYLAWS

1.0 PURPOSE

- a. The purpose of the association is to promote the social, cultural and economic welfare of the neighborhood and larger community, including:
 - i. Improvement of recreational, school and other educational, cultural and business facilities.
 - ii. Improvement of traffic flow and safety, pedestrian environment and of fire and police protection.
 - iii. Promotion of zoning and city planning changes consistent with preservation of the residential and historic character and of the community and neighborhood.
 - iv. Preservation and improvement of the beauty of the area.
 - v. Promotion of health, sanitation, transportation and communication facilities.
 - vi. Communication of timely information relevant to the neighborhood and its elected officials.
 - vii. Outreach to and involvement of non-member land-owning, condominium and rental residents.
 - viii. Preparation and implementation of long range plans to accomplish these ends.
- b. More generally, the Association attempts to represent fairly all residents, businesses and institutions within its borders as defined in this document and to the work cooperatively with governments at all levels.

2.0 MEMBERSHIP

- a. The Association shall be open to all individuals, businesses and institutions residing, working or owning real estate in the neighborhood as set forth in Article III of the Articles of Incorporation. The Board of Directors may accept for membership other individuals having an interest consistent with the purposes and spirit of the organization.
- b. There shall be three classes of membership in the corporation.
 - i. Residential classes of membership shall include Individual, Senior, Student, Household, Booster and Patron.
 - ii. Collective membership classes shall include condominium, renters and housing cooperative associations of twenty-five (25) units or more.
 - iii. Commercial classes of membership shall include Institutional, Retail or Wholesale Business, and Basic, Booster and Patron Corporate.



- iv. The Board of Directors shall establish dues for each class of membership and payment of annual dues shall constitute membership in good standing. Each member in good standing shall have the right to cast one vote in person in any Association business at any general meeting. Annual dues shall be on a calendar year basis.

3.0 BOARD OF DIRECTORS AND OFFICERS

- a. A Board of Directors shall conduct the business of the Association. The Board shall be composed of elected officers, the immediate past president, a maximum of (21) at large members elected by the general membership and ex officio all current presidents or his/her designee of condominium, renters', home owners' associations and housing cooperatives in good standing representing twenty-five (25) or more residential units within the neighborhood.
- b. The officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer to be elected for the term of one year, and each such officer shall be eligible for reelections.
- c. In the event of death, resignation, incapacity or removal from office of the President, the Vice-President shall succeed him/her in office until the next regular election of officers.
- d. In the event of death, resignation, incapacity or removal from office of any other officer, the President shall appoint a successor to serve until the next regular election of officers.
- e. The duties of all officers shall be consistent with their office and they shall perform such other duties as the Board of Directors shall designate.
- f. No one but the President or his/her designee may speak for the Association to representatives of government, institutions business or media.
- g. The fiscal year of the Association shall begin on July 1st of each year.
- h. Board members and officers serve the Association without compensation for their services. Officers and/or Board members shall not accept monies, gifts or favors from individuals, businesses or institutions seeking to do business with the Association or in the neighborhood.
- i. The Secretary at the end of each term shall deposit in the Urban Archives Section of the Paley Library of Temple University at least these documents generated during the year: Agenda and Minutes of all Meetings and Original and amended Neighborhood Development Agreements and the Association shall make these same documents available at its web site. The Officers and Chairs shall make printed copies of agenda and reports available for inspection prior to and during the course of meetings.
- j. Board members shall disclose any personal or business conflict of interest regarding and recuse themselves from voting on an item before the Board at the outset of discussion of that item.
- k. The payment of all Association expenditures which the Board of Directors shall have duly authorized shall be made by check signed by the Treasurer



and, for amounts greater than \$500.00, by any additional officer of the Association. Officers and Board members shall be reimbursed for duly authorized out-of-pocket expenses and may be awarded honoraria in extraordinary circumstances. The Board, after a duly made motion and concurrence to retain expert counsel, may do so.

