

CENTER CITY RESIDENTS' ASSOCIATION OF PHILADELPHIA

PROPOSED BYLAWS

(5/1/2021)

Recommended by the Board of Directors for the consideration and approval of
CCRA Members at the Annual Meeting on May 27, 2021

TABLE OF CONTENTS

	<u>Pages</u>
Article I NAME	3
Article II COMMUNITY	3
Article III PURPOSES	3
Article IV DEFINITIONS AND OTHER TERMS	3-4
§ A. Definitions	
§ B. Other Terms	
Article V MEMBERSHIPS AND ASSOCIATIONS	4-7
§ A. Definitions	
§ B. Voting Memberships	
§ C. Non-Voting Associations	
§ D. Termination for Cause	
Article VI MEETINGS OF THE CORPORATION	7-8
§ A. Annual, Other, and Special Meetings	
§ B. Notice, Remote Access, and Procedures	
§ C. Quorum	
§ D. Election of Directors	
Article VII BOARD OF DIRECTORS	8-10
§ A. Composition and Authority	
§ B. Eligibility; Resignations and Other Departures	
§ C. Elected Directors	
§ D. Ex-Officio Directors	
§ E. Meetings	
§ F. Actions Without Meeting	
Article VIII OFFICERS	11-13
§ A. Officers	
§ B. Eligibility; Resignations and Other Departures	

§ C.	Nomination and Election	
§ D.	Term and Term Limits	
§ E.	Powers, Functions, and Duties	
Article IX	FINANCES	14
§ A.	Fiscal Year	
§ B.	Commitments, Expenditures, and Approvals	
§ C.	Budget	
§ D.	Annual Dues	
§ E.	Independent Review or Audit	
Article X	COMMITTEES	15-18
§ A.	Standing Committees	
§ B.	Non-Standing Committees	
§ C.	Committee Membership	
§ D.	Resignations, Removals, and Vacancies	
§ E.	Delegation of Board Authority	
§ F.	Executive Committee	
§ G.	Finance Committee	
§ H.	Membership Committee	
§ I.	Nominating Committee	
§ J.	Zoning Committee	
Article XI	REMOVALS AND VACANCIES	19-20
§ A.	Removal of Directors and Officers	
§ B.	Director and Officer Vacancies	
Article XII	AMENDMENT OF THE BYLAWS	20-21
§ A.	Power	
§ B.	Amendments Proposed by the Board	
§ C.	Amendments Proposed by Members	
§ D.	Effective Date	
Article XIII	LIMITATION OF LIABILITY, INDEMNIFICATION, AND INSURANCE	21-23
§ A.	Definitions	
§ B.	Limitation of Liability	
§ C.	Indemnification	
§ D.	Insurance	
Article XIV	GENERAL AND MISCELLANEOUS PROVISIONS	23-25
§ A.	Conflicts of Interest	
§ B.	Compensation and Reimbursement	
§ C.	Rules for the Conduct of Meetings	
§ D.	Transmission of Required Communications; Waiver	
§ E.	Meetings, Quorum, and Voting	
§ F.	Electronic and Remote Technologies	

PROPOSED BYLAWS

(May 1 2021)

ARTICLE I. NAME

The name of the Corporation is Center City Residents' Association of Philadelphia (“Corporation” or “CCRA”).

ARTICLE II. COMMUNITY

The area with which CCRA is primarily concerned (“Community”) encompasses the geographic area in Philadelphia, Pennsylvania, that is bordered by South Street, Broad Street, John F. Kennedy Boulevard, and the Schuylkill River.

ARTICLE III. PURPOSES

Through cooperative action of residents and businesses in the Community as well as others, the purposes of CCRA are to: advance the quality of urban life in and around the Community; support responsible development within the Community while preserving its historic and cultural heritage; and increase the appeal of the Community as a place to live and work and to pursue educational, cultural, charitable, commercial, and recreational activities.

ARTICLE IV. DEFINITIONS AND TERMS

§A Definitions. The following words and terms mean or refer, throughout these Bylaws, as indicated below. (Other words and terms are defined or explained in Articles V, XIII, and XIV.)

1. “CCRA” and “Corporation” both mean the Center City Residents’ Association of Philadelphia.
2. “Community” means the geographic area described in Article II.
3. “Individual” means a natural person.
4. “Member” and “Membership” refer to those Individuals and entities accorded voting rights in CCRA; “Membership of the Corporation” refers to the collection of all such Members and Memberships. (See Article V§B.)
5. “Association” refers to any non-voting relationship with CCRA; “Associate” means any Individual or Entity in such Association. (See Article V§C.)
6. “Meeting of the Corporation” refers to any meeting of the Membership of the Corporation. (See Article VI§A.)
7. “Board” means the Board of Directors of CCRA; “Director” means a member of the Board, whether elected, appointed, or ex-officio. (See Article VII.)
8. “Officer” means an Individual holding an office in CCRA. (See Article VIII.)

