

Queen Village Neighbors Association Bylaws

As Amended, October 28, 2018

I. NAME

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

II. PURPOSE

The purpose of the Association is to serve the residents of Queen Village and strengthen the community by: providing a forum for public discussion of issues of concern and interest, supporting improvements to our neighborhood, our schools and our city, facilitating understanding and use of public services and acting as a channel of communication with city officials and elected representatives.

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 Directors.

IV. JURISDICTION

Queen Village is defined as the area bounded by the south side of Lombard Street, the north side of Washington Avenue, the east side of Sixth Street, and the Delaware River, including the pier heads. The Association serves as a Registered Community Organization (RCO) for the purpose of representing the residents of Queen Village in accordance with the Philadelphia Zoning Code and the Board of Adjustments' Appellant process and in other civic matters.

V. MEMBERSHIP

- A. All residents of Queen Village eighteen (18) years of age or older shall be eligible to be a member of the Association. ("Member" and all Members collectively referred to as "Membership").
- B. Eligibility is determined upon presentation of proof of age, a valid email address and residency by presenting proper documentation such as any government-issued ID or utility bill.

VI. COMMUNITY MEMBERSHIP MEETINGS AND NOTICE

- A. The Association will hold a minimum of five (5) Membership meetings ("Community Meetings") in a given calendar year, including a meeting in November for the Association's annual Election ("Election Meeting"). Community Meetings will be held at such times as may be determined by the President. Meetings shall be in Queen Village.
- B. At least fourteen (14) days before each Community Meeting, the Association shall give notice ("Notice") to all Members who have provided the Association with an email address for such purpose. The Association shall also post information about Community Meetings on its website and to various forms of social media.

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VII. ASSOCIATION RULES OF ORDER

The Board shall be entitled to adopt by resolution rules for the orderly conduct of Association meetings. Thereafter, such rules and any amendments adopted by Board resolution shall govern Association meetings. These rules and amendments are collectively known as the "Association Rules of Order."

VIII. BOARD OF DIRECTORS

- A. Governance and management of the Association shall be vested in the Board of Directors (hereinafter "Board" or "Board of Directors"). All powers of the Association are granted to and vested in the Board of Directors, except as otherwise provided in these Bylaws, the Articles of Incorporation, or by the laws of the Commonwealth of Pennsylvania ("Pennsylvania Law"). This Board shall consist of no fewer than nine (9) and no more than thirteen (13) duly elected Directors, including four (4) Officers comprised of the President, Vice-President, Secretary and Treasurer, and five (5) to nine (9) duly elected Directors. The number of Directors shall be determined by the Nominating Committee as described in Section XII.C. The Board shall have the right to delegate certain operating responsibilities to the Executive Director or Association staff members, if any, as desired and appropriate.
- B. The Board shall conduct the affairs of the Association in accordance with the stated purpose of the Association (defined in Section II) and shall approve all contracts on behalf of the Association in accordance with Section XVI.B.
- C. The Board shall convene a minimum of eight (8) meetings ["Board Meeting(s)"] in a given year. Board Meetings shall be held at such times and places, as may be determined by the Board President to reasonably maximize the number of Directors who are able to attend the Board Meeting. In the absence or incapacity of the President, any two Officers may determine the date, time, place and method for the Board Meeting. Board Meetings shall be scheduled with at least fourteen (14) days advance written notice by email to all Officers and Directors. To the fullest extent permitted by 15 Pa. C.S.A. §5708, one (1) or more Officers or Directors may participate in a meeting of the Board, by means of conference telephone or similar communications equipment by means of which all participants in such meeting can hear each other.
- D. QVNA Members may submit to the Board for placement on the Board Meeting's agenda information, requests, petitions, other documents, and questions on topics of concern (collectively, the "Member Questions"). In order to be discussed and/or acted on at the Board Meeting, Member Questions must be provided at least 72 hours in advance of such Board Meeting. All Member Questions are to be submitted by email to info@qvna.org, in person at the QVNA office, or online at QVNA.org. A representative of QVNA will respond directly to the Member(s) after the Board meeting. The approved Board Meeting minutes will summarize the Board's discussion and any action or votes taken with respect to any timely Member Questions submitted as described in this Section and will be publicly available on QVNA.org.
- E. Special Meetings of the Board may be called at the discretion of the President, or at the request of a quorum of the Board, provided forty-eight (48) hours' notice is given by email. Each Special Meeting notice must state a specific purpose; no business other than that specified shall be conducted at the Special Meeting.

