

BYLAWS OF NEW BRITAIN CIVIC ASSOCIATION

A 501(C)(3) NON-PROFIT CORPORATION

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ARTICLE 1. NAME AND LOCATION

1.1. The name of the Corporation shall be the “New Britain Civic Association Incorporated.”

1.2. The registered office of the Association shall be at an address located within the Borough of New Britain, County of Bucks, State of Pennsylvania as may be subsequently approved by the members, but meetings of members and directors may be held at other places within the Commonwealth of Pennsylvania that may be designated by the Board of Directors.

1.3. The Mailing Address shall be P.O. Box 5124, New Britain, PA 18901.

ARTICLE 2. DEFINITIONS

2.1. “Association” shall mean and refer to NEW BRITAIN CIVIC ASSOCIATION, INCORPORATED its successors and assigns.

2.2. “Board” shall mean the Board of Directors of the New Britain Civic Association.

2.3. “Borough” shall mean and refer to the BOROUGH OF NEW BRITAIN.

2.4. “Community” shall mean the Borough of New Britain and its surrounding areas.

2.5. "Member" shall mean and refer to those persons entitled to membership as provided in these Bylaws.

2.6. "Property" shall mean and refer to that property, real and personal, that may be owned by the Association.

ARTICLE 3. PURPOSES

3.1. To provide a non-partisan, non-sectarian and non-profit organization to initiate, encourage, assist and sponsor activities within the Borough and the surrounding areas that share

its community interests, for the benefit, betterment, advancement, and general civic improvements of the community.

3.2. To assist, and support other local civic groups, organizations, or combination thereof for a common civic cause.

3.3. To cooperate with and assist Borough authorities. To be a partner in support of non-partisan activities for improvement of the community.

3.4. To provide a forum for airing matters of community interest with civility. Any proposed action, if it is appropriate for the Association, must be approved by the Board of Directors.

3.5. To minimize “Proximity without Community,” by using any and all communication means available to exchange ideas, determine needs, and provide reliable information relating to matters of civic interest.

3.6. To responsibly operate, manage and expand the Property of the Association for the current and long term benefit of the Community.

3.7. To receive and hold Property, real and personal, of and for the Association or any of its subordinate groups or projects and any association organized in sympathy with and in aid of its civic, educational, or benevolent work, and to execute trusts thereof. The Association does not contemplate pecuniary gain or profit incidental or otherwise to its members.

ARTICLE 4. MEMBERSHIP AND VOTING

4.1. Membership of the Association shall be composed of residents and owners of real estate in the *Borough of New Britain and also those in the surrounding Communities* who have met the annual dues requirement of the Association.

4.2. The annual dues requirement for membership shall be determined by the Board and shall be approved by a majority vote of the Members at the general membership meeting.

4.3. Every individual Member shall be entitled to one (1) vote.

4.4. The forfeiture of membership and/or eligibility shall occur upon a determination by the Board that a member’s conduct is counter to the objectives and/or policies of the Association, or upon failure to pay the required annual dues.

ARTICLE 5. MEETINGS OF MEMBERS

Annual Meeting

5.1. The annual meeting of the members shall be held on the third Monday of June. If the day for the annual meeting is a legal holiday, the meeting shall be held at the same hour on the first day following that is not a legal holiday. An Attendance Book shall be kept by the Secretary that shall: (1) record the attendance of Members at the annual meeting, (2) record each Member's address and preferred method of contact or notice.

Special Meetings

5.2. Special meetings of the members may be called at any time by the President or by the Board, or upon the signed, written request of one-fourth of all Members.

Notice of Meetings

5.3. Written notice of any regular or special meeting of the membership shall be sent to the membership no later than ten (10) days and no more than thirty (30) days prior to the date set for such meeting. The notice shall state the day, hour, purpose, and place of the meeting and shall be made via the member's preferred method of contact at the address of record. Included with the notice shall be a preliminary Annual Meeting Agenda that shall state the specific actions to be taken and matters to be discussed by the membership. Each Officer shall include a report of their activities as required by these Bylaws.

Quorum

5.4. Ten (10) members of the Association shall constitute a quorum at general meetings of the Association. Proxy voting will not be permitted.