9. “Committee” refers to any Committee, or all Committees, of CCRA, Standing or Non-Standing, unless the term in the provision clearly refers to a specific Committee or type of Committee. (See Article X.)
10. “Chair” with reference to a Committee refers to the Chair (and any Co-Chair) of the Committee; with reference to a meeting, “Chair” refers to the person chairing or presiding at the meeting.

§B Other Terms.

1. *Exceptions.* Where phrases such as “except as provided in these Bylaws [or a specified part]” appear in these Bylaws, the phrase should be understood as adding the following: “... or in any applicable law, Committee Charter, or Board Rule, Policy, or Resolution.”
2. *Lists not exhaustive.* Where a list in these Bylaws is preceded by “including” or “such as,” the list should not be interpreted as exhaustive or complete unless the provision explicitly states otherwise.
3. *Place.* Reference in these Bylaws to giving notice of a “place” of a meeting does not mean that the meeting must be held in person or at a geographic location. Meetings may be held entirely by remote means in accord with Article XIV§F.3 and other relevant provisions of these Bylaws and, if so held, the requirement to give notice of a “place” is satisfied by notice that the meeting will be held remotely and, either in the notice or at a later time, by providing instructions for attaining access.
4. *Time Period.* Where a time period is stated in these Bylaws (such as for giving notice of a meeting or for transmitting any other communication), the period includes all weekdays, weekend days, and holidays, except the day that the notice or other communication is sent (or otherwise transmitted under Article XIV§D.1) is not counted in the period.

ARTICLE V. MEMBERSHIPS AND ASSOCIATIONS

§A Definitions. The definitions below are especially pertinent to this Article but also apply throughout the Bylaws. (Other words and terms are defined or explained in Articles IV, XIII, and XIV.)

1. “Individual” means a natural person.
2. “Adult” means an Individual who is at least age 18. Only Adult Members may exercise the right to vote at meetings of the Corporation.
3. “Bona Fide Resident of the Community” means an Individual whose primary residence is located within the Community.
4. “Household” means a single housing unit – including house, apartment, or condominium – that any two or more Individuals together occupy as their primary residence.
5. “Authorized Individual of a Household Membership” means an Adult living in a Household who is shown in the records of the Corporation as having the right to vote on behalf of the Household. A Household Membership may designate up to two such Individuals.
6. “Entity” means any enterprise (and not a natural person), including corporations; retail or other commercial businesses; condominium or other residential associations; governmental units;

charitable, educational, cultural, and religious organizations; private associations and clubs; and residential, commercial, and mixed-use buildings.

7. “Maintains a Physical Presence in the Community,” with respect to an Entity, means the Entity engages in substantial activities from a physical space that it occupies within the Community, including retail, commercial, public, and residential spaces.
8. “Authorized Individual of an Entity Membership” means an Adult closely affiliated with the Entity, such as an owner, partner, officer, executive director, key employee, or other agent of the Entity, who is shown in the records of the Corporation as having the right to vote on behalf of the Entity. An Entity Membership may designate up to two such Individuals.
9. “Member and Membership” refer to those Members and Memberships, respectively, that are accorded voting rights under §B. “Membership of the Corporation” refers to the collection of all Members and Memberships with voting rights.
10. “Association” refers to a non-voting relationship with the Corporation under §C; “Associate” means an Individual or Entity in an Association.

§B Voting Memberships.

This section sets forth all Membership classes that provide at least one Adult the right to vote on matters that may come before the Membership of the Corporation and the right to serve as an Officer and Director. Although Membership classes may be created, abolished, or altered only by amendment of these Bylaws, the Board may define multiple levels within any Membership class and assign them varying privileges and dues assessments so long as the rights accorded to the class under these Bylaws are not thereby altered.

1. *Individual Resident Membership.* Membership in this class is open to any Individual who is a Bona Fide Resident of the Community.
2. *Household Resident Membership.*
 - (a) Membership in this class is open to any group of up to four Individuals, at least one of whom is an Adult, who reside in the same Household within the Community.
 - (b) This class has the same rights and privileges accorded to Individual Resident Memberships under these Bylaws except that the right to vote on matters that may come before the Membership of the Corporation and the right to serve as an Officer and Director may be exercised at any given time by no more than two Authorized Individuals of the Household Resident Membership.
3. *Entity Resident Membership.*
 - (a) Membership in this class is open to any Entity that Maintains a Physical Presence in the Community.
 - (b) This class has the same rights and privileges accorded to any other class except any that are exclusively granted by these Bylaws or the Board to Individual Resident or Household Resident Memberships and except as follows:
 - i. The right to vote on matters that may come before the Membership of the Corporation may be exercised at any given time by no more than one Authorized Individual of the

Entity Resident Membership; that Individual need not be a Bona Fide Resident of the Community; and

- ii. The right to serve as an Officer and Director may be exercised at any given time by no more than one Authorized Individual of the Entity Resident Membership; that Individual must be a Bona Fide Resident of the Community.