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- F. Any action which may be taken at a Board meeting may be taken during an electronic conference conducted on any electronic platform provided:
 - 1. All participating persons can hear each other, and
 - 2. There is quorum, and a majority of those participating agree to an electronic vote.
- G. Unless otherwise restricted by the Articles of Incorporation, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board or Executive Committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceeding of the Board. To the extent permitted by Pennsylvania Law, such writing may be by electronic mail.

IX. QUORUM

- A. The Board may conduct business in the name of the Association at a meeting only when a quorum exists. A Board quorum exists when at least fifty-one percent (51%) of the members of the Board are in attendance (e.g., a Board comprised of 13 Officers and Directors requires the attendance of 7 Officers and Directors to conduct business by vote; a Board of 9 Officers and Directors requires the attendance of 5 Officers and Directors).
- B. The Executive Committee may conduct business in the name of the Association at a meeting only when a quorum exists. An Executive Committee quorum exists when no fewer than three (3) voting Officers are in attendance.
- C. At a Community Meeting, the Members may vote on Officers and Directors or any other matter required to be voted upon by the Members under Pennsylvania Law or these Bylaws only when a quorum exists. A Community Meeting quorum exists when no fewer than ten (10) Members are in attendance. For avoidance of doubt, the presence of Officers and Directors at a Community Meeting shall count towards a quorum.
- D. From time to time, the Board may establish quorum requirements for other Association meetings as part of the Association Rules of Order (defined in Section VII.).

X. CANDIDATE ELIGIBILITY

- A. In order to be eligible for election to the Board, a candidate ("Candidate") must be a Member of the Association as defined in Section V.A. and have attended and signed in on an Association-sponsored sign-in sheet at two (2) or more Community Meetings, Committee Meetings or other QVNA-sponsored meetings within that same calendar year. A Member must notify the Association of his or her intention to be a Candidate on the ballot for the Board election by email or US Mail no later than the third Friday in October.
- B. The Nominating Committee (defined in Section XIV.F.) shall be responsible for verifying and approving Candidate eligibility.
- C. If a Candidate provides a timely notification as provided in Section X.A and is verified and approved as provided in Section X.B, then such Candidate will appear on the ballot for the next Election Meeting.

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XI. Terms of Office for Officers and Directors

- A. The Officers and Directors of the Association shall be as set forth in Section VIII.A. Regular terms of office for Officers and Directors elected at an Election Meeting shall begin January 1 of the following year.
 - 1. Officers and Directors shall be elected to serve for a term of two (2) years. They shall be eligible for re-election to the same office, but not for more than two (2) consecutive terms.
 - 2. In the event an Officer or Director has been appointed by the President to replace an Officer or Director that is no longer serving on the Board, such an interim appointee shall serve the remainder of the then-existing term and remain eligible for re-election to the same office for not more than two (2) consecutive terms.
 - 3. Terms of office for Officers and Directors will alternate to provide continuity of Association governance and strategic planning.
 - 4. Terms of office for Officers will alternate, resulting in two (2) Officer terms ending in a single election year.
 - a. The terms for President and Vice-President shall be simultaneous, alternating with the simultaneous terms for Secretary and Treasurer. The election of President and Vice-President shall occur in even-numbered years.
 - b. The terms for Secretary and Treasurer shall be simultaneous, alternating with the simultaneous terms for President and Vice-President. The election of Secretary and Treasurer shall occur in odd-numbered years.
 - c. To establish the ongoing alternating term pattern, the term of one or more Officers shall be extended by one year, on a one-time basis.
 - 5. Terms of office for Directors shall alternate with a minimum of three (3) and a maximum of five (5) Director terms ending in a single election year.

