

**EAST FALLS COMMUNITY COUNCIL
A Pennsylvania Nonprofit Corporation**

BY LAWS

ARTICLE I – NAME

1.1 Name. The name of this corporation is East Falls Community Council.

ARTICLE II – PURPOSES

2.1 Purpose. The purpose of the East Falls Community Council (hereinafter "EFCC") is to engage in charitable, educational and scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law (hereinafter "Internal Revenue Code") so as to promote the health, safety, welfare, improvement of living conditions, and the quality of life of residents of the East Falls Community of Philadelphia, Pennsylvania, through the cooperative action of East Falls residents and other interested persons.

2.2 "East Falls" means that section of the City of Philadelphia bounded by the Wissahickon Creek, Wissahickon Avenue, Hunting Park Avenue, and the Schuylkill River.

ARTICLE III – OFFICES

3.1 Registered Office. The Registered Office of the EFCC shall be its office at Gustine Recreation Center, 4868 Ridge Avenue, Philadelphia, PA, or such other location in Pennsylvania as the Members may from time to time determine.

3.2 Other Offices. The EFCC may also have offices at such other places as the Executive Committee may select.

ARTICLE IV – MEMBERS

4.1 Basic Membership. Membership in the EFCC shall be open to all persons who are at least eighteen (18) years of age and residents of East Falls.

4.2 Associate Membership. Associate Membership in the EFCC is open to nonresidents of East Falls who are interested in furthering the purposes of the EFCC. Associate Members shall be entitled to attend and participate in meetings of the EFCC but shall not be entitled to vote.

4.3 Good Standing. Members in Good Standing are those residents of East Falls who have paid their dues for the current fiscal year.

ARTICLE V - DUES

5.1 Payment. Dues shall be due and payable annually on October 1 of each year in such amount per person as shall be determined from time to time by the Members entitled to vote at a properly convened meeting.

ARTICLE VI - MEMBERSHIP MEETINGS. NOTICE and VOTING RIGHTS

6.1 Regular Meetings. The EFCC shall hold regular Membership meetings on a monthly basis, year-round, at a time and place in East Falls to be determined by the President. If a regular monthly meeting is deemed unnecessary, it may be cancelled by the President, with notice posted on the EFCC website and e-mailed to those registered within the current EFCC electronic database.

6.2 Notice of Regular Meetings. Notice of any regular Membership meeting shall be transmitted electronically by e-mail no less than seven (7) days prior to the meeting to those registered within the current EFCC electronic data-base AND shall be posted on the EFCC website no less than seven (7) days prior to the meeting and shall be posted on neighborhood social media networks as determined appropriate by the President and shall be posted at the Falls of Schuylkill Branch of the Free Library of Philadelphia, the East Falls Station of the United States Postal Service and other locations within East Falls as determined appropriate by the President..

6.3 Special Meetings. (a) Special meetings may be held if deemed necessary by either the President or by fifteen (15) Members in Good Standing upon written notice to the President requesting such a meeting.

(b) Neither a motion nor a vote for the recall of an officer or a Member of a standing committee may take place at special meeting.

6.4 Notice of Special Meetings. Notice of a "special" Membership meeting, as called pursuant to Section 6.3, shall be transmitted electronically by e-mail to those registered within the current EFCC electronic data-base no less than seven (7) days prior to the meeting AND will be sent via USPS to Members that specifically request such notice via USPS at time of Membership or Membership renewal.

6.5 Date and Content of Notices. If notice is sent by mail or electronic transmission, it shall be deemed to have been given when deposited in the mail or transmitted electronically. The notice shall specify the date, time and place of the meeting and shall set forth the agenda therefor. In the case of a special meeting, the notice shall state the purpose for which the meeting has been called and no other business shall be transacted at such meeting.

6.6 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice, either before or after the time for the giving of such notice and the attendance of such person at the meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of

objecting to the transaction of business at the meeting because it was not called or convened in accordance with the provisions of this article.

6.7 Right to Vote at Meetings. The right to vote at any meeting (regular or special) of the EFCC shall be restricted to Members in Good Standing and, with respect to the election of officers, those Members in Good Standing who have paid their dues at least ten (10) days prior to the meeting at which the election is held.

