

## **DICKINSON SQUARE WEST CIVIC ASSOCIATION**

### **NOTICE OF 2021 REORGANIZATION MEETING**

Dear Regular Members:

The Reorganization Meeting of Dickinson Square West Civic Association, a Pennsylvania nonprofit corporation (the "Association"), will be held on October 12, 2021, beginning at 5:00 p.m. and ending at 7:00 p.m., EST, at 1651 E. Passyunk Avenue, Philadelphia, PA 19148, for the following purposes:

1. To elect the Officers and Directors of the Association, with each Officer or Director to serve for a term of two years.
2. To vote on the adoption of proposed amendments to the Bylaws of the Association, which shall require the constitution of a quorum and the approval of at least seventy-five percent (75%) of such Regular Members present, pursuant to Article XIV of the Bylaws.

Remote communication will not be available for the Reorganization Meeting.

Ballots will be collected and tallied by the Election Committee upon the completion of the election time stated above. Sample ballots for the Reorganization Meeting are included below.

Regards,

Secretary of the Association

September 27, 2021

**DICKINSON SQUARE WEST CIVIC ASSOCIATION**

**BALLOT FOR REORGANIZATION MEETING  
TO BE HELD ON OCTOBER 12, 2021**

Pursuant to the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, as amended, the following is a ballot form for the election of Officers and Directors:

**Nominees for President**

	<u>For</u>	<u>Against</u>
Morgan Berman	_____	_____

**Nominees for Director**

	<u>For</u>	<u>Against</u>
Edward Drakhlis	_____	_____

\_\_\_\_\_  
[Signature of Regular Member]

\_\_\_\_\_  
[Print Name]

\_\_\_\_\_  
[Street Address]

**DICKINSON SQUARE WEST CIVIC ASSOCIATION**

**BALLOT FOR REORGANIZATION MEETING  
TO BE HELD ON OCTOBER 12, 2021**

Pursuant to the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, as amended, the following is a ballot form for the adoption of the proposed amendments to the Bylaws, subject to the constitution of a quorum:

**Proposed Amendments to the Bylaws**

	<u>For</u>	<u>Against</u>
For the adoption of the proposed amendments to the Bylaws, included below as an Exhibit	_____	_____

\_\_\_\_\_  
[Signature of Regular Member]

\_\_\_\_\_  
[Print Name]

\_\_\_\_\_  
[Street Address]

BYLAWS OF DICKINSON SQUARE WEST  
(FORMERLY DICKINSON NARROWS)  
CIVIC ASSOCIATION

A Corporation incorporated under the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, effective February 28, 2006, as amended on June 17, 2014, and as further amended on October 9, 2018.

Article I. Name. The name of this Nonprofit Corporation is Dickinson Square West Civic Association, hereinafter referred to in these Bylaws as “Association”.

Article II. Jurisdiction. The Association shall be primarily concerned with the neighborhood situate from Washington Avenue (south side) to Snyder Avenue (north side) and from 4th Street (west side) to 6th Street (east side) within the southern area of the City of Philadelphia. Said jurisdiction may from time to time be expanded with the approval of the Board of Directors, the Members, and the City of Philadelphia, pursuant to applicable ordinances and regulations.

Article III. Purpose. The aims and purposes of this Association are as set forth in the Articles of Incorporation.

Article IV. Mission. The mission of the Association is to improve the quality of life, promote the social, cultural, and economic welfare of the Association neighborhood and larger community, to attempt to represent fairly all residents, businesses and institutions in the neighborhood, as well as:

- A. To serve as a civic forum addressing issues of importance and concern of the community;
- B. To foster a safe, prosperous, friendly neighborhood dedicated to improving the quality of life;
- C. To encourage neighborhood unity, civic pride and diversity through positive action;
- D. To encourage neighborhood participation in an advisory role regarding planning, implementation and assessment of community development issues and concerns; and
- E. To serve as a resource for information related to the neighborhood.

Article V. Membership.

