

**GARDEN COURT COMMUNITY ASSOCIATION
CONSTITUTION and BY-LAWS**

ARTICLE I NAME

The name of this organization shall be the Garden Court Community Association (hereinafter: GCCA or the Association).

ARTICLE II PURPOSES, BOUNDARIES

Section 1. To foster, promote, and develop cooperation, good fellowship, and neighborliness among all persons living, working, or interested in this neighborhood; to coordinate efforts to solve neighborhood problems; and to enhance the civic and general welfare of this community.

Section 2. Pecuniary gain or profit, incidental or otherwise, is not contemplated by the Association or its members.

Section 3. The boundaries of GCCA shall be from 45th Street to 52nd Street, and from Locust Street to and including Cedar Avenue.

Section 4. Garden Court Community Association is a tax-exempt non-profit civic association, as defined by and pursuant to the U.S. Internal Revenue Code, 26 U.S.C.A. §501(c)(3).

Section 5. To qualify and register as a Registered Community Organization (RCO) with the City of Philadelphia, exercising the duties as prescribed in the municipal code, including holding regular meetings that are open to the general public; as required, to convene and document community meetings about projects in the appeals process; to submit a GCCA position on each appeal to the Zoning Board of Adjustment, which recognizes tradeoffs between equally valid individual interests and seeks to represent the collective interests of all current and future neighbors.

Section 6. GCCA does not discriminate on the basis of race, creed, color, ethnicity, national origin, religion, sex, sexual orientation, gender expression, age, height, weight, physical or mental ability, veteran status, military obligations, and marital status. This policy applies to all GCCA volunteers and members. This policy also applies to all internal operations and dealings with the general public.

ARTICLE III MEMBERSHIP, VOTING

Section 1. Eligibility for General Membership: All persons residing, working, or interested supporting the mission of the Garden Court Community Association are eligible for membership.

Section 2. Categories of General Membership

The categories of general membership shall include:

1. Individual,
2. Family, which shall consist of two or more members,

3. Business/Institutional, which may include but is not limited to educational, religious, governmental or similar entities, and
4. Honorary, which may be awarded from time to time at the discretion of the Board of Directors. All elected officials serving in the boundaries of GCCA are eligible for honorary membership.

Section 3. Voting Rights of General Members

All members in good standing and current in their dues with the Association shall be eligible to vote in elections and on matters brought before the membership for a vote.

1. Individual, Institutional, Honorary, and Business memberships entitle one member to cast one vote.
2. Household membership entitles two members to cast one vote each.

Section 4. Dues

1. The Board of Directors shall determine and levy membership dues upon each category of membership, except that honorary membership shall not be subject to dues. Dues shall be payable on an annual basis.

ARTICLE IV MEETINGS OF THE ASSOCIATION

Section 1. The calendar year of the Association shall run from January 1 to December 31st.

Section 2. The Association shall hold its Annual Membership Meeting in the late spring, preferably during the month of May or June, at a time and place designated by the Executive Committee or the Board of Directors. Notice shall be provided to all members of the Association at least one week in advance.

Section 3. Other general and special meetings of the Association shall be held at times and places and with notice given to members as shall be determined by the Executive Committee or the Board of Directors.

Section 4. All meetings of the organization and of the Board of Directors shall be conducted by the President in the spirit of collegiality. In the case of a dispute as to procedure, the meeting shall be governed by Robert's Rules of Order as interpreted by an ad hoc parliamentarian to be designated by the President.

Section 5. The presence of at least 25 members shall be considered a quorum for general or special meetings.

ARTICLE V OFFICERS AND DUTIES

Section 1. The officers of GCCA shall be a President, Vice President, a Membership Secretary, a Recording Secretary, a Corresponding Secretary, and a Treasurer. They shall constitute the Executive Committee.

Section 2. All officers shall be elected by a majority vote of the members of the GCCA present and eligible to vote at the Annual Membership Meeting. Officers shall serve a term of two years with the right to succeed themselves once for an additional term of two years. The officers shall assume office at the conclusion of the meeting at which elected.

Section 3. A candidate for election to an office shall be a resident from within the boundaries of GCCA, shall be an active member of GCCA in good standing for at least one year prior to the year of candidacy, and current with her or his dues. Additionally, the candidate shall have served on the Board of Directors of GCCA for a term of at least one year prior to taking office.

Section 4. The duties of the President shall be to preside over all of the regular meetings of the GCCA and the GCCA Board of Directors, to interpret and execute all the Constitution and By-laws of GCCA, to appoint all committees, standing or special, and to call Executive Committee meetings and other ad-hoc meetings as necessary.

Section 5. The Vice President shall serve as the acting President in the event the President is determined by the GCCA Board of Directors to be unable to executive the duties of the office.

