

**Queen Village Neighbors Association  
Constitution and bylaws**

**Revised, Approved and adopted October, 2007**

**I: NAME**

The name of this organization shall be QUEEN VILLAGE NEIGHBORS ASSOCIATION (hereinafter the "Association").

**II: PURPOSE**

QUEEN VILLAGE is the oldest section of Philadelphia, tracing its origin back to 1683. The purpose of the QUEEN VILLAGE NEIGHBORS ASSOCIATION is to help restore and preserve the historic value of the neighborhood, and to bring together people who are willing to work, to improve their properties, and to make the community an attractive place in which to live and bring up their families.

**III: NON-PROFIT CHARACTER**

The Association shall be conducted on a non-profit basis, and no part of its income shall be used to the benefit of any of its officers or members.

**IV: MEMBERSHIP**

For the purpose of determining eligibility to apply for membership, a person must be 18 years of age or older, and reside in QUEEN VILLAGE.

A person is considered to reside in QUEEN VILLAGE if he occupies his personal residence in QUEEN VILLAGE for at least part of each year.

QUEEN VILLAGE is defined as the area bounded by the south side of Lombard Street on the North, the north side of Washington Avenue on the South, the east side of Sixth Street on the West, and the Delaware River, including the pier heads, in the East.

All residents of the QUEEN VILLAGE area are eligible for full membership in the Association. To be eligible, an applicant must be at least 18 years old, show proof of age and residency by presenting proper documentation such as: a driver's license, birth certificate, passport, utility bill. At time of presentation to a Board member or an assigned representative of the Board, the applicant will fill out an application form with his/her name, address, telephone number, and if appropriate, an e-mail address. The applicant can apply at any time during the calendar year at the QVNA office, at any community meeting where a Board member or a representative of the Board is present, or at the polling place prior to voting on election day.

Those desiring to make a financial contribution to offset the operating expenses of the Association are welcome to do so. Such contributions are tax-deductible, as QUEEN VILLAGE NEIGHBORS ASSOCIATION has been declared a Non-Profit Corporation.

**V: VOTING**

Every member in good standing shall be entitled to one (1) vote on any all questions coming before the membership.

## VI: DIRECTORS

The management of the Association shall be vested in the Board of Directors (hereinafter "Board" or "Board of Directors"), This Board shall consist of:

- A. The Executive Board, to be comprised of the following offices:

President  
Executive Vice-President  
Vice-President  
Recording Secretary  
Treasurer,  
and

- B. Eight (8) duly elected General Directors

The Board of Directors shall conduct the affairs of the Association in accordance with the wishes of the membership and shall approve all contracts on behalf of the Association.

The Board shall meet on the first Thursday of the month, except for July and August or at the call of the President. Special meetings of the Board may be called at the discretion of the President, or at the request of at least five (5) of the Board of Directors, provided forty-eight (48) hours' notice is given.

## VII: NOMINATION AND ELECTIONS

The Association shall be constituted as a self-governing body. The officers of the Association shall be as set forth above. These officers shall be elected to serve for a term of two (2) years. They shall be eligible for re-election to the same office, not more than (2) consecutive terms.

The eight (8) General Directors of the Board of Directors shall also serve for a period of two (2) years, and shall be eligible for re-election to the same office, but not more than two (2) consecutive terms. The terms of office shall overlap with at least four (4) General Directors being elected annually.

In order to be eligible for nomination to fill an office in the QUEEN VILLAGE NEIGHBORS ASSOCIATION, the person nominated must be a member of the Association in good standing within the twelve month period preceding the Election Meeting, and have attended and signed in at at least two additional QVNA-sponsored meetings within that year.

The President, with the approval of the Board of Directors, shall appoint a Nominating Committee of three (3) board members not less than three (3) months prior to the Election meeting. The election meeting shall be held annually.

The regular election of officers and board members shall take place in November. Nominations for officers and board shall be taken at the preceding September and October General Membership Meetings. At the November meeting, balloting will be conducted, but no nominations shall be received. Regular terms of office for officers and board members elected in November shall begin January 1 of the following year.

Nominations may also be made from the floor, provided the person so nominated is eligible to serve. The Nominating Committee shall make its report at the September meeting. Only members in good standing are eligible to vote.

## VIII: DUTIES OF OFFICERS AND GENERAL DIRECTORS of the BOARD OF DIRECTORS

- A. The President shall be the chief executive officer of the Association. The President or his or her appointee shall be empowered to represent the Association and its policies established by the membership. The President shall call all meetings of the membership and of the Board in accordance with these by-laws. In the case of a resignation or dismissal, the President has the

power to nominate a replacement to the Board, subject to the approval of a quorum of the Board of Directors.

- B. The President has the power to form committees of the Association and to appoint or remove the members of these committees, subject to the approval of the Board. The President shall be an ex-officio member of all committees except the Nominating Committee.

1)The President-Elect shall, in December, before taking office, meet with old and new board members to get a list of concerns. The President-Elect shall set and publish an agenda for the coming year itemizing the major projects to work on and all standing committees. The President-Elect shall appoint each Board member to chair a specific committee.

