

**PENN WYNNE CIVIC ASSOCIATION BY-LAWS**  
*Revised* October 1, 2020

**SECTION ONE: NAME**

This association shall be known as the Penn Wynne Civic Association (hereinafter the “Association”).

**SECTION TWO: OBJECTIVES**

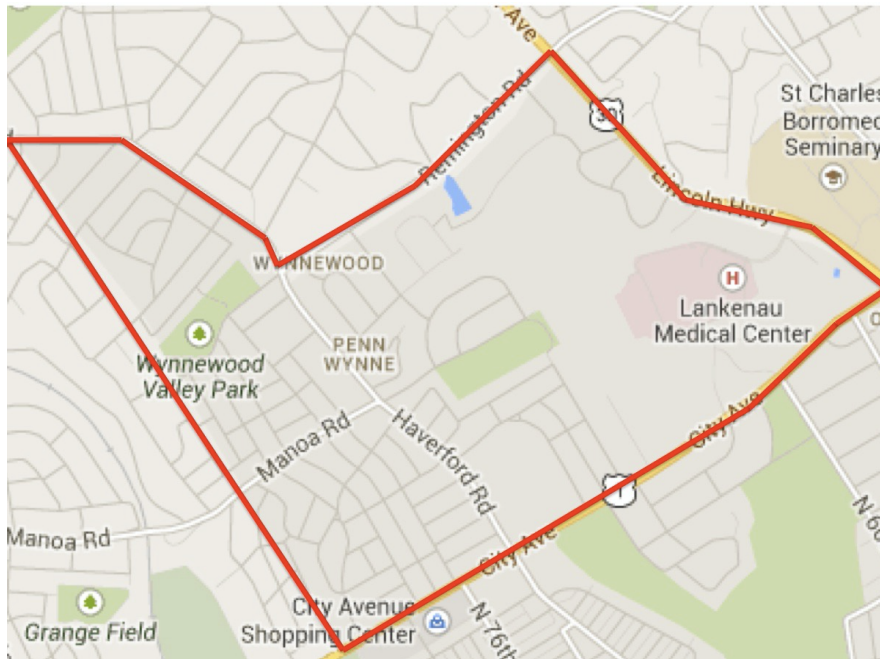
The objectives of this Association are to encourage, promote, and maintain high civic standards. In maintaining these objectives, this Association shall endeavor to act upon any problems pertaining to the general welfare of the community and the common good of its residents.

The Association is non-partisan and shall not sponsor, endorse or contribute financially to any political candidate for elective office in local, state or Federal elections.

**SECTION THREE: MEMBERSHIP CRITERIA**

Residents of the Penn Wynne community in Lower Merion Township who are at least 18 years of age are eligible for resident membership in this Association. Specifically, members must reside in the area of Lower Merion Township, Montgomery County, Pennsylvania, bounded by City Avenue on the East, Haverford and Remington Roads on the West, Lancaster Avenue on the North and the Delaware County line on the South (see map, below).

Those who wish to participate in the Association’s events, but do not live within the boundaries described above, are eligible to become associate members.



#### **SECTION FOUR: MEMBERSHIP**

The Association shall approve all applications for membership. Dues for resident and non-resident members shall be Twenty Dollars (\$20.00) per household annually, payable on the first day of each year. These rates shall be subject to annual review by the Association Board of Directors and modified by a simple majority of a quorum. This paragraph is the only paragraph in these by-laws that may be modified via a simple majority of a quorum and only once per year.

#### **SECTION FIVE: GOVERNING BODY**

The Board of Directors (hereinafter the "Board") shall manage the affairs of this Association.

#### **SECTION SIX: OFFICERS**

The officers of this Association shall consist of the following: President, President-elect, Treasurer, Secretary, and Sergeant at Arms (hereinafter the "Officers").