§C Non-Voting Associations.

The Board may create, modify, and eliminate non-voting Associations with CCRA and determine any dues assessments, rights, and privileges of each, but no such Association or Associate may be accorded the right to vote on matters that may come before the Membership of the Corporation or the right to serve as an Officer and Director.

§D Termination for Cause.

1. Non-payment of dues.

- (a) Advance written notice of the annual renewal dues and due date will be provided to each Member and Associate. Except as provided in ¶(b), if renewal dues are not timely paid, the Membership or Association automatically terminates 30 days after the due date (“grace period”).
- (b) If the Membership Committee, in accord with written criteria approved by the Board or in consultation with the President, determines there is a compelling reason for the failure to timely pay renewal dues, the Committee may either:
 - i. Maintain or reduce the amount due and, if requested, extend the grace period for payment by up to an additional 30 days. If the dues are then timely paid, the renewal is effective as of the original due date; if not timely paid, the Membership or Association terminates automatically, effective on the original or any extended due date, whichever is later; or
 - ii. Eliminate all dues for the renewal year, in which case the annual renewal is effective as of the original due date.
- (c) All rights and privileges of a Membership or Association are retained and may be exercised during any grace period (or extended grace period) accorded under this ¶1 unless the Member or Associate resigns or the Membership or Association terminates for other cause during the period, in which case all rights and privileges end on the date of resignation or termination, respectively.

2. Other cause. Only the Board, acting in accord with the following procedures, may terminate a Membership or Association for a cause other than nonpayment of dues:

- (a) The affected Member or Associate must be provided advance written notice of the reason for the proposed termination and an opportunity to present a statement to the Board opposing termination. In the discretion of the President or the Board, that opportunity may be either by making a personal appearance at a specified meeting of the Board or by submitting a written statement by a specified date.
- (b) After considering any timely appearance or statement, the Board, upon a vote of two-thirds of all Directors present and voting on the matter at a meeting with at least a quorum present, may terminate the Membership or Association for cause, such termination to be effective immediately.

3. *Suspension.* Egregious, fraudulent, or dangerous conduct by Members or Associates, or by any Individuals under their control, may justify immediate suspension of a Membership or Association, including all rights and privileges thereof, by the President or Board, until such time as the procedures stated in ¶2 can be completed.

ARTICLE VI. MEETINGS OF THE CORPORATION

§A Annual, Other, and Special Meetings.

1. Except as provided in ¶2, an annual Meeting of the Corporation must be held in May of each fiscal year at a time and place designated by the Board, or, if the Board fails to act, by the President. Other Meetings of the Corporation may be called at any time by the Board or the President.
2. If the Board determines, for good reason stated in the record, that the annual Meeting in a given fiscal year cannot or should not be held in May, or at the time or place previously noticed, the annual Meeting may be held at a different place or at another time, including in the next fiscal year, so long as it occurs within 16 months of the immediately prior annual Meeting.
3. A special Meeting of the Corporation must be called within 60 days of receipt by the Board or the President of a written application signed by at least 50 Members eligible to vote at the Meeting.

§B Notice, Remote Access, and Procedures.

1. Written notice of the time and place of each Meeting of the Corporation must be given to all Members and Memberships at least 10 days in advance of the annual Meetings and seven days in advance of other or special Meetings.
2. If any Meeting of the Corporation will be held entirely by remote means, or if the Board determines that remote participation will be permitted at an in-person Meeting, the notice must include that information but instructions for remote access may be provided at a later time.
3. Meetings of the Corporation are conducted in accord with rules adopted by the Board under Article XIV§C, which must be provided or accessible to Members either before or at the Meeting.

§C Quorum.

The required quorum for each Meeting of the Corporation is 50 Individuals eligible to vote at the meeting. Actions may not be taken by the Membership other than at a Meeting at which a quorum is attained, but actions may be taken after the quorum is lost in accord with Article XIV§E.3(c).

§D Election of Directors.

1. Except for those Directors serving ex-officio or appointed by the Board under Article XI to fill a vacancy, Directors are elected at Meetings of the Corporation by those Members present and voting. The candidates for election are any nominated by the Nominating Committee and any additional candidates nominated from the floor of the Meeting in accord with Article VII§C.1.
2. Voting for Directors is by class and is conducted in accord with Article XIV§E.5. Nominees with the most votes that exceed 25, up to the maximum number of seats available in the specific class, are elected. In the event an insufficient number of nominees to fill the available seats in the class

receives the minimum votes required for election, one or more run-off votes may be held or other appropriate action may be taken.