- l. A two-thirds (2/3) majority of the Board may remove an officer for cause including, but not limited to, embezzlement or misappropriation of Association funds, or egregious public misrepresentation of the Association or of its position on an issue before the Association. No officer shall be entitled to vote on the question of his or her removal.
- m. Members of the Board of Directors shall act in the best interests of the Association, in accordance with all its Articles and By Laws and shall promote and conduct the business of the Association in a courteous and professional manner. In implementation thereof, Board members shall, among other things, (i) use their best efforts to attend all regularly scheduled and specially called meetings of the Board; (ii) discuss and vote, in a fair and impartial manner, on all matters coming before the Board on proper motion; and (iii) bring such other matters affecting the Neighborhood to the attention of the Board either by advising the presiding officer in advance of a meeting and/or raising them for discussion and possible action at Board meetings.

4.0 COMMITTEES

- a. Chairs of Committees shall be appointed from the elected Board members. There shall be three permanent committees: Membership, Finance and Zoning and Property Improvement. The Board shall establish other committees as needed. Duties of each committee of the Association shall be consistent with the committee name.
- b. The President shall appoint chairmen and members of permanent and standing committees subject to the concurrence of the Board. These committees shall be:
 - i. Membership Committee
 - ii. Finance Committee
 - iii. Zoning and Property Improvement Committee
 - iv. Recreation, Culture and Schools Committee
 - v. Beautification and Maintenance Committee
 - vi. Health and Safety Committee
 - vii. Communications Committee
 - viii. Long Range Planning Committee
- c. Duties of each standing committee of the Association shall be consistent with the committee name. The duties of each standing committee are more specifically stated below. The committees shall perform such other duties as the Board of Directors shall designate.
- d. The Membership Committee shall in the first quarter of each calendar year conduct a membership drive, accept and transfer to the Treasurer dues



collected and maintain a list of the names and of the physical and e-mail addresses of members in good standing.

- e. The Finance Committee shall at the end of each fiscal year examine the financial records of the Association. It shall aid the President in preparation of an annual budget to be submitted to the Board for approval and shall advise the Board on generation and allocation of Association funds.
- f. The Zoning and Property Improvement Committee shall review and recommend for action to the Board all neighborhood zoning matters which come to its attention. It shall review requests for changes in zoning and/or for proposed new building, new use, or modification of any existing building, space, signage, fenestration or facade. The Committee may invite presentations to the Board by those requesting changes in zoning or proposing or other changes in property.
 - i. In a question of continuing use of a property the interests of owners and near neighbors are paramount. In a question of new use of a property the reasonable interests of near neighbors in good standing and other nearby residents are paramount, but this shall not preclude a developer's right to a fair and unbiased hearing and evaluation before the Board and such other members as may wish to attend.
 - ii. The Zoning and Property Improvement Committee shall develop protocols for Neighborhood Development Agreements to be employed as a basis for negotiation between the Association and developer(s) proposing to work in the neighborhood. Such protocols shall require that prior to beginning any work the developer(s) shall agree to hold safe near neighbors and the property(ies) of near neighbors.
 - iii. When issues regarding new development and/or new use of a property arise or are anticipated to arise, the Association may, on advice of the Zoning and Improvement Committee, appoint an *ad hoc* Neighborhood Development Committee, as a subcommittee of the Zoning and Improvement Committee, to attempt to draft jointly with the developer(s) a Neighborhood Development Agreement between the developer(s) and the Association.
 - iv. Each such Neighborhood Development Committee shall comprise not more than ten (10) members in good standing, of whom ideally at least one is a Board Member and a majority of whom reside near the property at issue. Each such Committee shall elect its own chair and may call on experts when needed. Each such Committee reports to, but does not speak for, the Board.
 - v. In the ordinary course of events, the full text of each Neighborhood Development Agreement shall be made available to each Board member in a timely fashion so each Board member may review it for at least one week before voting to accept or reject it. A developer may request expedited review of an Agreement with the understanding the developer(s) shall agree to bear consequential expenses. The Association enters into a Neighborhood Development Agreement with



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the developer(s) after the written agreement has been ratified by the Board and signed by the President or his/her designee. The operative date of a new Neighborhood Development Agreement is the date the written Agreement is ratified by the Board as recorded in the Agreement or signed by the President of the Association or his/her designee, whichever is later, provided that a letter of credit from the developer, if applicable, is in receipt.