- A. No person shall be excluded from membership, segregated or excluded from participation on the Board of Directors or any Committee, or otherwise discriminated against within the organization because of race, color, sex, religion, national origin, age, economic status, parenthood, sexual orientation, gender presentation, political affiliation or disability.
- B. There shall be two (2) classes of members:

1. Regular Members: All persons residing within the jurisdiction of the Association, as established in Article II, who are over eighteen (18) years of age, ~~and who completes and submits to the Board of Directors a membership form, which sets forth the resident's full name, his/her primary residence, and complete, accurate contact information.~~ Each eligible Regular Member shall be entitled to one vote at a Membership Meeting and Election.

2. Associate Members: All persons who own property, but who do not reside within the jurisdiction, or who operate a business within the jurisdiction of the Association, as established in Article II, who are over eighteen (18) years of age, ~~and who complete and submit to the Board of Directors a membership form, which sets forth the resident's full name, his/her primary residence, and complete, and accurate contact information.~~

Associate Members shall not be entitled to vote at a Membership Meeting or an Election.

~~C. Said blank membership forms shall be approved by the Board of Directors, shall be available to anyone on the Association website and at all public meetings of the Association.~~

~~D. Any and all information collected on the membership forms are intended solely for the use of the Association and will not in any way whatsoever be sold, traded, or otherwise distributed.~~

E.C. Dues. Dues, if any, shall be as determined by the Board of Directors from time to time. Dues will be waived automatically upon application to the Treasurer by any person who states that to pay dues would be a hardship. Upon payment of dues, or receipt by the Treasurer of such a request for waiver, an eligible person or business shall become a regular or associate member.

## Article VI. Board of Directors and Officers.

### A. Directors.

1. There shall be nine (9) Directors, all of whom must be Regular Members.
2. Each shall be elected for a term of two (2) years.
3. No Director may serve more than three (3) consecutive terms.

### B. Officers.

1. There shall be four (4) Officers, all of whom must be Regular Members and over twenty-one (21) years of age.
2. Each shall be elected for a term of two (2) years.
3. No Officer may serve more than three (3) consecutive terms.
4. Each Officer shall also hold the title of Director.

5. Each Officer shall have served as a Director immediately preceding their election. In the event that there are an insufficient number of eligible candidates for Officer(s) from the then existing Directors, the positions shall be open to any member.

6. The Officers of the Association are:

a. President. The President shall preside at all meetings of the Board of Directors and shall be a Director. (S)he shall oversee the general active management and direction of the business of the organization and shall oversee that the orders and resolutions of the Board of Directors and the General Membership are carried out including, but not limited to the following duties:

i. Preside over and conduct the business of meetings, as per predetermined agenda.

ii. Declare the existence of a quorum.

iii. Open the session at the required time by taking the chair and calling the members to order.

iv. State and put to a vote all motions that are made regularly and those that arise during the meeting.

v. Vote only in order to break a tie.

vii. Announce the results of a voting on motions.

vii. Moderate members engaged in debate within the rules of order.

viii. Enforce order and decorum on all occasions among the members.

ix. Decide all Questions of Order (subject to an Appeal to the Board by any two Board members).

x. Inform the Board about a point of order or practice when necessary or when called on to do so.

xi. Authenticate by her or his signature, when necessary, all of the acts, orders, and proceedings of the Board.

xii. Represent and stand for the Board in general, declaring its will and always obeying its rules.

xiii. Other duties as specifically mandated by the Board.

b. Vice-President. In case of the absence of the President or her/his inability to act, the Vice-President shall assist with the performance all of the duties and functions of the President as listed in Section [B] a. above.

c. Secretary. The Secretary shall ensure the maintenance of all records of the Corporation, specifically the following duties:

- i. Maintain membership and other records, as outlined in Article X.
- ii. Notify the Board and members of special meetings.
- iii. Provide any required legal notices of the Corporation
- iv. Keep minutes of all meetings of the Board of Directors and of the Members, recording all proceedings and actions.
- v. Prepare the agenda for the monthly and special meetings of the Board of Directors and of the Members.

d. Treasurer. The Treasurer, with the coordination of the Finance Committee, shall be responsible for ensuring the fiscal responsibility of the Corporation, specifically the following:

- i. Maintain full and accurate account of receipts and disbursements of finances belonging to the corporation.
- ii. Monitor all banking transactions
- iii. Deposit all monies and other valuable effects in the name of and to the credit of the corporation in such depository as may be designated by the Board of Directors.
- iv. Establish processes for accounts payable functions and accounts receivable functions.
- v. Provide monthly report of finances to the Board of Directors and General Assembly of the financial condition of the corporation and account for all the financial transactions of the corporation.
- vi. Develop an annual operating budget, including projection of expenses and revenues, which establish long-term financial goals with strategies to achieve them.
- vii. Review all insurance policies at the direction of the Board of Directors.

viii. Coordinate audits; prepare and submit federal and state tax returns.

ix. Chair or Co-Chair the Finance Committee.

x. Prepare and propose the Financial Guidelines as needed, ensuring and monitoring compliance.

e. Removal. A Director shall be removed and/or requested to resign from his or her position on the Board by a two-thirds (2/3) majority vote of the Board at a meeting at which a quorum exists for any of the following reasons:

i. Missing three (3) consecutive meetings of the Board of Directors and/or of the members without giving advance notice of such absence to the Board, or

ii. Missing five (5) meetings of the Board of Directors and/or of the members within one calendar year, even if excused, or

iii. Violating the Conflict of Interest policy as established in Article XI, or

iv. Exceptionally poor conduct in a manner unbecoming of a board member or has acted in a manner detrimental to the Association, as determined by the Board.

f. Vacancy. Any vacancy occurring among the Directors shall be filled by appointment by the President with the consent of the remaining Directors.

g. Term of Office. Terms shall commence at the first Board of Directors meeting or General Membership meeting following the election, whichever first occurs.

C. Regular Meetings. The Board of Directors shall meet regularly at least once a month during each month of the calendar year (depending upon holidays) at such time and place as the Board may determine at the Reorganization Meeting. Said meetings shall be open to the public, and all present shall be afforded the opportunity to comment on the issues before the Board.

D. Notice. Written notice of the time, place, and date of the regular meetings of the Board shall be provided at least seven (7) calendar days in advance of the date set for such meeting. Said notice shall be posted on the Association website and sent to each member via electronic mail.

E. Quorum. A majority of the Directors shall constitute a quorum, which shall be required to hold such regular meetings of the Board.

F. Voting. Only Directors may vote at such regular meetings of the Board. The President shall not vote, except to break a tie decision by the quorum.



G. Special meetings. From time to time the President or at least five (5) Directors may call a special meeting of the Board on at least forty-eight (48) hours notice.

1. Proxy Voting. At said special meetings, a Director may give his or her proxy to another Director to vote at any such meeting. The permission authorizing a proxy shall be delivered by email or other means to the President and to the Secretary.

2. Telephonic Participation. Any Director may participate by telephone or by other means where they can hear the proceedings and be heard by the rest of the Directors. A Director who is able to participate by telephone or other means shall be entitled to vote on matters, as if he or she were present at the meeting, and such participation shall be considered as counting toward a quorum.

#### Article VII. Membership Meetings.

A. Mandatory and Special. There shall be at least one (1) Membership Meeting each calendar year. Special Membership Meetings of the members may be called at any time by the President, the Board, or not fewer than 25% of the regular members.

B. Notices. Written notice of the time, place, and date of and the nature of the business to be transacted at all Membership Meetings shall be provided at least seven (7) calendar days in advance of the date set for such meeting. Said notice shall be posted on the Association website and sent to each member via electronic mail.

C. Quorum. ~~The presence at any~~ Those Regular Members who attend a duly convened Membership Meeting ~~of 20% of the Regular Members entitled to vote, but in any event not less than 50 Regular Members,~~ shall constitute a quorum for the transaction of any business which may properly come before the meeting, except that the presence at any Membership Meeting of not less than 20 Regular Members shall constitute a quorum for purposes of the (i) alteration, amendment, or repeal of these Bylaws, or (ii) dissolution of the Association. The acts of a majority of the persons present and entitled to vote shall be the acts of all members, except that (i) alteration, amendment, or repeal of these Bylaws shall require the approval of at least seventy-five percent (75%) of such Regular Members present, and (ii) dissolution of the Association shall require the approval of at least seventy-five percent (75%) of such Regular Members present.