ARTICLE VII. BOARD OF DIRECTORS

§A Composition and Authority.

1. *Authority and Reliance.* Supervision, direction, and oversight of the business, policies, and activities of CCRA are vested in a Board of Directors. In carrying out these responsibilities, any Director who acts in good faith and reasonably believes that reliance is warranted may rely on acts, statements, reports, or opinions of any Officer, Committee, or attorney or other agent of CCRA.
2. *Composition.* The Board consists of the following Directors: all CCRA Officers; 21 elected Directors (divided equally among three classes); and any Past Presidents serving ex-officio under §D.2. All Directors are full and equal members of the Board with the same rights and obligations.
3. *Delegation and Reservation of Authority.* The Board may delegate its authority except for authority that may not be delegated by law and for authority that, in these Bylaws or in a Board Rule or Resolution, is expressed as “only” for the Board or “reserved to” the Board. Authority reserved to the Board includes, without limitation, the following:
 - (a) To adopt and amend rules for the conduct of meetings of the Corporation and the Board;
 - (b) To adopt and amend policies and procedures regarding conflicts of interest;
 - (c) To decide the final interpretation of a Bylaw or Board Rule, Resolution, or Policy; and
 - (d) To reserve authority to itself by Rule or Resolution.

§B Eligibility; Resignations and Other Departures.

1. Any Individual with the right to serve as a Director under Article V§B is eligible to be a Director unless term-limited under this Article.
2. Every Director must be a Bona Fide Resident of the Community. A Director who moves from the Community is deemed to have resigned from the Board effective on the moving date.
3. A Director with three unexcused absences from Board meetings in any 12-month period is deemed to have resigned from the Board effective on the date stated in a written notice of the third unexcused absence provided by the President or Secretary.
4. A Director whose Membership is terminated under Article V§D is deemed to have resigned from the Board on the date the termination is effective.
5. A Director may resign at any time from the Board by writing to the President or Executive Vice President, such resignation effective on the later of the resignation date if any is stated in the writing or the date the writing is received.
6. If the effective date of a Director’s resignation, removal under Article XI§A, or other departure from the Board occurs within six months of the end of a fiscal year, it is deemed for the purpose of term limits under this Article to have occurred at the end of that fiscal year.

§C Elected Directors.

1. *Nomination.* The Nominating Committee nominates candidates for Director for election at any annual Meeting of the Corporation and must communicate its nominees to the Membership at least three days in advance of the meeting. Members present and eligible to vote at the annual Meeting may nominate additional candidates so long as any such nomination is duly seconded and the intended nominee is eligible to serve as Director, is present at the meeting, and expresses willingness to serve if elected.
2. *Election, Term, and Term Limits.*
 - (a) Directors are elected at each Annual Meeting of the Corporation in accord with Article VI§E, each for a term of one, two, or three years depending on the class to which elected. If Directors of more than one class are to be elected, each class is elected separately.
 - (b) Elected Directors hold office until the end of the term for which elected or until their successor is duly qualified or, if earlier, the Director's resignation, removal, incapacity, or death.
 - (c) No one may serve as an elected Director for more than six consecutive years regardless of the number or length of terms to which elected. An elected Director who becomes ineligible to serve on the Board as a result of this limit regains eligibility after a one-year absence from service as an elected Director. (No absence is required for eligibility to serve as an Officer.)
3. *Effective Date of Service.*
 - (a) Directors elected by the Membership on or before June 30 of one fiscal year begin service on the following July 1. If the meeting at which the election took place would ordinarily have occurred before July 1 but was delayed under Article VI§A.2, then service starts immediately upon election, in which case, if the period from election through the following June 30 is at least six months, it is, for the purpose of term limits, deemed to constitute one year of service.
 - (b) A Director appointed by the Board under Article XI to fill a vacancy in an elected-Director seat starts service upon appointment.

§D Ex-Officio Directors.

1. *Officers.* Each Officer serves on the Board regardless of when, how long, or in what capacity the Officer may have previously served on the Board.
2. *Past Presidents: Service and Term Limits.*
 - (a) Any Member eligible to serve as a Director who serves, or has served, at least 12 months as President may choose to serve on the Board ex-officio as a "Past President" for up to two years beginning at the end of the presidency, except that if the presidency ended prior to the effective date of this provision, then beginning on its effective date.
 - (b) A Past President who is term-limited from serving ex-officio under ¶(a) is eligible to serve as an Officer or an elected Director.

§E Meetings.

1. *Call of meetings.* Eight regular monthly meetings of the Board must be held each fiscal year at times designated by the President or, if the President does not act, by the Board or Executive Committee. Additional meetings may be held at any time at the call of the President. A special

Board meeting must be held within 10 days of receipt, by the President or any Vice President, of a written request from at least 10 Directors that states the purpose of the meeting.