- vi. Except for ministerial changes, any addendum to or amendment, correction or revision of a Neighborhood Development Agreement shall be dated and initialed in the revised Agreement and shall not operational until the changed document has again been examined and ratified by the Board and signed by the President or his/her designee. A substantively changed Neighborhood Development Agreement shall be treated as a new document and as such must be ratified by the Board before taking effect.
- vii. In response to requests the Association does not normally issue letters of support for proposed projects or for zoning changes or variances, but may issue letters of non-opposition or of opposition in regard to these.
- g. The Recreation, Culture, School and Education Committee shall engage existing and planned schools, museums and libraries in this neighborhood to foster their efforts to their mutual benefits. The Committee shall advocate for and/or arrange for installation, maintenance and refurbishing of playground and park facilities. It may seek external funds to further these ends.
- h. The Beautification, Parks and Maintenance Committee shall arrange for and/or assist in planting and maintaining street trees in sidewalk tree pits and for shrubs and flowering plants in areas of open ground, traffic islands or other common areas. The Committee shall arrange for and/or assist in removal of damaged, diseased, dying or dead trees. The Committee shall conduct semiannual neighborhood cleanup days and a continuing program of prompt graffiti removal. It shall establish liaison with local and regional organizations and may seek funds to further these ends.
- i. The Health, Safety and Tranquility Committee shall establish and maintain cooperation with governmental Departments of Police, Fire, Health, Streets and High ways and other agencies of the City to press those Departments as appropriate:
 - i. to regulate parades, festivals, concerts, walks, races and demonstrations to minimize or prevent untoward impact on the residential community,
 - ii. to maintain law and order and safety of person and property,
 - iii. to provide food and shelter for homeless individuals and/or family units,
 - iv. to discourage and restrain aggressive and/or abusive panhandling,
 - v. to remove safely and promptly hazardous materials and to control dangerous situations found on public property or open spaces,



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- vi. to control, suppress and/or eliminate pest and vermin disease vectors including but not limited to fleas, flies, mosquitoes, mice and rats,
 - vii. to install, maintain and/or repair roadways, traffic control devices and overhead lighting and make walkways and street crossings safely negotiable for handicapped individuals, people with infants/small children and other pedestrians,
 - viii. to collect garbage, trash, debris and recyclable materials from residential properties at least weekly and oversee similar collections from commercial enterprises,
 - ix. to collect garbage, trash, and debris promptly following parades, festivals, celebrations and demonstrations,
 - x. to perform timely cleaning of storm sewer inlets and to maintain, repair or replace storm and/or sanitary sewers as the need arises,
 - xi. to remove snow and apply ice melting agents on streets as needed,
 - xii. to liaise with the Parking Authority and neighborhood Town Watch group.
- j. The Communications Committee shall maintain timely information regarding the neighborhood on a publicly accessible electronic web site. The Association shall collect electronic mailing addresses of members and neighborhood businesses in support of its membership program and general activities. The Association shall make all its official documents and actions available on the web site. The Association shall periodically and when necessary send electronic mail to the membership alerting neighbors to information or news relevant to the neighborhood and/or the activities of the Association including planned civic, ceremonial and commercial activities in the neighborhood. The Committee shall make paper copies of such materials available to members in good standing who do not enjoy the advantage of electronic mail. The Committee shall promote the installation, maintenance and use of community bulletin boards in public and residential areas
- k. The Committee on Long Range Planning shall from time to time poll neighborhood residents and commercial entities to determine what features make this neighborhood an attractive area in which to live, work and conduct business. The Committee shall report to the board their findings in as quantitative manner as practicable. The Committee shall prepare an annual review of the multiyear patterns of residential and commercial development in the neighborhood and report these to the Board. It shall offer recommendations regarding how best to control and optimize change in the neighborhood to retain largely single residence character balanced with multi-unit residences and office towers. It shall call on the City and other authorities to provide information on current and projected demands for infrastructure services including transportation and parking and incorporate this information in recommendations regarding planning long range and large scale modification of the neighborhood both to the Association and as



advocate on citywide planning. It may request funds to hire professional help if needed. The Committee shall maintain close cooperation with the Committee on Zoning and Property Improvement.