XII. VOTING, CANDIDATE BALLOT, AND ELECTION

- A. A Member is permitted to vote in Association matters by confirmation of residency as described in V.B.
- B. Every Member shall be entitled to one (1) vote at the Election Meeting and on any other issues that these Bylaws require the Board to present to the Membership for a vote. If a Member is unable to vote in person, she or he may vote by absentee ballot within the two-week timeframe preceding the election at the Association office.
- C. The Nominating Committee (defined in Section XIV.F.) shall determine the number of Director positions on the Candidate ballot for each election cycle, prepare the Candidate ballot, and oversee the Election Meeting vote.
- D. Voting on Candidates at an Election Meeting shall be by ballot. With respect to the Directors, the Candidates receiving the highest number of votes from Members shall be elected, up to the total number of open positions as determined by the Nominating Committee pursuant to Section XII.C. With respect to Officers, the single Candidate receiving the highest number of votes for each Officer position will be elected.

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XIII. DUTIES OF OFFICERS AND DIRECTORS

- A. The fundamental duties of each individual member of the Board are as set forth below.
1. Actively participating in making decisions on behalf of the Association, exercising his or her best judgment.
 2. Putting the needs of the Association first when acting in a decision-making capacity.
 3. Conducting the business of the Association in a way that complies with applicable federal, state and local laws.
 4. Exercising due diligence consistent with a duty of care that requires them to act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances
- B. President. 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 in accordance with the Bylaws and with Board policies.
1. The President shall be entitled to call meetings of the Membership and of the Board in accordance with these Bylaws.
 2. In the case of a resignation, dismissal, death or incapacitation of an Officer or Director, the President shall appoint a replacement to the Board no later than the fourth Board Meeting following the resignation, dismissal, death or incapacitation, subject to the approval of the Board.
 3. The President has the power to create or dissolve committees and task forces of the Association, with the exception of Standing Committees (defined in Section XIV).
 4. The President has the power to appoint or remove all committee and task force chairs and members.
 5. The President shall be an ex-officio member of all committees except the Nominating Committee. The President, or his or her designee, shall act as the official spokesperson for the Association unless otherwise determined by Board Policy.
 6. The President has the power to hire or dismiss the Executive Director with the approval of the Executive Committee and, if no Executive Director exists, hire or dismiss Association staff.
 7. The President is expected to attend all scheduled Board, Special, Executive, and Community Meetings.
- C. Vice-President. The Vice-President shall perform all duties assigned to him or her by the President.
1. The Vice-President shall also perform the duties of the President in the absence or disability of the President, or as otherwise authorized by the Board.
 2. In the event the President resigns or is permanently unable to serve, the Vice-President shall perform the duties of the President until the position can be filled at the next Election Meeting that occurs in an even-numbered year.
 3. The Vice-President shall serve as an advisor to the President on agendas of Board and Community Meetings, volunteer recruitment and retention, and increasing overall Membership engagement.

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4. The Vice-President is expected to attend all scheduled Board, Special, Executive, and Community Meetings.
- D. Treasurer. The Treasurer shall oversee the financial policy of the Association; the filing of all governmental reports; and the deposits and disbursements of all funds by the Executive Director or other individual(s) approved by the Executive Committee for this purpose.
1. The Treasurer, or in the Treasurer's absence another Director, shall present a statement of finances at each Board meeting. This report shall be reviewed and approved by the Board.
 2. The Treasurer may hire a professional services firm to assist in financial and accounting advice and shall perform other duties as may be required to support Board-approved policies.
 3. The Treasurer may create or dissolve subcommittees or task forces to review contracts, Fiscal Sponsor Agreements, services and expenses of companies hired to provide QVNA community services.
 4. The Treasurer shall oversee all restricted funds deposited and disbursed by the Association on behalf of Board-approved fiscally sponsored groups of the Association, ensure that an executed Fiscal Sponsor Agreement is on file at the Association's office and is signed by the group's current Chair and Steering Committee Members and is in accordance with Board Policy.
 5. The Treasurer is expected to attend all scheduled Board, Special, Executive, and Community Meetings.
- E. Secretary. The Secretary shall keep correct minutes of all Board meetings of the Association. In the absence of the Secretary at any meeting, the President shall appoint a Secretary pro-tempore.
1. The Secretary shall ensure the public availability of Association Bylaws, Board policies, and meeting minutes approved by the Board during his or her duly elected term.
 2. The Secretary shall perform other duties as may be required to support Board-approved policies.
 3. The Secretary is expected to attend all scheduled Board, Special and Community Meetings.
- F. Directors. Directors shall participate in the development and oversight of the Association's mission, strategic plan, policies, and help ensure that the work of Association Committees, Groups and Task Forces ("Entity" or "Entities") are aligned with the purpose, mission, strategic plan, and policies of the Association.
1. Directors, as assigned by the President, shall serve as the Board Liaisons to one or more Entities. As such, each Director shall keep abreast of the recent and upcoming activities of his or her Entity(ies) to:
 - a. Recommend to the President one or more volunteers to serve on an Entity and/or to serve as the Entity's Chair,
 - b. Provide the Board with a high-level written summary of the Entity's activities quarterly, or as needed, and
 - c. Identify needs for additional QVNA volunteers or other operational support.