2. *Notice.* Written notice of the time and place of each Board meeting must be provided to all Directors at least five days in advance unless the President or Executive Committee reasonably determines that an exceptional circumstance necessitates calling the meeting on shorter notice.
3. *Attendance and absences.* Each Director has a duty to attend the Board's meetings and, if unable physically to attend an in-person meeting, should, if possible, attend by remote means as provided in Article XIV§F.3. Any Director who plans to miss, or who does miss, a Board meeting should, before or as soon as possible after the meeting, inform the President of the reason for the absence; so informed, the President has discretion to excuse the absence. Under §B.4, Directors with three unexcused absences in any 12-month period are deemed to have resigned from the Board.
4. *Quorum; Board actions.*
 - (a) Board meetings at which actions may be taken require a quorum of 15 Directors.
 - (b) Except as otherwise provided in these Bylaws, the act of a majority of Directors present and voting on a matter at a Board meeting at which a quorum is attained constitutes an act of the Board.
 - (c) Actions may be taken at Board meetings after the attained quorum is lost only in accord with Article XIV§E.3(c).
5. *Procedures.* Board meetings are conducted in accord with rules adopted under Article XIV§C.
6. *Open meetings; executive sessions.*
 - (a) The regular monthly meetings of the Board are open to all Members and Associates of the Corporation as guests. In advance of these meetings, such Members and Associates must be advised of the information needed to attend and may be required to register in advance. Other guests may attend a Board meeting only with the advance consent of the President or the Board. No guest may speak at or otherwise participate in a Board meeting unless and to the extent permitted by the President or the Board.
 - (b) Notwithstanding ¶(a), the President may, with the consent of the Board, recess any Board meeting at which one or more guests are present, require guests to leave, and reconvene in executive session to consider matters of a confidential or sensitive nature, including personnel matters, contract negotiations, and pending or impending legal proceedings in which the Corporation is or may be involved.

§F Actions Without Meeting.

Any action that may be taken by the Board at a meeting may be taken without meeting only if all Directors then eligible to vote on the matter at a meeting consent in writing to the action. An action proposed to be taken without meeting must be submitted in writing to all Directors along with a supporting statement and the deadline and instructions for responding. A summary of each action taken without meeting, with the consents, must be included in the record of Board actions by the Secretary.

ARTICLE VIII. OFFICERS

§A Officers.

1. The Officers of the Corporation are the President, Executive Vice President, at least two but no more than five Vice Presidents of equal rank (the number to be determined by the Board in consultation with the President), Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer. Any Officer except the President may concurrently hold a second office. (A Past President serving ex-officio on the Board under Article VII§D.2 is not an Officer of the Corporation.)
2. The Officers serve on the Board as ex-officio Directors and have the same rights and obligations of all other Directors. However, the Board, by Rule, may bar the President from voting on the Board except in clearly defined circumstances.

§B Eligibility; Resignations and Other Departures.

1. Any Member with the right to serve as an Officer may be nominated for an office unless term-limited in the specific office under this Article or unless previously removed from the specific office for cause under Article XI§A. Prior service on the Board is required of any nominee for President, Executive Vice President, or Vice President.
2. Every Officer must be a Bona Fide Resident of the Community. An Officer who moves from the Community is deemed to have resigned from the office (and from the Board under Article VII§B.2), effective on the moving date.
3. An Officer with three unexcused absences from Board meetings in any 12-month period is deemed to have resigned from office (and from the Board under Article VII§B.3) effective on the date stated in a written notice to the Officer of the third unexcused absence.
4. An Officer whose Membership is terminated under Article V§D is deemed to have resigned from the office (and from the Board under Article VII§B.4) on the date the termination is effective.
5. An Officer may resign at any time from the office by writing to the President or Executive Vice President, such resignation effective on the later of the resignation date if any is stated in the writing or the date the writing is received. An Officer who resigns under this provision, if eligible to serve as an elected Director, may so serve if elected as a Director under Article VII§C or appointed to fill a vacancy under Article XI§B.
6. If the effective date of an Officer's resignation, removal under Article XI§A, or other departure from office occurs within six months of the end of a fiscal year, it is deemed for the purpose of term limits under this Article to have occurred at the end of that fiscal year.

§C Nomination and Election.

1. Only the Board has the power to elect Officers. This power may be exercised only at a meeting at which at least 15 Directors are present for the vote. Officers are generally elected in the spring of each odd-numbered year. (Appointments to fill office vacancies may occur at any time in accord with Article XI§B.)

2. The Nominating Committee may nominate one or more eligible candidates for each office. At the Board meeting at which an election occurs, any Directors may nominate eligible candidates for office so long as any nomination is seconded and the Board has reason to believe that, if elected, the intended nominee is willing to serve.
3. The nominee for each office who receives the most votes that exceed 50% of the number of Directors then serving is elected. In the event no nominee receives the minimum votes required, one or more run-offs may be held or the election may be postponed.

