

FRIENDS OF ORIANNA HILL PARK BYLAWS

Amended February 22, 2003

ARTICLE I. PURPOSES.

1. The corporation is formed exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, particularly to:

a) provide programs and services for the benefit of persons living in the community of Northern Liberties in the City of Philadelphia;

b) maintain the property at 901-913 North Orianna Street in Northern Liberties as a green space open to the public and including community gardens and a dog run;

c) to do all things necessary and proper for the continuation and enhancement of the foregoing corporate purposes.

Notwithstanding any other provision hereof, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is described in Section 501(c)(3) of the Code.

ARTICLE II. MEMBERSHIP.

1. The membership of this corporation shall be open to all individuals 18 years of age or older.

2. There shall be two types of members: Voting members and non-voting members. Voting members are those persons who have paid an annual membership fee to be set by the corporation and have been duly recognized by the Directors. To be eligible to vote, members must have become Voting members at least 30 days prior to an election. All other members shall be non-voting members.

3. Voting members are entitled to vote, hold office, and serve on the Board of Directors of this corporation. Voting and non-voting members may be members of committees of the corporation, and are entitled to all the rights, benefits, and privileges of membership with the exception of those enumerated above as reserved to voting members.

4. Regular meetings of the members shall be held at least once a year. Special meetings may be called by the President or the Board of Directors. Special meetings shall be called by the President upon the written request of ten Voting members of the corporation. The purpose of the meeting shall be stated in the call, and at least five days' notice given.

5. A quorum at any membership meeting shall consist of those Voting members present, one officer of the Board of Directors, and two other Board members.

ARTICLE III. DIRECTORS.

1. The business and affairs of the corporation shall be managed by its Board of Directors.

2. The number of directors shall be nine. Election of Officers and the Board of Directors shall be conducted in accordance with Article VI of these Bylaws.

3. The term of the directors shall be for two years or until their successors are elected. The term of office shall begin at the close of the elections meeting at which they are elected.

4. In order to be eligible for nomination to fill an office in the corporation, the nominee must be a Voting member of the corporation as defined in Article II, Section 2 of these Bylaws.
5. Directors may resign for personal reasons. A vacancy in the office of the President shall be filled by the Vice President. Any other vacancies shall be filled by soliciting nominations from the members of the corporation and chosen by a majority vote of the Board of Directors.
6. Directors may be terminated for cause by majority vote of the Board of Directors. Cause would include misfeasance, malfeasance, and dereliction of duty. Termination would result from a motion made and voted on, with due notice to the relevant Director, who may challenge the termination or provide a defense, if necessary. Evaluation of termination shall be made on the decision of the Board or upon the written request of ten Voting members of the corporation. In the case of such a general membership request for evaluation, the Board shall present the members with a written report of their decision.
7. The Board shall meet at least four times a year at the call of the President. Notice of regular meetings shall be given to all Board members and committee representatives.
8. Special Meetings of the Board of Directors may be called by or at the request of the president or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for such meetings. The purpose of the meeting shall be stated in the call.
9. Notice of any meeting and its purpose shall be given at least two days prior thereto to all Directors and other relevant persons. Any Director may waive notice of any meeting and the attendance of a Director at a meeting shall constitute a waiver of notice, except where the Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
10. To take an emergency action, the President shall poll Board members as follows: The President or designee must make a good faith attempt to contact every member of the Board. S/he must contact not less than four Board members, and must get an approval for the action by a majority of those members polled. Emergency actions taken in this way shall be subject to review and ratification by the Board at the next Board meeting.
11. Five Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the absence of a quorum, a majority of those persons present may adjourn the meeting after twenty minutes without further notice.
12. Except as regards removal of officers and amendments to these Bylaws, any action of the Board of Directors at a meeting shall require a majority vote of those present and entitled to vote.
13. Directors shall serve on the Board without salary. However, each Director may be reimbursed for duly authorized out-of-pocket expenditures. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE IV. OFFICERS.

1. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected for a two-year term at the election meeting of the general membership. Any such officer may be removed from office at any meeting by majority vote of all the Directors (whether or not present at such meeting).
2. The President shall be the principal executive officer of the corporation to put into effect the decisions of the Board of Directors. Subject to such decisions, s/he shall supervise and control the business and affairs of the corporation and shall preside at meetings of the corporation and its Board of Directors.
3. Subject to any specific assignment of duties made by the Board of Directors, the Vice President, Secretary, and Treasurer shall act under the direction of the President. The Vice President

shall perform the duties of the President when the President is absent or unable to act. The Secretary shall prepare and keep minutes of the meetings of the Directors and shall have general charge of the records of the corporation. The Treasurer shall keep financial records and be custodian of all funds of the corporation. The President shall not be eligible to serve more than two consecutive terms in that office.