D. Reorganization Meeting. There shall be a Reorganization Meeting in October of each calendar year. The purpose of said meeting shall be to reexamine procedures and rules, to establish committees, to appoint committee chairs, to designate the official banking institution of the Association, to adopt the dates for Membership Meetings, to welcome newly-elected Board members, if any, and transition from the former Board to the new Board (if applicable).

#### Article VIII. Election of Officers and Directors.

A. Time and Place. Elections of the Officers and Directors shall be held at the Reorganization Meeting in October of odd-numbered years.

B. Letter of Intent.

1. A signed letter stating the intent of a Regular Member to run for the office of President, Vice-President, Secretary, Treasurer, Director must include the candidate's name, address of residence, telephone number, email address, position being sought, verification of residency and signature.

2. Letters of intent shall be ~~mailed~~ submitted to the Board of Directors at a Regular Meeting or delivered by email to [info@dswca.org](mailto:info@dswca.org) or by mail to the Association P.O. Box on record and timestamped or postmarked by not later than August 31st.

C. Residency Verification. Verification of residency shall consist of ~~all of~~ the following, which must show the same residence that is also within the jurisdiction of the Association, certified by the candidate as true, correct, and complete:

1. A copy of a current voter's registration card (can be found online), ~~and~~ or

2. A copy of a current driver's license or non-driver's state-issued identification, ~~and~~ .

~~3. A copy of the face page of his or her redacted U.S. tax return from the previous calendar year.~~

D. Public Notice. Written notice of the time period, place, and date of the election shall be provided at least fourteen (14) calendar days in advance of the date set for such election. Said notice shall also include the full ballot of nominees. Said notice shall be posted on the Association website and sent to each member via electronic mail.

E. Voting. Each Regular Member shall be entitled to one (1) vote.

1. Votes shall be cast by ballot from among the Regular Members in attendance, ~~who have completed a membership form at least fourteen (14) days prior to the day of the election.~~

2. There shall be no proxy or absentee votes.

3. Ballots will be collected and tallied by the Election Committee upon the completion of the election time, as set forth in the Public Notice.

F. Election Committee.

1. An Election Committee of three (3) Regular or Associate Members or person(s) not affiliated with the Association shall be elected to conduct the election.

2. Committee candidates will be solicited from Regular Members either at the June meeting of the Board of Directors or the General Membership meeting in June, if one is held at that time. The Regular Members present at either of said meetings shall elect the Election Committee from among the candidates.

3. No member of the Election Committee may become a candidate for the Board or be elected to the Board within six (6) months of the election.

4. The Election Committee shall be charged with the following Responsibilities:

- a. Establish procedures for holding the elections in accordance with these Bylaws,
- b. Verify the eligibility of the candidates in accordance with these Bylaws, and
- c. Tally the votes at the end of the time period set for the election.

#### Article IX. Committees.

A. The Board of Directors shall ~~support the establishment of committees and their determination of their~~ appoint the members of each committee and determine each committee's respective duties, responsibilities, guidelines, rules of procedure, and number of members, subject to Article VIII(F) herein.

B. Any Regular or Associate member may volunteer for any committee.

~~C. Committees shall appoint their own Chairs or Co-Chairs, as well as determine the duties, responsibilities, guidelines and rules of their respective committees subject to the approval of the Board of Directors.~~

C. Subject to the approval of the Board of Directors and Article VI(B)(6)(d)(ix) herein, committees shall appoint their own Chairs or Co-Chairs.

D. Committee Chairs shall be responsible for the preparation of the Committee agenda ~~or~~ and discussion, meeting facilitation, proceedings and presentation at the General Membership Meeting.