§D Term and Term Limits.

1. The term of each Officer is two years beginning on July 1 of the year in which elected, or, in the case of appointment to fill a vacancy, on the date of appointment. Service continues until the expiration of the term or, for an appointed Officer, until expiration of the term of the Officer's predecessor or, for both elected and appointed Officers, until a successor is duly qualified or upon the Officer's earlier resignation, removal, incapacity, or death.
2. No Individual may serve in the same office for more than three consecutive two-year terms. However, for purposes of these term limits, the interim term of an Officer appointed to fill a vacancy is deemed as stated in Article XI§B.5.
3. Upon reaching the term limit in one office, the Officer is eligible to serve in a different office, and, after an absence of one year from the initial office, is again eligible to serve in that office.

§E Powers, Functions, and Duties.

1. *The President* is the principal executive officer of the Corporation, charged with actively managing and supervising its business and affairs. The President has the general powers, functions, and duties usually vested in the office of president of a Pennsylvania nonprofit corporation. In particular and without limitation, the President:
 - (a) Presides at meetings of the Corporation and the Board;
 - (b) Chairs the Executive Committee, may elect to serve ex-officio on any other Committee, and may attend meetings of any Committee without serving on it and without a vote;
 - (c) Ensures that Resolutions and other actions of the Membership of the Corporation, the Board, and the Executive Committee are carried into effect;
 - (d) Acts as CCRA's official spokesperson in all matters except when delegating that responsibility in a specific matter to another Member;
 - (e) Makes Committee and other appointments in accord with these Bylaws and any applicable Charter or Board Resolution or Rule;
 - (f) Appoints, with Board consent, any staff, legal counsel, and accounting and other agents, consultants, and advisers, who may receive compensation and benefits approved by the Board;
 - (g) Executes in the name of CCRA any bonds, loans, and other contracts and instruments that the Board authorizes to be executed, except when execution is expressly delegated by these Bylaws or the Board to another; and
 - (h) Delegates to other Officers, and recalls, those powers, functions, and duties the President deems appropriate to so delegate.

2. *The Executive Vice President:*
 - (a) Presides, in the absence, temporary incapacity, or recusal of the President, at Meetings of the Corporation, the Board, and the Executive Committee;
 - (b) Upon the President's resignation, removal, incapacity, or death, succeeds to the office of President for the remainder of the predecessor's term; and
 - (c) Has other powers, functions, and duties as may be delegated by the President.
3. *The Vice Presidents* have the powers, functions, and duties as may be delegated to them, separately or collectively, by the President.
4. *The Secretary:*
 - (a) Gives, or causes to be given, required notices of Meetings of the Corporation, the Board, and the Executive Committee,
 - (b) Attends each such meeting and records its actions, votes, and minutes;
 - (c) Maintains the official record of such meetings and of any actions taken by the Board and Executive Committee without meeting, along with any required consents; and
 - (d) has other powers, functions, and duties as may be delegated by the President.
5. *The Treasurer* is responsible for the finances and financial records of the Corporation. In particular and without limitation, the Treasurer:
 - (a) Keeps accurate accounts of all receipts and disbursements;
 - (b) Renders at regular Board meetings, and at Executive Committee meetings upon request of that Committee or the President, a current account of CCRA's financial condition, including summary statements of receipts and disbursements;
 - (c) Chairs the Finance Committee;
 - (d) In consultation with the Finance and Executive Committees, prepares an annual budget and presents it to the Board; and
 - (e) Has other powers, functions, and duties as may be delegated by the President.
6. *The Assistant Secretary:*
 - (a) Acts as Secretary in the absence, temporary incapacity, or recusal of the Secretary, at Meetings of the Corporation, the Board, and the Executive Committee;
 - (b) Upon the Secretary's resignation, removal, incapacity, or death, succeeds to the office of Secretary for the remainder of the predecessor's term; and
 - (c) Has other powers, functions, and duties as may be delegated by the President or Secretary.
7. *The Assistant Treasurer:*
 - (a) Acts as Treasurer in the absence, temporary incapacity, or recusal of the Treasurer, at Meetings of the Corporation, the Board, and the Executive Committee;
 - (b) Upon the Treasurer's resignation, removal, incapacity, or death, succeeds to the office of Treasurer for the remainder of the predecessor's term; and
 - (c) Has other powers, functions, and duties as may be delegated by the President or Treasurer.

ARTICLE IX FINANCES

§A Fiscal Year. The fiscal year of the Corporation is from July 1 of each calendar year through June 30 of the following calendar year.

§B Commitments, Expenditures, and Approvals.