ARTICLE VII - OFFICERS and DUTIES of OFFICERS

7.1 Officers. The officers of the EFCC shall be:

President
First Vice President
Second Vice President
Recording Secretary
Corresponding Secretary
Treasurer

all of whom shall be residents of East Falls and Members in Good Standing of the EFCC as defined in Article IV, and such other officers as the President may determine will serve the purposes of the EFCC. Officers shall serve for a term of one year and shall serve until their successors are elected and have qualified. Officers may be elected to consecutive terms.

7.2 Executive Committee. The officers of the EFCC shall constitute the Executive Committee of the EFCC. The President may appoint the immediate past President to serve as an additional member of the Executive Committee. The President may appoint a Counselor to the President. This shall be a non-voting position. The Counselor shall serve at the pleasure of the President and is solely the appointee of the President. The term of the Counselor shall be for one year and may be renewed from year to year but not for a period of time in excess of three years. The Counselor to the President shall have such duties and shall carry such assignments as the President in his or her sole discretion may decide.

7.3 Board of Directors. The Executive Committee shall manage the business and affairs of the EFCC and shall constitute the Board of Directors of EFCC. The Executive Committee may act for the EFCC between Membership meetings and shall report such actions at the subsequent Membership meeting.

7.4 Duties of President. The President shall preside at all Membership meetings, designate the chairpersons of all committees necessary to carry out the EFCC's

purposes, business and affairs, and shall coordinate the work of the officers and committees. If the President is unable to preside at a meeting, the First Vice President shall preside in the President's place. If the First Vice president is also unable to preside, the Second Vice President shall preside at the meeting. In the absence of the President, the First Vice President shall assume the duties of the President.

7.5 Relations with other Organizations. The President may appoint representatives of the EFCC to serve on the boards of directors of other East Falls organizations and other organizations for the benefit of the EFCC, and to work with other organizations to further the purposes of the EFCC.

7.6 Ex-officio Committee Memberships. The President shall be an ex-officio member of all committees other than the Nominating Committee.

7.7 Zoning Committee. The First and Second Vice-Presidents shall be ex-officio members of the Zoning and Land Use Committee. The First Vice President shall be the chair of said committee.

7.8 Recording Secretary. The Recording Secretary shall keep the minutes of the Membership meetings and meetings of the Executive Committee and shall preserve the minutes as official records of the EFCC. The Recording Secretary shall record all votes in such minutes and shall be responsible for maintaining all corporate records of EFCC.

7.9 Corresponding Secretary. The Corresponding Secretary shall maintain a list of the Members in Good Standing of EFCC. The Corresponding Secretary shall also maintain a list of the associate members of the EFCC in Good Standing. Said lists shall include the name and address of each such Member as well as whether that Member has agreed to receive notices by means other than mail. The Corresponding Secretary shall be responsible for preparing and sending notices of all Membership meetings and special announcements to the Membership in the manner set forth in Article VI above and, when so directed by the President, shall be responsible for correspondence relating to the EFCC's business and affairs.

7.10 Treasurer. The Treasurer shall be responsible for the EFCC's financial affairs, including the collection of Membership dues and all monies due the EFCC, and for the disbursement of all monies owed by the EFCC. The treasurer shall maintain EFCC's financial records and shall report on the EFCC's financial condition at each regular Membership meeting.

ARTICLE VIII — COMMITTEES

8.1 Zoning and Land Use Committee. There shall be a Zoning and Land Use Committee which shall be a standing committee. The First Vice President shall chair the Zoning and Land Use Committee. The Zoning and Land Use Committee shall be comprised of at least four Members, in addition to the chair, who shall be Members in Good Standing of the EFCC. Said members shall be selected by the chair.

8.2 Duties of Zoning and Land Use Committee. The Zoning and Land Use Committee shall monitor and research proposed and actual changes in zoning and/or property use; consider said changes; seek the opinion of neighbors who may be affected by said changes; and, taking into consideration those opinions, and the applicable laws and ordinances of the Commonwealth and the City of Philadelphia and applicable policies adopted by the EFCC, take positions as to variances and/or special exceptions sought by property owners and/or occupants. The Committee may act for the EFCC between Membership meetings and shall report its activities to the Membership at each regular Membership meeting.

8.3 Nominating Committee. The Nominating Committee shall be appointed annually no later than the regular February Membership meeting. It shall meet one or more times prior to the April meeting to prepare a slate of nominees for the offices of the EFCC and shall present that slate to the Membership at the regular April Membership meeting.