- l. The President at his/her discretion shall appoint such special committees as may be necessary from time to time and a Parliamentarian to help resolve questions of order or precedence of business at meetings of the association.
- m. The President shall appoint a nomination committee and an Articles and By Laws review committee in March of each year, both of which shall consist of seven (7) members, three (3) from the Board of Directors, other than officers, and four from the members at large.
 - i. The Nominations Committee will attempt to obtain such nominees as will reflect a demographic balance and a mix of single family and multiunit residences through- out the neighborhood. The Nominations Committee will also advise the nominees that, in accordance with the Articles and By Laws of the Association, Board Members have a responsibility to and are expected to serve as chairs of one of the Association's committees, if appointed by the President or other presiding officer. The Nominations Committee shall report its nominations for officers of the Association and members at large of the Board of Directors a least twenty (20) days prior to the date of elections of officers and members at large of the Board of Directors.
 - ii. The Articles and Bylaws review committee shall examine these in light of the Association proceedings of the year, the demographic breadth of the Association and recent or proposed changes in the neighborhood and report recommended changes in the documents for review by the Board at least twenty (20) days prior to the date of the September meeting of the Board.

5.0 MEETINGS OF THE GENERAL MEMBERSHIP AND OF THE BOARD OF DIRECTORS

- a. The Association shall hold at least two (2) general meetings of the membership at large each year, one meeting to be held in June, the other in the autumn, the Board of Directors to fix the dates of such meetings, or, if the Board shall fail to act, by the President. . Each member in good standing shall receive twenty-one (21) days written or electronic notice of such meetings.
- b. All officers shall be elected at the annual general meeting in June. At regular meetings of the Board of Directors the order of business shall be in the sequence: call to order, identification of new attendees, roll call of Board members, reports of Officers, permanent committees and ad hoc committees and liaison representatives followed by invited presentations, old business and new business.
- c. Printed copies of the agenda and reports shall be available for inspection prior to and during the course of all meetings.
- d. At regular meetings of the Board of Directors only Board Members, current officers and former presidents may vote, but when a wider opinion of the



membership is sought, a motion and concurrence may allow members in good standing to vote on questions of broad interest to the general membership.

- e. Any member or resident recognized by the presiding officer may speak at general meetings or regular board meetings. At general meetings of the Association all members in good standing may vote.
- f. The Board of Directors at its discretion may call special meetings of the general membership from time to time. The President or any five (5) Board members may call a special board meeting for a stated purpose. Any twenty-five (25) members in good standing may petition for a general meeting of the Association for a stated purpose.

6.0 QUORUM

- a. This Section arises from Article 7: Quorum, of the Articles of Incorporation.
- b. A quorum shall consist of ten percent (10%) of the members in good standing at a meeting of the general membership.
- c. A quorum shall consist of not less than nine (9) members of the board at any meeting of the Board of Directors.

7.0 LIMITATION OF OFFICERS' AND DIRECTORS' LIABILITY AND INSURANCE

- a. No Officer or Director shall be personally liable for monetary damages as such for any action taken or any failure to take action unless: (a) he/she has breached or failed to perform the duties of his or her office under Section 8363 of the Pennsylvania Directors' Liability Act (relating to standard of care and justifiable reliance), and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness, providing, however, that the provisions of this act shall not apply to the responsibility or liability of him/her pursuant to any criminal statute, or the liability for the payment of taxes pursuant to local, state or federal law.
- b. Each Officer and Director shall be indemnified and held harmless by the Association for all actions taken by him or her and for all failures to take action (regardless the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including without limitation attorney: fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any Proceeding. No indemnification pursuant to this Section shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
- c. Indemnification pursuant to this section shall continue as to an Indemnitee who has ceased to be a Director or officer and shall inure to the benefit of his or her heirs, executors and administrators.



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8.0 AMENDMENT

- a. This constitution may be amended by a two-thirds (2/3) vote of members present and eligible to vote at any meeting of the Association provided a summary of the proposed amendment or amendments has been sent to each member at least two weeks prior to such meeting.