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2. Directors shall foster a culture of volunteerism within the community, help recruit QVNA volunteers, and recognize the accomplishments of current QVNA volunteers.
 3. Directors are expected to attend all scheduled Board, Special, and Community Meetings.
- G. Executive Director. The Executive Director, if any, is an ex officio, non-voting Officer of the Board.
1. The Executive Director works directly with the Board to develop the Association's mission, strategic plan and oversees its execution.
 2. The Executive Director supervises any Association employees, contractors, and other support personnel, and manages the day-to-day operation of the Association, reporting to the President.
 3. The Executive Director shall foster a culture of volunteerism within the community, help recruit QVNA volunteers, and recognize the accomplishments of current QVNA volunteers.
 4. The Executive Director is expected to attend all scheduled Board, Special, Executive, and Community Meetings.
- H. In addition to the powers and duties prescribed by these Bylaws, the Officers shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board of Directors. Any one (1) individual may hold more than one (1) position.

XIV. Standing Committees

- A. The Association shall maintain five Standing Committees to advise the Board on various matters and to conduct the business of the Association at the direction of the Board: Executive, Finance, Zoning, Grants, and Nominating. From time to time, the Board may, by resolution, establish one or more additional committees, which additional committees may be subsequently disbanded by resolution by the Board.
- B. Executive Committee. The Executive Committee is chaired by the President, includes the Vice-President, Secretary and Treasurer, and convenes as needed to review and discuss timely issues and matters related to Association governance, management, strategic planning, policy development, and conflicts of interest (as described in Section XV).
1. Executive Committee meetings may be called by the President or by any two (2) members of the Committee.
 2. The Executive Committee may act by majority vote at a meeting at which a quorum (defined in Section IX.B) is present.
 3. The Executive Committee shall update the Board on its actions if it has convened since the last Board Meeting.
 4. The Executive Committee prepares the Executive Director's annual evaluation and recommends compensation for Board approval.
 5. The Executive Committee shall meet and record votes in person or electronically.