Any expenditure of the Corporation's funds, withdrawal or transfer of funds held in the Corporation's name, or financial commitment in the Corporation's name (including incurrence of indebtedness) may be made only if such act is authorized in accord with written policies and procedures, approved by the Board, that address, among other matters, which Officers or other persons are authorized to approve expenditures and other acts described in this Article and the circumstances under which they are authorized to give required approvals.

§C Budget.

Prior to the end of each fiscal year, the Treasurer, in consultation with the Finance and Executive Committees, prepares and submits to the Board an itemized budget of projected revenues and expenses for the next fiscal year and, at any time during the budget year, when the Treasurer deems advisable or when requested by the President, Executive Committee, or Board, proposes adjustments to the approved budget.

§D Annual Dues.

1. Dues for the various Membership classes under Article V§B and for any non-voting Associations under Article V§C are determined by the Board from time to time and billed on an annual basis. Dues may be imposed on Members in a Membership class and on Associates in a class of Associations either alike or in different amounts, and may be imposed upon a different basis on different classes of Members and Associates.
2. Unless permitted under Article V§D.1, no Member or Director whose dues for the then-current year have not been paid in full is entitled to vote at any meeting, including Meetings of the Corporation, Board, or any Committee.
3. The Board, after consultation with or on the recommendation of the Membership Committee, may discount dues for any class or subclass of Members or Associates on such terms as it believes appropriate in order to retain existing Members or Associates, attract new ones, or achieve any other valid and desirable purpose. Any such discounts may not affect the voting rights of Members.

§E Independent Review or Audit.

The financial statements of the Corporation must annually, as required by law or as determined by the Board, be reviewed or audited by an independent certified public accountant selected by the Treasurer with the consent of the Board.

ARTICLE X. COMMITTEES

§A Standing Committees.

1. *Required Standing Committees.* CCRA has five Standing Committees: Executive, Finance, Membership, Nominating, and Zoning. (Standing Committees are expected to be long-lasting or permanent with continual or year-round responsibilities.)
2. *Other Standing Committees.* The Board may create (and dissolve) other Standing Committees, specifying the purpose of each and its authority to act, if any. This power is reserved to the Board.
3. *Charters.* The Board may adopt (and amend) a Charter for any Standing Committee. This power is reserved to the Board.
4. *Policies and Procedures.* Each Standing Committee may, subject to Board review and amendment, adopt, monitor, and apply Committee policies, guidelines, and procedures not inconsistent with these Bylaws or any applicable Charter, Board Resolution or Rule, or other governing document.
5. *Notice.* Absent exigent circumstances, written notice of any Standing Committee meeting at which action may be taken must be given to the Committee's members at least five days in advance and include the time and place of the meeting.
6. *Quorum and Actions.* The quorum for any Standing Committee meeting at which actions may be taken is a majority of the Committee's members then serving. Standing Committees may act after loss of the quorum only in accord with Article XIV§E.3(c).
7. *Actions Without Meeting.* Standing Committees may take actions without meeting upon the written consent of a majority (or other proportion needed for the specific action) of all Committee members eligible to vote on the matter, except that, if any such member timely requests in writing that the matter be considered at a meeting, the action may not be taken without meeting. An action proposed to be taken without meeting must be submitted in writing to all Committee members along with a supporting statement, the deadline and instructions for responding, and a statement that a meeting will be held on the matter if any member eligible to vote on it so requests by the deadline. A summary of each action taken without meeting, with the consents and vote tally, must be included in the Committee's records.

§B Non-Standing Committees.

1. Non-Standing Committees may be created (and dissolved) as follows:
 - (a) By the President, who, as soon as possible after acting, must inform the Board in writing of the action, including any statements required under ¶2; or
 - (b) By a two-thirds vote of the Board, which may act only at a meeting with at least the required quorum present at the time of the vote. This power is reserved to the Board.
2. Any action creating a Non-Standing Committee under ¶1, whether by the President or by the Board, must include a written statement of the Committee's purpose, its target date for completion, if possible, and its authority to act, if any.
3. The Board has exclusive power to appoint the Chair and non-Chair members of any Non-Standing Committee created under ¶1(b) unless, in the resolution creating the Committee, the Board

delegates that power to the President or Executive Committee or specifies another method of appointment.

4. A Non-Standing Committee that is reasonably expected to achieve its assigned purpose within one year should generally be named a Task Force or a Special, Advisory, or Ad Hoc Committee.

