

BYLAWS – West Belmont Civic Association
As adopted at the June 9, 2015 General Meeting

Article I: Name

West Belmont Civic Association (WBCA)

Article II: Boundaries

The WBCA boundaries are: Haverford Avenue north to Mantua Avenue, 40th Street west to 44th Street (Belmont Avenue). *(Revised July 25, 2017)*

Article III: Purpose

The purpose of West Belmont Civic Association (WBCA) is to encourage neighborhood participation in an advisory and decision-making role regarding, planning, zoning and development. We encourage vigilance in zoning and development matters so that the rights and interests of the majority of our residents are protected. WBCA provides an outlet for neighbors to become more active in handling problems such as trash, graffiti, abandoned cars and other neighborhood nuisances.

Article IV: Membership

- § 1 There shall be two classes of membership: full and associate.
- § 2 Full membership is extended to individuals who have their primary residence or who own real estate within WBCA's boundaries, who have a business owned and/or headquartered within WBCA's boundaries, or who direct a nonprofit organization headquartered within WBCA's boundaries. Full members shall be entitled to one vote. Businesses and nonprofit organizations described above may designate one member to cast one vote on their behalf.
- § 3 Associate members shall be individuals residing outside WBCA's boundaries (except as provided in Article IV, § 2). Associate members are not eligible to vote.
- § 4 No one may be denied membership in WBCA on the basis of race, creed, disability, national origin, economic status, political affiliation, gender, or sexual orientation.
- § 5 All members shall be at least 18 years old and shall register as a member of WBCA by completing a membership form.

Articles V: Dues

There are no dues for WBCA membership. WBCA may seek and accept other sources of income and contributions consistent with the stated purposes of the organization.

Article VI: Bylaw Changes

Bylaws changes may be proposed by any full member of the organization. All proposed changes and amendments to the bylaws must be presented to the Board of Directors for approval. Once approved by a two-thirds (2/3) vote of the Board, the Board shall, at a general meeting, present the changes to the general membership for ratification by majority vote of those in attendance.

Article VII: Organizational Structure

- § 1 The Board of Directors shall oversee all affairs of WCBA, in accordance with its stated purpose, including contractual obligations, not otherwise assigned herein.
- § 2 The Board of Directors shall consist of eight (8) members. *(revised June 28, 2016)*
- § 3 Vacancies on the Board shall be filled from the membership, nominated by the board and ratified by a majority vote of the membership. The person so elected shall fill out the term of the vacancy. For the purposes of determining term limits, a partial term of more than half of the normal term shall count as a full term served.
- § 4 Officers of the WBCA shall be elected by the Board at the first meeting following the Board election, and shall consist of the President, Vice President, Secretary, and Treasurer.
- § 5 The Board of Directors shall establish an Executive Committee. This Committee shall include as members, the President, Vice President, Secretary, and Treasurer
- § 6 The President of the Board shall:
- a.) Preside over and conduct the business of meetings.
 - b.) Declare the existence of a quorum.
 - c.) Open the session at the required time by taking the chair and calling the members to order.
 - d.) Announce business before the Board in the order it must be acted on.
 - e.) State and put to a vote all motions that are made regularly and those that arise during the meeting
 - f.) Vote only in order to break a tie
 - g.) Announce the results of a voting on motions

h.) Restrain members engaged in debate within the rules of order (When the disorder is so great that business can't be transacted and the chair can't enforce order, to adjourn the meeting as a last resort.)

i.) Enforce order and decorum on all occasions among the members

j.) Decide all Questions of Order (subject to an Appeal to the Board by any two Board members)

k.) Inform the Board about a point of order or practice when necessary or when called on to do so

l.) Authenticate by his or her signature, when necessary, all of the acts, orders, and proceedings of the Board

m.) Represent and stand for the Board in general, declaring its will and always obeying its rules

n.) Other duties as specifically mandated by the Board.

§ 7 The Vice President shall:

a.) Preside over and conduct meetings in the absence of the Board Chair

b.) Perform other duties delegated by the Board.

§ 8 The Secretary shall:

a.) Record the minutes of all meetings at which he or she is present in an accurate and timely manner. If the Secretary is unable to record the minutes, another member shall be appointed by the President to perform the task

b.) Keep membership and other records

c.) Prepare the agenda for the monthly and special meetings of the Board

d.) Notify the Board and membership of special meetings.

§ 10 The Treasurer shall:

a.) Assure that all receipts and disbursements are recorded in an accurate, systematic manner. Reconcile all bank statements within two weeks of receipt

b.) Be the a signatory on all bank accounts

c.) Provide monthly report to the Board of Directors

d.) Maintain all financial records at the WBCA's office.

§ 12 Removal of Board Members and Officers

a.) A Board member or officer may be removed, where just cause exists, by a two-thirds vote of the Board.

b.) The Board shall provide to any board member or officer targeted for removal a written summary of the grounds for removal and shall be given an opportunity to respond to the allegations forming the basis for removal prior to the vote of the board.

c.) Violation of the provisions of Article XIII (“Disclosure”) or absence from four (4) consecutive meetings or six (6) meetings in the twelve-month period of June through May shall constitute prima facie just cause for removal and the opportunity to respond to such allegations shall be limited to the direct rebuttal of the allegation. No person who has been removed from the Board of Directors of WBCA may be a member of the Board again.

§ 13 The WBCA Board of Directors, in cooperation with the membership, shall adopt written policies, where appropriate, for carrying out its purposes and such additional purposes as may from time to time be taken up and adopted by membership.

Article VIII: Committees

WBCA Board of Directors shall form committees as the need arises. These committees shall report to the Board of Directors.

Article IX: Meetings

WBCA shall hold monthly meetings on the fourth Tuesday of each month. There shall be a minimum of nine meetings per year. The Board of Directors may hold special meetings to discuss matters of immediate concern.

Article X: Quorum

§ 1 A quorum of the Board of Directors shall consist of a majority of the Board.

§ 2 A quorum at a General Meeting is the number in attendance at any publicized meeting.

Article XI: Elections

§ 1 Board members serve a three-year term.

§ 2 Only full members of WBCA shall be eligible to be nominated for election to the Board.

§ 3 Elections shall be held at the General Membership meeting in June. Nominations will be accepted at the General Membership meeting in May.

§ 4 Votes shall be cast by ballot from among the eligible full members in attendance who have filled out a membership form prior to the day of the election. There shall be no proxy votes.

§ 5 Terms shall commence at the first meeting following the election.

§ 6 The nominations and the election shall each be announced thirty (30) days prior to the date of the general meeting at which they will take place. Meetings will be publicized throughout the neighborhood.

Article XII: Notice

WBCA shall make all reasonable efforts, consistent with its resources and stated purposes, to provide notice, and otherwise keep membership apprised, of all meetings, deliberations and activities of the organization. These notices may consist of flyer distribution, email, Facebook and website distribution.

Article XIII: Disclosure

The following disclosures shall be required of all Board Members and Officers: Upon learning of WBCA's consideration of, or involvement in, an issue impacting upon, or having the potential to impact upon, the interests of a Board Member or officer in a manner or to a degree not common to the broader community, a Board Member or officer shall immediately disclose such facts to the President and to membership at the next General Meeting and shall offer to recuse himself or herself. Any conflict requiring such disclosure which involves the President shall be presented to membership prior to any board or committee action relating to the matter.

Article XIV: Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article XV: Activities Not Allowed

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.