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6. Continuity and transition are key issues during the first calendar year after a new President and Vice President are elected (each a "First Year"). Accordingly, in any First Year, each of the immediately preceding President and Vice-President, who is not otherwise a Director or Officer, shall be a non-voting, ex-officio Director and member of the Executive Committee.
- C. Finance Committee. The Finance Committee is chaired by the Treasurer or by a Member recommended by the Treasurer for appointment by the President, with the approval of the Board. The Finance Committee Chair shall recommend to the Board for its approval Members whose professional experience and skills are directly related to one or more aspect(s) of bookkeeping, accounting, banking, business management, investments or finance.
1. The Finance Committee monitors the Association's assets, operating budget and reserves, and drafts the annual budget for presentation at the Board's November meeting.
 2. The Finance Committee shall meet and record votes in person or electronically.
- D. Zoning Committee. The Zoning Committee is chaired by a Member appointed by the President, with the approval of the Board. The Zoning Committee Chair shall recommend to the President for appointment, with the approval of the Board, committee members whose experience and skills are directly related to one or more aspects(s) of architecture, building design, construction, development, historic preservation, historic district conservation, urban planning, or zoning matters.
1. The Zoning Committee shall act in accordance with Board Policy, and its members shall reflect the experience and skills needed to enact Board Policy as it relates to zoning issues.
 2. The Zoning Committee represents the Association in its review of proposed projects of appellants to the Philadelphia Zoning Board of Adjustments (ZBA) when QVNA is named as the Registered Community Organization (RCO) or as the Coordinating Registered Community Organization (CRCO) assigned by the City of Philadelphia.
 3. The Zoning Committee shall convene public meetings in accordance with the Zoning Code to review any assigned proposed projects and their potential impact on the neighborhood within the boundaries of Queen Village in accordance with the Zoning Code. Such meetings will convene with at least fourteen (14) days of Notice given by the Association in accordance with Section VI.B.
- E. Grants Committee. The Grants Committee is chaired by a Member appointed by the President, for approval by the Board. The Grants Committee Chair shall recommend committee members for appointment by the President.
1. The Grants Committee receives and reviews requests for QVNA funding for projects and programs that support community stewardship and have the capacity to improve the quality of life for Queen Village residents.
 2. The Grants committee shall, working within the Board-approved grant budget, if any, determine which grant requests are accepted for funding, the amount of each grant, and present its recommendations to the Board for its approval.
 3. The Grants Committee shall provide grant recipients with information on how approved funding is accessed, any stipulations on funding including deadline for its use. The Grants Committee shall monitor all grants and shall provide recipients with at least sixty (60) days' notice prior to the end of the grant's funding period.

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- F. Nominating Committee. The Nominating Committee is chaired by a Director appointed by the President, with the approval of the Board. The Nominating Committee Chair shall recommend to the President for appointment not less than three (3) Members to serve on the Nominating Committee. These appointments shall be made not less than three (3) months prior to the Election Meeting.
1. The Nominating Committee shall seek candidates for the Board, verify the eligibility of all candidates, and oversee the conduct of elections. Candidates verified by the Nominating Committee shall be presented at the September and October Community Meetings.
 2. The Nominating Committee shall verify all Candidates no later than the first Friday in November.
 3. The Nominating Committee shall prepare the election ballot and present it to the Board no later than 14 days prior to the Election Meeting.

XV. CONFLICT OF INTEREST

To supplement but not replace applicable state and federal laws governing conflicts of interest applied to nonprofit and charitable corporations, the Board shall adopt by resolution a conflict of interest policy to protect the Association's interest when it is contemplating entering into a transaction or arrangement, or a Philadelphia Zoning Board of Adjustment Appellant's project review that might benefit the private interest of a Director, Officer, employee, Chair or member of a committee with Board-delegated powers, task force member, member of a fiscally sponsored groups, or member of an advisory team or consultant holding a position of responsibility and trust on behalf of the Association. Together with any amendments approved by the Board from time to time, this policy shall be known in the Bylaws as the "Conflict of Interest Policy".

XVI. CONDUCT OF BUSINESS, CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- A. The Association's fiscal year shall begin on January 1 and end on December 31. The Association's annual budget shall be approved by the Board no later than December 31 of the prior fiscal year.
- B. Contracts. The Board of Directors may authorize an Officer(s) or agent(s) of the Association to enter into any contract on behalf of the Association and such authority may be general or confined to specific instances. The Board shall not have the authority without the prior approval of the Members to make any contract whereby the Association shall be liable, directly or indirectly, in an amount in excess of the Association's current assets less any outstanding obligations. Board Policy shall stipulate the number of quotes required before a contract is approved.
- C. Checks. All paper checks for payment of money or other evidences of unrestricted fund indebtedness issued in the name of the Association shall be signed by two Officers of the Association. All paper checks for payment of money or other evidences of restricted fund indebtedness issued in the name of the Association shall be signed by one Officer of the Association.
- D. Electronic transfers. All electronic transfers for payment of money or other evidences of indebtedness issued in the name of the Association shall be at the direction of the Treasurer, or in the Treasurer's absence, the President of the Association.
- E. 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.

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- F. 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. Disbursements of funds received will be determined by the Board of Directors in accordance with the purpose of the Association.