President-elect, Treasurer and Secretary shall be elected annually and shall hold office on the first day of January following his or her election and until the following December 31. Election as President-elect presupposes service as President the following year. When a vacancy exists, the Board shall elect a member of the Association to fill the vacant office for the balance of the term for which the former officer had been chosen.

The Sergeant at Arms position shall be automatically granted to the member of the organization who is the Lower Merion Township Commissioner for Ward 14.

Past Presidents are not eligible to serve as President-elect of the Association for two (2) years after the end of their last term as President.

#### **SECTION SEVEN: BOARD OF DIRECTORS**

The Board of Directors shall consist of the Officers and up to ten (10) Directors, for a total of fifteen (15) Board of Directors.

Each Director shall serve a term of two (2) years, with five (5) Directors up for reelection every other year.

Past Presidents of the Association shall be eligible to become members of the Board and have the same status, rights and duties as other members of the Board. Non-resident associate members shall have the right to become Directors of the organization at the discretion of the current Board by a majority of Board members in the presence of a quorum.

## **SECTION EIGHT: MEETINGS AND VOTING**

The Association shall hold an Annual Meeting in October or November of each year. Public notice of the time and place of the Annual Meeting, as well as the nominees for Officers and Directors, shall be posted prominently in the community at least fourteen (14) calendar days before the meeting, and the current membership shall be notified directly via email and/or USPS mailing.

Officers and Directors shall be elected at the Annual Meeting. No quorum shall be necessary. A majority of those present shall be sufficient to transact business.

The Board shall hold meetings on the first Thursday of each month. The Board shall have the power to reschedule the meeting to another day if it determines that a holiday or community event makes the regular schedule impractical. Notice shall be given within fourteen (14) calendar days on the Association website or at the Association meeting prior to the holiday. Special meetings of the Board may be called by the President upon four (4) calendar days written notice to the Officers and Directors of the Board.

Forty percent (40%) of Board members shall constitute a quorum for regular monthly business meetings or special meetings called by the President. In the event a quorum is present at any point of the meeting, a majority of Board members present shall be sufficient to carry a motion. Members of the Board unable to attend a regular meeting may give a proxy vote to a duly qualified member of the Board. Officers and Directors attending virtually or via conference call may be counted in the quorum and may vote.

To conduct time-sensitive business between regular monthly business meetings, the President may conduct a proxy vote exclusively via electronic mail to members of the Board. For proxy votes conducted exclusively via electronic mail, a majority of the full Board shall be required to carry a motion. The Secretary shall record the vote and the President shall acknowledge the outcome of the vote during the next regular business meeting.

## **SECTION NINE: NOMINATIONS**

Nominations of Officers and Directors shall be made by the Board. Each nomination made by a Board member shall be seconded and voted on by a simple majority.

The names of all selected nominees shall be made public at least fourteen (14) calendar days before the annual meeting.

Additional nominations may be made by no less than twenty-five (25) members of the Association who shall present, in written form, such candidates to the Secretary for public display together with the nominees of the Board at least seven (7) calendar days prior to the Annual Meeting at which elections are to take place. The Secretary shall post names of nominees immediately after such names are received on a properly signed petition.

## **SECTION TEN: ELECTIONS**

Voting at the Annual Meeting shall be limited to one member of each member household.

Immediately after the elections, the candidates having the highest number of votes shall be declared duly elected Officers and Directors. Cumulative voting shall not be permitted.

In the event of only one nomination being submitted for each available position, the President will request the Secretary to certify that no additional names were put into nomination and declare the selected nominees be approved.

## **SECTION ELEVEN: DUTIES OF OFFICERS**

The President shall preside at all meetings of the Association and of the Board . He/she shall be a member of all committees, appoint all committee chairpersons, and shall appoint special committees as deemed necessary.

The President-elect shall be Chair of the Annual Meeting and shall perform the duties of the President in his/her absence.

The Secretary shall keep the minutes of all meetings of the Association and act as custodian of all records of the Association. In the absence of the Treasurer, the Secretary may sign all checks in the name of the Association, with the approval of the President.