Section 6. The Treasurer shall have charge of all moneys, funds, and other securities of GCCA. The Treasurer shall keep accurate accounts of all financial transactions of the GCCA and shall make regular reports on the financial status of the GCCA to the Board of Directors and to the general membership. The Treasurer shall have primary responsibility for opening and maintaining appropriate bank accounts, including checking, savings and other interest-bearing accounts in the GCCA's name. The Treasurer shall have primary responsibility to disburse GCCA funds upon authorization of the Executive Committee or the Board. The Treasurer shall present all necessary records for GCCA Board of Directors to conduct an annual internal audit of all GCCA funds. Upon completion of his or her term of office or any inability to serve as determined by the GCCA Board of Directors, the Treasurer shall transfer all records to her or his successor.

Section 7. The Membership Secretary shall be responsible for maintaining a register of all members of the Association and a record of all dues paid by members.

Section 8. The Recording Secretary shall keep correct books of all minutes of the proceedings of the general membership and of the Board of Directors. They shall maintain an accurate board contact list, including terms of each board member.

Section 9. The Corresponding Secretary, who shall also serve as Chair of the Communications Committee, shall be responsible for handling general correspondence of the Executive Committee and Board of Directors and shall issue notice to all members of all meetings of the Association and of the Board of Directors, as well as any other matters of interest to the membership.

Section 10. The Executive Committee shall consist of the officers of the GCCA. The President may convene a meeting of the Executive Committee as needed. The Executive Committee may act in the Board of Director's stead between Board meetings, provided that any action that it takes is confirmed at the immediately succeeding Board meeting.

Section 11. In the event that the elected President is determined by the GCCA Board of Directors to be unable to execute the duties of her or his office, the Vice President will assume the duties of the elected President as acting President. In the event that these officers are unable to execute the duties of the President, the GCCA Board of Directors shall appoint by majority vote as acting President a member of the Executive Committee. If no member of the Executive Committee is able or willing to serve as acting President, the GCCA Board of Directors shall appoint by majority vote as acting President a member of the GCCA Board of Directors. Any acting President will assume the duties of the President until either the elected President is able to resume her or his duties or until the next General Annual Meeting, at which a new President will be elected.

Section 12. In the event that any other elected officer is determined by the GCCA Board of Directors that s/he is unable to execute the duties of her or his office, the GCCA Board of Directors shall appoint by majority vote as acting officer any member of the Board of Directors who is able and willing to serve in that capacity. Any acting officer will assume the duties of the officer until either the elected officer is able to resume her or his duties or until the next General Annual Meeting, at which a new officer will be elected.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Supervision of the affairs of the Association shall be vested in a Board of Directors consisting of not less than 15 nor more than 27 members, including the current officers plus the immediate past president of the Association

Section 2. A candidate for election to the Board of Directors must be a member in good standing of GCCA as defined in Article 3, Section1, and current in their dues.

Section 3. Normally, from September through June, the Board of Directors intends to hold monthly meetings, when possible, at times and places and with notice given to members as shall be determined by the Executive Committee or the Board of Directors. During months in which a general meeting is scheduled, no Board of Directors meeting need be held unless otherwise directed by the Executive Committee or Board.

Section 4. Directors shall be elected at the Annual Membership Meeting for a term of three years, provided that one-third of the entire Board is elected annually. Directors shall assume their positions at the conclusion of the meeting at which they are elected. Members may not serve on the Board for more than two consecutive three-year terms, but a member may become eligible for reelection to the Board after a one-year hiatus at the conclusion of the second consecutive term. Service as an officer of the Association shall be treated as part of that person's total tenure as a Board member.

Section 5. The Board may take action without a meeting if written consent (by letter, email, or text) is obtained from a quorum of Board members in office.

Section 6. Quorum. The presence of a quorum of the Board is required for the Board to vote on a matter or to transact business. A quorum shall consist of the majority of its current membership, excluding vacancies.

Section 7. The Directors shall have the following duties and responsibilities:

- a. Act to ensure that the needs and interests of the Community are being served by GCCA.
- b. Regularly attend meetings of the Board of Directors.
- c. Participate in the discussion of all business brought before the Board.
- d. Vote after due consideration of the issues.
- e. Serve on, or chair, at least one committee.
- f. Exercise financial oversight of all activities of the Association and provide, at its discretion, for either an outside audit or an internal review of the Treasurer's records on an annual basis.
- g. Actively participate in Association activities.

Section 8. Directors shall not be personally liable for monetary damages for any action taken or failure to take any action other than as expressly provided in Pennsylvania law. It is the intention of this section to limit the liability of Directors and officers of this Association 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 to the fullest extent permitted by the Pennsylvania law or any other present or future provision of Pennsylvania law.

Section 9. Removal of Directors for nonparticipation. After a Director has missed two consecutive Board meetings without excuse, the President shall remind the Director of the importance of attendance and participation to the effective operation of GCCA and inform the Director that missing three consecutive meetings without excuse is cause for removal from the Board. After a Board member has missed three consecutive meetings without excuse, the President shall inform the Board member in writing that s/he has been removed from the Board.

