

ADOPTED JUNE 14, 2016

## LOGAN SQUARE NEIGHBORHOOD ASSOCIATION BYLAWS

### 1.0 PURPOSE

- a. The purpose of the association is to promote the social, cultural and economic well-being of the neighborhood and larger community, including:
  - i. Promoting the maintenance, improvement and preservation of educational, cultural recreational, charitable and commercial activities and facilities.
  - ii. Promoting the improvement of traffic flow and safety, pedestrian environment, and of fire and police protection.
  - iii. Promoting of zoning and city planning changes consistent with preservation of the residential and historic character of the community and neighborhood.
  - iv. Promoting the preservation and improvement of the aesthetic character of the area.
  - v. Promoting the improvement of health, sanitation, transportation and communication.
  - vi. Promoting communication of timely information relevant to the neighborhood and its elected officials.
  - vii. Outreach to and involvement of member and non-member landowning, property-owning, condominium owning, cooperative-owning or rental residents and land or property-owning commercial entities who have an effect on our neighborhood.
  - viii. Preparing and implementing 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 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, home owners' associations and housing cooperative associations of twenty-five (25) units or more.
  - iii. Commercial classes of membership shall include Institution and Business at

Basic, Friend, Booster and Patron levels.

- iv. The Board of Directors shall establish dues for each class of membership and payment of current 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 fiscal year basis.
- v. The membership and fiscal years shall begin on July 1st of each year.

### 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 (25) at large members elected by the general membership and ex officio all current presidents or his/her designee of condominium, renters' or 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, the appointment to be ratified by a majority of the Board, 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. 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.
- h. 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, except Neighborhood Development Agreements, available at its web site. The Officers and Chairs shall make printed and/or electronic copies of the agenda and reports available for inspection at least 24 hours 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, who shall report to

the President within 24 hours any expenditure over \$500.00. Officers and Board members shall be reimbursed for duly authorized out-of-pocket expenses and may be awarded honoraria in extraordinary circumstances.

- l. After formal notification of one interval between board meetings, 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. Upon a vote by the majority of the Board to give such notice, the officer's powers shall be temporarily suspended. 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; (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, and (iv) serve on a Committee.

#### 4.0 COMMITTEES

- a. Chairs of Committees shall be appointed from the elected Board members. If there are Co-chairs of Committees, only one Co-chair must be an elected Board member. The Board shall establish 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 standing committees, subject to the concurrence of the Board with respect to Committee Chairs. These committees include:
  - i. Membership Committee
  - ii. Finance Committee
  - iii. Zoning Committee
  - iv. Education Committee
  - v. Beautification Committee
  - vi. Health and Safety Committee
  - vii. Communications Committee
  - viii. Planning and Design Committee
  - ix. Events 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 conduct an annual membership drive in the first quarter of each fiscal year, 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, which shall be shared with the Communications Committee.

- 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 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. It shall respond in a timely fashion to neighbors when issues are raised. 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 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 Committee, appoint an *ad hoc* Neighborhood Development Committee, as a subcommittee of the Zoning 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 ideally shall be comprised of at least one Board Member and a majority of members who 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 preferred 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 prior to execution to allow for comment. 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 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 be 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 Education Committee promotes the educational opportunities available to Logan Square families. The Education Committee will act as a neighborhood resource for parents researching child care, pre-schools, elementary and secondary schools, after-school programs, institutional programming and other activities that develop and enhance the minds and lives of the children of the Logan Square community. By highlighting these resources, the committee will also promote Logan Square as an attractive, safe and enriching community in which to raise children.
- h. The Beautification Committee shall conduct semiannual neighborhood cleanup days. The Committee shall coordinate the annual LSNA tree recycling event and promote other sustainability programs offered by LSNA and the City of Philadelphia. The Committee shall also act as the liaison between LSNA and park friends groups such as the Friends of Baldwin Park and the Friends of Coxe Park.
- i. The Health and Safety Committee shall establish and maintain cooperation with, and act as a liaison to, governmental Departments of Police, Fire, Health, Streets and Highways, SEPTA, Town Watch, the Philadelphia Parking Authority, and other governmental agencies with respect to the following:
  - 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. the provision of indoor food and shelter for the homeless in an appropriate manner,
  - iv. to discourage and restrain aggressive and/or abusive panhandling,
  - v. the safe and prompt removal of hazardous materials and control of dangerous situations found on public property or open spaces,
  - 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.
- 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 use of community bulletin boards in public and residential areas.
- k. The Planning and Design Committee shall review planning and design related issues in the neighborhood and advise the Board on how to promote the values, goals, and objectives of the Logan Square Neighborhood – Parkway plan, as the same may be amended, as they relate to the built environment. This Committee 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 its 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 its 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 Zoning Committee. A designee of this Committee and/or the LSNA President will work with the City of Philadelphia Planning Commission and represent the Logan Square Neighborhood Association as a Registered Community Organization with Civic Design Reviews of qualifying development projects.
- l. The Events Committee shall be responsible for coordinating the planning of special events and annual social events, which typically include the Holiday Party, Halloween Party, Block Party, and Picnic in the Park.
- m. The President at his/her discretion shall appoint such special committees, such as a Long Range Planning Committee, 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.

- n. The President shall appoint a Nomination Committee and an Articles and Bylaws 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 throughout the neighborhood. The Nominations Committee will also advise the nominees that, in accordance with the Articles and Bylaws of the Association, Board Members have a responsibility to and are expected to (i) serve as chairs of one of the Association's committees, if appointed by the President or other presiding officer, (ii) actively participate in one or more of the Association's committees, and (iii) regularly attend meetings of the Board. The Nominations Committee shall report its nominations for officers of the Association and members at large of the Board of Directors at 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 when needed examine these in light of the Association proceedings, 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 such claims shall be presented to 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 (20) days written or electronic notice of such meetings.
- b. All officers and Board members shall be elected at the annual general meeting in June.
- 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 eight (8) 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. A quorum shall consist of ten percent (10%) of the members in good standing at a meeting of the general membership.
- b. 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's 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.

## 8.0 AMENDMENT

- a. These bylaws and the Articles of Incorporation 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 twenty days prior to such meeting.