The Treasurer shall collect all monies due the Association and properly record such amounts. He/she shall deposit all monies in the name of the Association in such depository as the Board may select. The Treasurer shall present a statement of the condition of the treasury, including the financial details of any recent events, at each meeting of the Board, and shall present a formal report at the Annual Meeting of the Association.

The Treasurer shall sign all checks in the name of the Association on bills, approved by the President, for amounts up to and including One Hundred Dollars (\$100.00) and for larger amounts when authorized by the Board. The Treasurer shall be bonded in such amounts as may be determined by the Board.

## **SECTION TWELVE: POWERS OF THE BOARD OF DIRECTORS**

The Board shall have general management and control over the affairs and property of the Association.

The Board shall have all powers and perform all duties not elsewhere specifically assigned to be performed by other Officers and committees. The Board shall have the power to call upon the Officers and committees of the Association for reports and shall, in general, perform all duties

and exercise all such powers, which in the opinion of the Board, is necessary for the welfare of the Association and for the furtherance of the purposes and objectives thereof.

### **SECTION THIRTEEN: EXECUTIVE COMMITTEE**

The Executive Committee shall consist of all Officers.

The Executive Committee may consider all problems whether or not delegated to other committees and make recommendations to the Board or to the respective committee chairperson, as to what course of action should be adopted in respect thereto.

### **SECTION FOURTEEN: RESIGNATION AND TERMINATION OF OFFICE**

Resignations of Officers or Directors shall be forwarded in writing to the Secretary of the Association. In the event of the resignation, death, or other vacancy of any Officer or Director, the Board shall elect a successor to fill the vacancy for the unexpired portion of the term so affected.

If any Officer or Director fails to attend three (3) or more regular meetings in any 12-month period without being excused by the President, the Board shall have the power to remove that person from the Board. The Board may remove such a person in the presence of a quorum with a simple majority vote.

The Board shall have the power to remove any Officer or Director, for any reason, if two thirds (2/3) of the total current Board vote to remove such person.

### **SECTION FIFTEEN: COMMITTEES**

Committees, standing or special, shall be established from time to time by the Board of the Association as deemed necessary to carry on the work or the organization.

The Chair of each committee shall be appointed from the general membership, by the President, upon establishing the committee or as soon as convenient after each Annual Meeting of the Association. Members of said committees shall be appointed by the Chair and shall serve for the term designated at the time of their appointment.

There shall be no regular stated meetings of the committees, but the Chair of any committee may at their discretion call a meeting at any time when deemed necessary or advisable, upon three (3) calendar days notice in writing to all members of such committee. The committees shall from time to time and whenever required by the Board, make a report of their doings to the Board.

## **SECTION SIXTEEN: DUTIES OF THE COMMITTEES**

Matters which are brought up at meetings of the Board, and which, in the judgment of a majority of the members present, require investigation, shall be referred to the proper committee, except that the Board may at any time refer any particular matter to the Executive Committee, if it so desires.

The Chair of each committee shall make a report at each regular monthly business meeting of the Board, of the activities of his/her committee since the last preceding meeting of the Board.

Any matter which may arise between meetings of the Board, and which requires attention or investigation, shall be acted on by the Executive Committee, in conjunction with the respective committee involved, if any.

## **SECTION SEVENTEEN: RULES OF ORDER**

“Robert’s Rules of Order” shall govern the Association in all situations not covered by these By-laws.

## **SECTION EIGHTEEN: AMENDMENT AND SEVERABILITY**

Unless specifically stated otherwise in this document, these by-laws may only be amended upon a vote of at least sixty percent (60%) of the total of the Board and must be confirmed at the Annual Meeting by a simple majority of the general membership in attendance.

Any provision declared illegal or inconsistent with the laws of the Commonwealth of Pennsylvania or the United States of America does not invalidate the document as a whole and the offending clause(s) may be stricken by a court of competent jurisdiction.