ARTICLE VII NOMINATIONS, ELECTIONS

Section 1. Each January, the President shall appoint a Nominating Committee and announce its membership at a general or Board meeting, or in such other way as they deem appropriate.

Section 2. The Nominating Committee shall nominate Association members for the positions of officers and for the vacancies on the Board of Directors. Nominations for candidates for these positions may also be made from the floor at any general or Board meeting up until the time of the balloting.

Section 3. The election of officers and Board members shall take place at the Annual Membership Meeting, and shall be by secret ballot only in the event of contested positions or if called for by the President.

There shall be eight standing committees, Business District, Communications, Education, Programming, Greening, Membership, Public Safety, and Zoning and Development, and other standing and special committees as may be determined by the President, the Board of Directors or the general membership. Chairpersons of committees shall be nominated by the committees and appointed by the Board. Members of all committees shall serve at the pleasure of the President or the Chairperson charged with the responsibility for that particular activity.

- a. Business District: This Committee provides support and assistance to the business corridors within our boundaries, 48th Street and 52nd Street.
- b. Communications: This Committee, chaired by the Corresponding Secretary, shall work to update the membership and the wider community on the work of GCCA, as well as other important neighborhood news.
- c. Education- This Committee supports projects and efforts to enhance educational opportunities for youth within our boundaries.
- d. Programming- This Committee shall have primary responsibility and authority, in coordination with the Executive Committee, for planning and developing special Association projects, agendas and programs for general and Board meetings, and for such other duties as requested by the Executive Committee.
- e. Greening- This Committee oversees and coordinates projects and efforts to enhance greening within GCCA's boundaries.
- f. Membership- This Committee, chaired by the Membership Secretary, shall have primary responsibility and authority, in cooperation with the President and the Corresponding Secretary, for planning, developing, and carrying out efforts to increase the membership level and membership involvement in the Association, and for such other duties as requested by the Executive Committee.
- g. Public Safety- This Committee works to ensure good communication with neighborhood public safety entities and to make sure members are informed of important updates with respect to neighborhood safety.
- h. Zoning and Development- This committee works to address issues related to the built environment in Garden Court; this may be reactively in its role in the zoning appeals process as a Registered Community Organization with the City of Philadelphia, or more proactively, by engaging property owners and residents or advocating for policy. The committee conducts research, convenes community meetings, communicates public sentiment, formulates positions, and negotiates on behalf of the collective interests of current and future neighbors.

Article IX FUNDS

Section 1. The GCCA Board of Directors shall maintain appropriate funds as necessary for the functions and obligations undertaken by the GCCA. This includes but is not limited to adequately funding the Cheryl Roebuck Memorial Music Scholarship and purchasing general liability insurance and director and officer liability insurance. From time to time, the Board of Directors shall be required to raise funds to meet its functions and obligations.

Section 2. "Restricted" funds are those moneys raised by, granted to, or donated to GCCA for a specified use. The Treasurer shall deposit restricted funds in a separate GCCA account designated for this purpose. Restricted funds may be used only for the purpose for

which they were raised or donated. The Treasurer shall retain any check books for GCCA accounts and shall have signing power on these accounts.

Section 3. “Unrestricted” funds are all moneys belonging to the GCCA other than those designated as restricted funds. The Treasurer shall deposit unrestricted funds in a separate GCCA account designated for this purpose. Unrestricted funds may be used for any GCCA business. The Treasurer shall retain any check books for GCCA accounts and shall have signing power on these accounts.

Section 4. Moneys donated by Vivianne Nachmias to the Education Committee are restricted funds that will be used and managed as follows (“Nachmias funds”). The Nachmias funds are restricted for use by the Education Committee on education projects in the community, with priority given to projects benefitting children enrolled at the Henry C. Lea School, 4700 Locust Street, Philadelphia, PA 19139. The Education Committee has sole discretion to use the Nachmias funds. The GCCA Board of Directors and its officers shall be prohibited from using or controlling use of the Nachmias funds other than as directed by the Education Committee. The chair of the Education Committee or her/his designee shall retain any check books for the account in which Nachmias funds are deposited, and shall have signing power on the account. The Treasurer shall be substitute signer on any account in which the Nachmias funds are deposited. Any expenditure of Nachmias funds over \$1,000 shall require signature from both the chair of the Education Committee or her/his designee and the Treasurer.

ARTICLE IX AMENDMENTS

Amendments to this Constitution shall be submitted to and passed by a two-thirds vote of the Board of Directors present at a meeting whose stated purpose includes a vote on such amendment(s). Any proposed amendment shall be included in the meeting notice of the next Board of Directors meeting and such notice must be provided at least one week in advance of such Board of Directors meeting at which it will be voted upon.

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