8.4. Ad Hoc Committees. The President may, from time to time, appoint such ad hoc committees as may be useful to the EFCC for the furtherance of its purposes, business and affairs.

ARTICLE 1X - NOMINATION and ELECTION OF OFFICERS

9.1 Candidate Slate. At the regular February Membership meeting the President shall appoint a Nominating Committee to consider and determine a slate of candidates for the offices of the EFCC. A candidate must be a Member in Good Standing of the EFCC for at least one month prior to nomination.

9.2 Presentation of Candidate Slate. The Nominating Committee shall present a slate of candidates to the Membership at the regular April Membership meeting. Further nominations may be made from the floor by a Member in Good Standing. Any such nomination must be seconded by a Member in Good Standing. Any such candidate must have been a Member in Good Standing of the EFCC for at least one month prior to nomination. The nominations shall be closed after the April Membership meeting.

9.3 Publication of Candidate Slate. All nominations shall be recorded in the minutes and published in the notice for the June Membership meeting.

9.4 Election. The officers shall be elected at the June Membership meeting by the majority vote of the Members in Good Standing who attend the June Membership meeting, provided that a quorum has been achieved at the time of the vote. Vote by

proxy shall not be allowed.

9.5 Term of Office. Officers shall serve for a term of one year commencing October 1 following their election and shall serve until their successors are elected and have qualified. In the event of a vacancy, the President shall appoint a replacement who shall serve for the remainder of the term. In the office of President becomes vacant, the First Vice President shall replace the President for the remainder of the term. If the First Vice President is unable to so serve, the Second Vice President shall become President.

ARTICLE X - RECALL OF OFFICERS

10.1 Petition for Recall. If ten per cent (10%) or more of the Members in Good Standing sign a petition which demands the recall of one or more officers, which officers shall be identified by name, and which petition states the reason or reasons for said recall proposal, and if said petition is submitted to the President and Recording Secretary at least thirty (30) days prior to the next regular Membership meeting, then the notice of the next regular Membership meeting shall contain a notice that the recall petition will be the first item of new business at said meeting. Notice of said meeting shall be given at least ten (10) days in advance of the meeting by electronic means, facsimile or the like, to those Members who previously have agreed to receive notices in such manner. Notice of said meeting shall also be delivered to the postal authorities at least ten days prior to the meeting date to be delivered by first class mail to those Members who so requested.

10.2 Procedure at Meeting. At said regularly scheduled Membership meeting, if a motion for recall for the same reasons as set forth in the petition is made and seconded, after due discussion, the motion shall be submitted to vote by written ballot.

10.3 Vote Required for Recall. A vote of at least two thirds of the Members in Good Standing present at the meeting shall be required for passage of the motion. If the motion passes, it shall take effect immediately and the vacated position shall be filled in accordance with Article IX. If all officers have been recalled, the most recent available past President shall assume the position of President.

10.4 Action Only at Regular Meeting. A recall motion may be considered only at a regularly scheduled Membership meeting in accordance with the above procedures.

ARTICLE XI – GOVERNANCE

11.1 Fiscal Year. The Fiscal Year of the EFCC shall be from October 1 to September 30.

11.2 Quorum. The presence of fifteen (15) Members in Good Standing at the commencement of a duly convened Membership meeting shall constitute a quorum for

the transaction of business, unless a greater number is required by these by laws. Once a quorum has been established, the departure of any person shall not affect the quorum.

11.3 Annual Meeting. The annual meeting of the EFCC shall be the regularly scheduled June meeting.

11.4 Continuation of Meetings. If a duly convened meeting is continued to a later date for the completion of unfinished business, it shall not be necessary to give any notice of the continued meeting or the business to be transacted at the continued meeting other than an announcement to those present at the time of the continuation of the meeting.

ARTICLE XII - LIABILITY and INDEMNIFICATION

12.1 Officers Generally Not Personally Liable. An officer shall not be personally liable for monetary damages as an officer for any action taken, or any failure to take action, unless: the officer has breached or failed to perform the duties of the office in accordance with the standard established by the Pennsylvania Non-profit Corporation Law of 1988 and any amendments and successors thereto; and, the breach or failure to act constitutes self-dealing, willful misconduct or recklessness.

12.2 Exceptions to No Personal Liability. The foregoing provision shall not apply to: the responsibility or liability of an officer pursuant to any criminal statute; or the breach or failure to act with regard to the payment of any taxes pursuant to any local, state or federal law.