Procedure

5.5. All meetings shall utilize parliamentary procedures such as those outlined in Roberts Rules of Order *or other accepted procedural methods*.

ARTICLE 6. BOARD OF DIRECTORS

Number

6.1. The affairs of the Association shall be managed by a Board of Directors of nine (9) members, which shall include four (4) Officers.

Authority

6.2. The Board shall control and administer the activities, funds, membership, property, and programs of the Association. The Board shall have full authority to take all actions permitted by statute and these bylaws.

Delegation of Authority

6.3. The Board may delegate its authority and responsibility to Officers or special committees or project groups to manage the business of the Association and shall, upon the recommendation of any Officer, appoint a standing or special committee with such authority and responsibility as the Board sees fit; the committee(s) shall present recommendations through the President to the membership at the annual meeting or at a special meeting.

Nominations

6.4. Nominations for election to the Board may be made by any member of the Association from the floor at the annual meeting, *provided they have notified the secretary at least one week in advance of the meeting with the name of the individual they will be nominating or via written notice to the secretary stating the name of their nominee in advance of the meeting.* Nominations may only be made from among the Members of the Association.

Election

6.5. Election of the Board shall be by secret written ballot. Each member shall cast one vote for every vacancy set to be filled at the annual meeting. Cumulative voting shall not be permitted. The persons receiving the largest number of votes shall be elected.

Eligibility

6.6. Only current members who have satisfied the annual dues requirement shall be eligible for election to the Board of Directors or to a position as an Officer of the Association.

Term of Office

6.7. Each year one third of the Board of Directors shall be elected for a three (3) year term by a vote of the Members at the annual meeting.

Removal

6.8. Any director may be removed from the Board, with or without cause, by a majority vote of the Members present at a meeting. In the event of death, resignation, or removal of a Director his or her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor. In addition, a member of the Board of Directors may be removed by majority vote of the Board, in its discretion, where the member is lacking required interest in the affairs of the Corporation or where a member of the Board has missed four (4) or more meetings within a twelve (12) month period.

Compensation

6.9. No Director shall receive compensation for any service he or she may render to the Association; however, any Director may be reimbursed for actual expenses incurred in the performance of his or her duties.

Quorum

6.10. For the transaction of the Association's business a quorum shall be more than half of the total membership of the Board. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

Action Taken Without Meeting

6.11. The Board shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Board.

ARTICLE 7. OFFICERS

Enumeration of Officers

7.1. The officers of the Association shall be a president, a vice-president, a secretary and a treasurer who shall at all times be members of the Board. Other officers may be appointed from time to time by the Board as it sees fit.

Election of Officers and Term

7.2. The Officers of the Association shall be elected annually by the Board and each shall hold office for one year unless he or she sooner resigns, is removed, or otherwise becomes disqualified to serve. No Officer of the Board shall hold the same office for more than two (2) consecutive elected terms (a total of six (6) years), unless an extension is approved by a majority of the Board.

Special Appointments

7.3. The Board may create other Officers as the affairs of the Association may require, each of whom shall hold office for the period, have the authority, and perform the duties that the Board may, from time to time, determine.

Resignation and Removal

7.4. Any Officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or Secretary. Resignation of an Officer shall take effect on the date of receipt of the notice or at any

later time specified in the notice, and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

Vacancies

7.5. A vacancy in any office may be filled by appointment of the Board. The Officer appointed to fill a vacancy shall serve for the remainder of the term of the Officer he or she replaces.

Multiple Offices

7.6. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Paragraph 6.4 of this Article.

Duties of Officers

7.7. The duties of the Officers shall be as follows:

President

a. The President shall preside over all meetings of the Members and of the Board. He or she shall give general active management and direction to the business of the Association and shall see that the orders and resolutions of the Board or of the membership are carried out. He or she shall execute all legal documents for the Association and countersign all checks, drafts or bills of exchange issued by or on behalf of the Association. He or she shall appoint a chairman of all standing committees, shall be an ex-officio member of all such committees, and shall represent the Association upon all occasions as its official head.