E. The Association shall maintain Finance, Zoning, and Election Committees.

F. Additional committees, ad hoc or standing, may be created by the Board from time to time as is deemed appropriate.

G. A Committee Chair or Co-Chair shall be removed and/or requested to resign from his or her position as Committee Chair or Co-Chair by a two-thirds (2/3) majority vote of the Board at a meeting at which a quorum exists for any of the following reasons:

1. Missing a Membership Meeting without giving advance notice of such absence to the Board, or

2. Missing three (3) consecutive Membership Meetings, even if excused, or

3. Exceptionally poor conduct in a manner unbecoming of a Committee Chair or Co-Chair or has acted in a manner detrimental to the Association, as determined by the Board.

Article X. Records.

A. General Membership Meeting minutes, agendas, copies of all reports and correspondence shall be maintained by the Board of Directors and available for public review.

B. Annual Report.

1. The Board of Directors shall present annually to the members a report on the activities and finances of the Corporation, verified by the President and Treasurer or the majority of the directors.

2. The contents of such annual report shall contain at a minimum the following:

a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report;

b. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report;

c. The revenue or receipts of DSWCA, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation;

d. The expenses or disbursements of DSWCA, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for DSWCA.

3. The annual report shall be filed with the minutes of the General Membership Meetings with the Secretary.

D. Financial Records. All financial records, including, but not limited to the following shall be kept on record with the Treasurer:

1. Contracts. The Board of Directors may authorize an officer or officers, agent, or agents of the Association in addition to the officers so authorized by these Bylaws, to enter into

any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

2. Checks. All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent, or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the Association.

3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

4. Funds. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

5. Fiscal Year. The fiscal year of the Association shall begin on the first day of July and end on the last day of June.

Article XI. Conflict of Interest. When an Officer or Director has a direct or indirect personal interest in a matter, or where a family member of such Officer or Director has such an interest, the Officer or Director shall disclose such interest at the earliest opportunity, but may thereafter not participate in the discussion and may not vote on such matter. At least annually at the Reorganization Meeting each Officer and Director shall file with the Secretary a Board Member Conflict of Interest Disclosure Form, which shall be approved by the Board.

A. Purpose. The purpose of this conflicts of interest provisions is to protect the Corporation's interest, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation.

B. Intent. This Article is intended to supplement, and not replace, any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Article XII. Standard of Care; Indemnification.

A. Limitation on Liability. A director shall not be personally liable, as such, for monetary damages for any action taken unless (i) the director has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Nonprofit Corporation Law of 1988 or (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Notwithstanding the foregoing, the provisions of this Section 1 of Article IX shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for payment of taxes pursuant to federal, state or local law. It is the intention of this Section 1 of Article XII that the limitation on liability be the broadest

permissible under applicable law, and any applicable law that provides for broader indemnity than is expressly stated herein is hereby incorporated by reference.

B. Indemnification. The Association shall indemnify, defend, and hold harmless each of its directors, officers, employees (whether or not then in service as such), and members and his or her estate, executor, administrator or heirs, against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a director, officer or employee of the Association or otherwise taking actions on behalf of the Association. The individual shall have no right to indemnification, however, in relation to matters as to which he or she has been adjudged liable to the Association for gross negligence or willful misconduct in the performance of his or her duties. The right to indemnification shall also apply to the expenses of suits or other claims which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement or if the Board shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to act which such director, officer, employee or member may be entitled. The Board of Directors may cause the Association to purchase insurance for the benefit of officers, directors, employees and members, in furtherance of, and to secure, the foregoing indemnification.

Article XIII. Liability. Directors as Fiduciaries. An Officer or Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his or her duties in good faith, in a manner s/he reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, an Officer or Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by or presented by third parties, authorized by the Board to prepare such information, opinions, reports or statements.

Article XIV. Amendment of Bylaws. The power to amend these Bylaws or to adopt new Bylaws, as permitted by the laws of the Commonwealth of Pennsylvania is vested in the Regular Members of the Association, as set forth in Article VII herein.

Article XV. Dissolution. The power to dissolve this Corporation is vested in the Regular Members of the Association, as set forth in Article VII herein. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

[Article XVI. Code of Conduct. The Association shall maintain a Code of Conduct for all meetings contemplated by these Bylaws, which such Code of Conduct shall be adopted by a two-thirds \(2/3\) majority vote of the Board at a meeting at which a quorum exists.](#)