12.3 Indemnification. The EFCC shall indemnify any officer, representative, employee, or Member who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, by reason of the fact that said person was or is an officer, representative, employee or Member of the EFCC, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the EFCC, and with respect to any criminal proceeding, had no reason to believe that such conduct was illegal, provided however, that no person shall be entitled to indemnification pursuant to this article in any instance in which the action or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and, provided further, in instances of a claim by or in the right of the EFCC, indemnification shall not be made under this article in respect of any such claim as to which the person has been adjudged to be liable to the EFCC unless and only to the extent that the court in which the action was brought, or the court of common pleas of Philadelphia county, determines up[on application, that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the said court shall deem proper.

12.4 Procedure for Indemnification. Unless ordered by a court, any indemnification under this article, or otherwise permitted by law, shall be made by the EFCC only as authorized in the specific case upon a determination that the indemnification is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct. Such determination shall in the first instance be made by the officers of the EFCC who were not parties to the action who shall then make a recommendation in the matter to the members at the next regularly scheduled membership meeting or at a special meeting duly noticed for that purpose. If more than a majority of the officers were parties to the action, the matter shall be submitted to independent legal counsel whose written opinion shall then be submitted to the membership for consideration as set forth above.

12.5 Advance of Expenses. The EFCC may advance defense expenses (including legal fees) to a person who may be entitled to indemnification pursuant to the article or as otherwise permitted by law, prior to the final disposition of the proceeding, if the person undertakes in writing to repay the amount advanced if it shall be ultimately determined that said person is not entitled to indemnification. Whether or not to advance such expenses shall be determined by a majority of the Executive Committee who are not parties to the action.

12.6 Continuation of Right to Indemnity. The right to indemnification and advancement of defense expenses pursuant to this article shall continue as to any person who has ceased to be an officer, employee representative or member of the EFCC and shall inure to the benefit of the heirs, executors and administrators of such person.

12.7 Nonexclusive Right to Indemnity. This article shall not be exclusive of any other right which the EFCC may have to indemnify any person as a matter of law.

ARTICLE XIII — CONFLICTS OF INTEREST

13.1 Conflict of Interest Policy. It is the policy of the Executive Committee that all officers of EFCC occupy positions of trust to the residents of East Falls and are bound to discharge their duties in good faith and with undivided loyalty to the interests of the community as expressed by the membership. Therefore, it is incumbent upon such officers to act in the course of their duties solely in the best interests of the community as a whole without consideration to the interests of any other person, agency, organization or association with which they are associated, and to refrain from taking part in any transaction where such persons do not believe in good faith that they can act with undivided loyalty to the community.

In addition, an officer must:

(a) Disclose any financial interest that he or she may have in any entity that may be

engaged in any business or activity, including development or land use planning, that may be inconsistent with or may be specifically affected by an action of the EFCC.

(b) Disclose any interest that he or she may have which would result, or potential result, in any special benefit or detriment to themselves, their immediate families, or any entity in which they have a professional or financial interest, and refrain from participating in any action on such matters, except with the approval of the entire Executive Committee after full and frank disclosure.

(c) Refrain from using inside information obtained solely as a member of the Executive Committee for the benefit of himself or herself, their immediate families, or any entity with which they may be associated.

13.2 Procedure for Recusal. If a member of the Executive Committee or a Member in Good Standing has reason to believe that another member of the Executive Committee has an interest described in Section 13.1 which has not been disclosed, it shall be called to the attention of the President. If there is a question whether recusal should be required, the Executive Committee shall make the determination by vote of a simple majority. The member in question shall be permitted to vote on the question of recusal. The recusal shall not affect the quorum of the Executive Committee. If a recusal occurs, it shall be noted at the next full membership meeting of EFCC.

ARTICLE XIV - AMENDMENTS

14.1 Amendments to Articles of Incorporation. The Articles of Incorporation of the EFCC may be amended by a majority vote of the Members in Good Standing present at a duly convened regular meeting after due notice, including the text of the proposed amendment has been given together with the notice of said meeting.

14.2 Amendments to By Laws. The by laws of the EFCC may be amended by a majority vote of the Members in Good Standing present at a duly convened regular meeting after due notice, including the text of the proposed amendment, or a summary of the changes, has been given together with the notice of said meeting.

As approved by the Members of the East Falls Community Council on May 9, 2011.