Nominees for President must have served at least one year on the Board of Directors in order to be eligible to hold office.

ARTICLE V. COMMITTEES.

1. Permanent committees may be formed by the Board of Directors to, at a minimum, concern themselves with the core functions of the corporation. These core functions shall consist of, at a minimum: administration of the corporation, recruiting and retention of members, ensuring the ongoing funding of the corporation and its activities, administration of the community gardens, administration and maintenance of the park area, and any other functions which the Board may deem essential.

2. Action committees may be established by a vote of the Board of Directors around issues of concern to the membership.

3. Committees shall be open to any member of the association, and any member shall be able to join more than one committee. A representative from each committee shall report to the Board on all activities of the committee at each regularly scheduled Board meeting.

ARTICLE VI. ELECTIONS.

1. Elections shall be held every two years in April. An Elections committee composed of one Board member and two general members shall be nominated by the President and approved by the Board two months prior to the general meeting of members. No member of the Elections committee may be a candidate for office.

2. The Elections committee shall inform the members of the offices for election; shall receive and record nominations from the membership no less than three weeks prior to the elections; shall verify that nominees are qualified to hold office as prescribed by these Bylaws and that nominees agree to run; and shall publish to all Voting members a list of nominees no less than two weeks prior to the elections.

3. The Elections committee shall assure that ballot sheets are prepared for the election; shall verify qualifications of all Voting members; shall conduct the election, tally the ballots, and present a report to the President before the close of the elections. The President shall announce the results of the election at the close of the elections.

The Elections committee shall further allow for absentee balloting of eligible Voting members. Absentee ballots shall be made available 10 days before the elections and must be received by a designated Elections committee member no less than 3 days before the election to be valid.

ARTICLE VII. MISCELLANEOUS.

1. The Board of Directors may authorize any officer or agent to enter into any contract or to execute any instrument for the corporation. Such authority may be general or confined to specific areas.

2. The Board of Directors shall have the power to purchase and maintain, at the corporation's expense, insurance on behalf of the corporation, Officers, and Directors to the extent that the power to do so has been or may be granted by statute.

3. Participation in any meeting of the Board of Directors by telephone hook-up or e-mail

connection shall be considered attendance for all waiver of notice, quorum, and voting purposes hereunder.

4. The fiscal year shall be from January 1st to December 31st.

5. The corporation shall indemnify any person who was or is a party or threatened to be made a party of any threatened, pending, or completed action, suit, or proceeding either civil, criminal, administrative, or investigative by reason of the fact that she or he is or was a Director, Officer, or employee of the corporation or is or was serving at the request of the corporation as a director, officer, or employee of another organization against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding to the extent that such a person is not otherwise indemnified and the power to do so has been or may be granted by statute.

ARTICLE VIII. AMENDMENTS.

These bylaws may be altered, amended, or repealed and new bylaws may be adopted at any regular meeting of the membership by a two-thirds vote of the Voting members present. All proposed amendments or new bylaws must be reviewed by the Board of Directors prior to presentation to the membership, and the Board's recommendations must be presented to the membership. Written notice of any meeting considering a Bylaws change and of all amendments to be considered must be published at least two weeks prior to the meeting where they will be voted upon.

ARTICLE IX. DISSOLUTION AND DISPOSITION OF ASSETS.

1. The corporation can be dissolved by a three-fourths vote of the Voting members present at a regular meeting of the membership, provided written notice of such meeting and the proposal of dissolution has been sent to all members at least two weeks in advance of such meeting. Upon a proper vote approving dissolution, all assets of the corporation, of whatsoever kind and wheresoever situate, shall be turned over to the NLNA. If the NLNA is no longer in existence at the time of such cessation, all assets shall be turned over to another, similar established organization in the City of Philadelphia, having aims similar to the aims of this corporation, such organization to be designated by the membership before the vote is taken on the motion to dissolve this corporation. Should no such organization exist at the time of dissolution, the corporation's assets shall be distributed to the federal government, or to a state or local government, for a public purpose. In all cases, assets of the corporation shall be disposed of in accordance with the 501(c)(3) exemption of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.