XVII. RESIGNATION OR REMOVAL OF OFFICERS OR DIRECTORS

- A. An Officer or Director may resign by stating such in writing to the Secretary of the Association by mail or email, or in the absence or incapacity of the Secretary, to the President of the Association. An Officer's resignation shall be an automatic resignation as a Director of the Association.
- B. An Officer or Director may be removed by a two-thirds (2/3) vote of the full Board [i.e., no fewer than nine (9) votes for removal based on a Board of thirteen (13) members] at a regularly scheduled meeting of the Board for the following reasons:
 - 1. Missing three (3) consecutive Board meetings without giving advance notice of such absence to the Board.
 - 2. Missing five (5) Board meetings within one calendar year, even if advance notice of such absence has been given to the Board.
 - 3. Nondisclosure of a conflict of interest (defined in Section XV).
 - 4. Violation of any Conflict of Interest Policy.
 - 5. Unbecoming conduct or action deemed detrimental to the Association or Queen Village.
 - 6. Conduct or action not in compliance with Board Policy.
 - 7. Any other grounds set forth in 15 Pa.C.S.A. §5726.

XVIII. EMERITUS BOARD MEMBER STATUS

The Board of Directors may invite one or more former Board member to hold the title of "Emeritus" Director of the Board in acknowledgment of her or his many years of long-term dedication and service to the Association. Emeritus Director status requires a majority vote of the Board. Emeritus Directors are ex officio, non-voting Directors of the Board.

XIX. RECORDS

Board minutes shall be posted on the QVNA website in accordance with Board Policy. All financial records, and Fiscal Sponsor Agreements of the Association shall be kept at the Association office. All QVNA-sponsored meeting sign-in sheets shall be kept at the Association as the Board may determine.

XX. AMENDMENTS

These Bylaws may be amended upon a motion to do so by the Board, approved by a two-thirds (2/3) vote of the Members present at a Community Meeting, provided Notice of such meeting and of the amendments to be considered have been properly given as provided in Section VI.B of these Bylaws at least two (2) weeks in advance of such Community Meeting.

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XXI. DISSOLUTION

The Association may be dissolved by a three-fourths (3/4) vote of the full Board at the time of the vote (i.e., no less than ten (10) votes for dissolution based on a full Board of thirteen (13) members), to be approved at the next Meeting, Community or Special, providing Notice of such meeting in accordance with Section VI.B. and of the proposal of dissolution, and the liabilities of the Association have been discharged or provided for, has been properly given 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 that serves the interests of the neighborhood of Queen Village (or the City of Philadelphia, if no such Queen Village organization exists) 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 Members of the Association before the vote is taken on the motion to dissolve this Association. Notwithstanding the above, any transfer of remaining assets must comply with Section 501(c)(3) of the IRS Code.

XXII. LIMITATION OF LIABILITY; INDEMNIFICATION

- A. Directors of the Association shall not be personally liable for monetary damages for any action taken (or failure to take any action) other than as expressly provided in the Pennsylvania Law. It is the intention of this Section to limit the liability of Directors of this Corporation to the fullest extent permitted by any present or future provision of Pennsylvania Law.
- B. To the fullest extent permitted by any present or future provision of Pennsylvania Law, the Association shall hold harmless, defend, and indemnify Directors and Officers, and may by a resolution adopted by a vote of a majority of the Directors hold harmless, defend, and indemnify employees and agents, of the Association when acting on behalf of the Association. Expenses incurred by a person entitled to be indemnified pursuant to this Section XXII(B) shall be paid by the Association in advance of the final disposition of any action, suit, or proceeding upon receipt of (a) a written affirmation by the person of her or his good faith belief that he or she has met the relevant standard of conduct required by the Pennsylvania Law or any other present or future provision of Pennsylvania Law and (b) a written undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Association. Notwithstanding any other provision of these Bylaws, the Association shall not indemnify any individual for any liability incurred in a proceeding initiated or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by a resolution of the Board adopted by the affirmative vote of a majority of the Directors excluding any Directors seeking indemnification, unless such proceeding was brought to enforce such officer's or Director's rights to indemnification or advancement of expenses under these Bylaws in accordance with the provisions set herein.