Vice-President

b. The Vice-President shall act in the place and stead of the President in the event of his or her absence, inability, or refusal to act, and shall exercise and discharge all other duties as may be required of him or her by the Board. In the event of the resignation of the President, the Vice-President shall assume the office of President and carry on as official head of the Association for the unexpired term of the President.

Secretary

c. The Secretary shall keep full minutes of all meetings of the Members and of the Board, shall attend all sessions of the Board and record all votes and the proceedings thereof in a file to be kept for that purpose, shall keep the corporate seal of the Association and affix it on all papers requiring the seal; shall serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses and contact information; and perform all other duties as required by the Board. The Secretary shall prepare and distribute to each Director a list of the contact information for all of the Directors. This list shall identify the Officers and shall include the date upon which each Director's term expires.

Treasurer

d. The Treasurer shall be responsible for the custody of all Association monies and shall deposit them in a bank designated by the Board in timely fashion; the Treasurer shall issue receipts for all monies received. The Treasurer shall make disbursements for all expenditures pursuant to the provisions of these Bylaws, by check, to be countersigned by either the President or the Vice-President. The Treasurer shall keep account of all receipts and disbursements and shall present financial reports at each meeting of the Board. These financial reports shall include: balance sheet, income statement, cash flow statement, and a statement of dues paid for the month. The Treasurer shall prepare monthly bank reconciliations for all Association accounts and present them for approval at the meetings of the Board of Directors. Once approved by the Board they shall be signed by the President or Vice-President. The Treasurer's financial records shall be audited annually at the end of the Association's fiscal year. The audit shall be conducted by an Audit Committee appointed annually by the Board. The Audit Committee shall be composed of two (2) members of the Board (not to include the Treasurer) and two (2) members of the Association that are not Directors. The Treasurer shall prepare an annual budget and establish the necessary budget meetings with the Board. The prepared Budget shall be reviewed and approved by the Board prior to the annual meeting of the Members. The general membership of the Association at the annual meeting shall vote to accept the Budget approved by the Board. The Annual Finance Report shall explain the financial condition of the Association and contain the following Fiscal Year End Statements: balance sheet, cash flow, membership dues paid, income statement, budget analysis (plan vs. actual) and a three (3) year financial forecast. The Treasurer shall be bonded at the expense of the Association.

ARTICLE 8. AMENDMENTS

Proposal of Amendments by the Board of Directors

8.1. Amendments to these bylaws may be proposed at any meeting of the Board by a Director provided that notice of the proposed amendment(s), shall be given to all of the Directors at least 24 hours prior to the time of said meeting, via email.

Proposal of Amendments by Members

8.2. Amendments to these bylaws may be proposed at the annual meeting by general Members. Notice of such proposals must be provided to the President not less than fifteen (15) days prior to the annual meeting or special meeting at which they are to be voted upon and must contain the text of the present bylaws and the text of the proposed amendment or alteration. Such notice shall be signed by ten (10) Members of the Association.

Notice of Proposed Amendments

8.3. The full text of any amendment(s) approved by the Board and consistent with applicable law shall be included in the notice of the annual meeting, along with the existing text

of the bylaws. The Secretary shall give notice of any amendments proposed by Members to all general Members no less than ten (10) days prior to the annual meeting.

Approval of Amendments

8.4. The proposed amendment(s) shall be submitted to a vote by the membership at the annual meeting or special meeting, and either approved or rejected by a majority vote.

ARTICLE 9. DISSOLUTION

9.1. The Association may be dissolved *only after a dissolution plan is submitted to the members and is approved by 2/3 of the Board then* by the affirmative vote of at least seventy-five (75) percent of the Members at the annual meeting or at a special meeting called for that purpose. Upon dissolution of the Association, the Board shall promptly attend to the winding up and conclusion of the affairs of the Association in a manner consistent with the Pennsylvania Corporations Code provisions relating to the dissolution of non-profit corporations.

ARTICLE 10. MISCELLANEOUS

14.01. The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of every year.

14.02. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

WE, being all of the Directors of the NEW BRITAIN CIVIC ASSOCIATION, INCORPORATED, have executed these Bylaws on the _____ day of _____, 2016.

President

Director

Vice President

Director

Secretary

Director

Treasurer

Director

Director