- C. The Executive Vice-President and the Vice-President shall perform all duties assigned to them by the President, and shall also perform the duties of the president in the absence or disability of the President, or as otherwise authorized by the Board,
- D. The Recording secretary shall keep correct Minutes of all meetings of the Association and of the Executive Board.
- E. The Treasurer shall oversee the deposits and disbursement of all funds. All funds shall be deposited in a bank account or accounts approved by the Board. An accurate record of all receipts and expenditures shall be maintained by the Association's staff and reviewed by the Treasurer.

The Treasurer shall present a statement of finances at each board meeting. This report shall be reviewed and approved by the Board. All expenditures shall be made by check. The President, Vice-Presidents, and Treasurer are authorized to sign checks.

- F. In the absence of the Recording Secretary at any meeting, the President shall appoint a Secretary pro-tempore.
- G. Board members are expected to attend all General Membership meetings to report on their committee's work. Board members are expected to chair at least one committee at the request of the president.

#### IX: REMOVAL OF OFFICERS, BOARD MEMBERS OR COMMITTEE CHAIRS

A Board member may be removed by 2/3-majority vote of the full Board at a regularly scheduled meeting of the Board for the following reasons:

- (A) A Board member who misses three (3) consecutive meetings without giving advance notice of such absence to the Board
- (B) A Board member who misses five (5) meetings within one calendar year, even if excused
- (C) A Board member who violates the Conflict of Interest policy (See section X )
- (D) A Board member who has conducted him or herself in a manner unbecoming of a board member or has acted in a manner detrimental to the neighborhood
- (E) A Board member who fails to produce Association records for inspection upon request

#### X: CONFLICT OF INTEREST

Members and officers of the Board of Directors of the Association shall avoid any appearance of or actual conflict of interest in their positions as Board members of the Association. If a member of the Board has a potential conflict of interest, that conflict of interest shall be disclosed to the Board at the next scheduled Board meeting.

Board members shall voluntarily recuse themselves from any discussion of or vote on any issue before the Board in which they have an appearance of or actual conflict of interest. Board members shall not take any public action in word or deed in their official capacity, or use their title or position in any manner, that is contrary to a position taken by the Board, unless the Board gives its prior approval.

#### XI: EMERITUS MEMBER STATUS

The Board of Directors may invite former board members to hold the title of “Emeritus” member of the Board of Directors as an acknowledgement of many years of dedication and service. Appointment as an emeritus member requires a majority vote of the board of directors. Emeritus members are invited to all meetings of the board of directors and may be invited to serve on selected standing committees of the board of directors. An Emeritus member does not have the right to vote as a member of the Board of Directors.

#### XII: RECORDS

All records of the Association shall be open for inspection by any member, upon his or her request. Any Board member shall produce such records in his or her possession for inspection following such a request. Failure of any officer to produce such records in his or her possession for such inspection at the meeting following such request, shall be cause for removal of the officer from the office he or she holds (See Section IX, Removal of Board Members).

#### XIII: MEMBERSHIP MEETINGS

All meetings of the membership shall be held in the QUEEN VILLAGE area at 7:30 p.m. Notice of the place and date of such meetings shall be sent to all members at least one (1) week in advance. Generally, membership meetings are held on the third Thursday of each month. The meetings of the membership shall be on a monthly basis, except for July and August. Special meetings shall be convened in accordance with the provision of these By Laws.

#### XIV: RULES OF ORDER

All meetings of the Association, its committees and its Board shall be governed by Roberts’ Rules of Order, revised except as they are modified by the By Laws.

#### XV: AMENDMENTS

These By Laws may be amended by a two-thirds (2/3) vote of the members present at a membership meeting, provided written notice of such meeting and of the amendments to be considered has been published in the monthly newsletter and posted on the web site for at least two (2) weeks in advance of such meeting.

#### XVI: DISSOLUTION

The Association may be dissolved by a three-fourth (3/4) vote of the full Board, to be approved at the next general membership meeting, provided written notice of such meeting and of the proposal of dissolution has been posted and made available to all members at least two (2) weeks in advance of such meeting.

Upon a proper vote approving dissolution, the assets of the Association shall be expeditiously turned over to another, similar established organization in the City of Philadelphia, having aims similar to the aims of this Association. If no such similar, established organization exists at the time of dissolution of this Association, all assets of this Association shall be turned

over to a civic or historical or similar organization in Philadelphia, such organization to be designated by the membership before the vote is taken on the Motion to dissolve this Association.

#### XVII: INDEMNIFICATION

The Association shall indemnify each of its directors, officers, and employees (whether or not then in service as such), and his or her estate, executor, administrator or heirs, against 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. The individual shall have no right to indemnification, however, in relation to matters as to which he or she (a) has been adjudged liable to the Association for negligence or misconduct in the performance of his or her duties, or (b) was derelict in the performance of his or her duties as director, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of such 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 or employee may be entitled.

The Board of Directors shall cause the Association to purchase insurance for the benefit of officers, directors and employees, in furtherance of, and to secure the foregoing indemnification. Any liability of the Association shall be limited to the insurance coverage.