§C Committee Membership. Except as stated otherwise in these Bylaws, the following provisions apply:

1. *CCRA Membership.* The Chairs and other members of Standing Committees, and the Chairs and at least a majority of other members of Non-Standing Committees, must be Individuals with the right to vote at meetings of the Corporation under Article V.
2. *Appointment.* Except for those members serving ex-officio on a Committee:
 - (a) The President, with the consent of the Board, appoints the Standing Committee Chairs from among the Directors.
 - (b) The President appoints the non-Chair members of Standing Committees, and both the Chair and non-Chair members of Non-Standing Committees, but may delegate this appointment power with respect to any specific Committee to its Chair or to another Officer.
3. *Directors.* All Directors (including the Officers) are eligible for appointment to any Committee, including as Chair, and at least one Director must serve on each Standing Committee in addition to any Director serving ex-officio or as Chair. Members of the Executive Committee may serve on other Committees but may not constitute a majority of any other Committee.
4. *Rights.* All Committee members (including the Chair and any ex-officio members) have the right to vote, are included in any required quorum, and, except for a President who chooses, but is not required, to serve on the Committee, count toward any limit on the number of members.

§D Resignations, Removals, and Vacancies.

1. Appointed Committee members may, at any time:
 - (a) resign from the Committee by so informing the Chair or the President in writing; or
 - (b) be removed from the Committee, with or without cause, by the President, except that, for Committees created under §B.1(b), removal of a member appointed by the Board requires the consent of the Board and this consenting power is reserved to the Board.
2. Upon a Committee member's loss of a qualification or status required to serve on the Committee, the member is deemed to have resigned from the Committee.
3. Committee vacancies may be filled at any time in accord with the appointment rules stated in this Article.

§E Delegation of Board Authority.

1. *Delegated and Reserved Authority.* A Committee may exercise the authority of the Board only to the extent delegated to it by these Bylaws or the Board. The Board may not delegate to a Committee any authority reserved to the Board under Article VII§A.3, or any committed by the Board or these Bylaws exclusively to another Committee.

2. *Retention of Delegated Authority.* Except as otherwise provided by these Bylaws or the Board, any delegation of Board authority to a Committee is not exclusive and the Board continues to retain and may exercise the delegated authority.

§F Executive Committee.

1. *Purpose and Authority.* Except as to matters reserved to the Board in these Bylaws or exclusively committed to another Committee by these Bylaws or the Board, the Executive Committee has the full power and authority of the Board to act on behalf of the Corporation on any matter that:
 - (a) Requires attention between meetings of the Board;
 - (b) Has been specifically delegated to the Executive Committee by the Board; or
 - (c) The President reasonably determines, under the circumstances, is one on which it is not essential or timely for the Board to act.
2. *Composition.*
 - (a) The Executive Committee is composed of seven to 10 Directors, at least one of whom cannot be a current Officer.
 - (b) These six Officers serve as ex-officio members of the Executive Committee: President (who serves as Chair), Executive Vice President, two Vice Presidents named by the President, Secretary, and Treasurer. Any person concurrently holding two of these offices occupies a single seat on the Committee.
 - (c) All other Directors, including Assistant Secretary and Assistant Treasurer, are eligible for appointment to the Executive Committee, with the number and appointments to be determined by the President with the consent of the Board.
 - (d) The Assistant Secretary and Assistant Treasurer, if not appointed to the Executive Committee, serve as alternate members, with voting rights, whenever the Secretary or Treasurer, respectively, is unable to attend a Committee meeting or to vote on an action without meeting.
3. *Meetings, Records, and Actions.*
 - (a) The Executive Committee meets, at the call of the President, regularly within 10 days prior to each regular meeting of the Board, and otherwise at any time. A special meeting of the Committee must be called by the President or Executive Vice President within seven days of receipt by either of them of a written request signed by any four Committee members.
 - (b) Actions of the Executive Committee must, when reasonably feasible, be made subject to ratification by the Board. If not reasonably feasible, the action cannot be taken except with the approval of two-thirds of all Committee members eligible to vote on the matter and, in each such case, the Board must be notified of the action in writing within five days.
 - (c) Minutes of each meeting of the Executive Committee, and the record of any actions taken without meeting under §A.7, must be provided to the Board as stated in ¶3(b) if that provision applies, and otherwise as soon as possible after the meeting or action unless unusual circumstances justify a delay of up to but not exceeding 30 days.

§G Finance Committee.

1. *Purpose.* The Finance Committee's primary purposes are to ensure that the Corporation is operated in a financially responsible and sustainable manner; that its financial records, reports, and required public filings are accurate, complete, and timely; and that adequate internal controls are in place.
2. *Composition.* The Finance Committee is composed of two to five members, including the Treasurer (who serves as Chair) and Assistant Treasurer. The number and appointment of members are determined by the President with the consent of the Board. The limitation on Executive Committee members on other Committees, stated in §C.3, does not apply to the Finance Committee.

§H Membership Committee

1. *Purpose and Authority.* The Membership Committee's primary purposes are to attract and retain Members and Associates; to ensure the accuracy of records pertaining to them; and to exercise non-exclusive authority with respect to dues under Article V§D.1.
2. *Composition.* The Membership Committee may be composed of any number of members.

§I Nominating Committee.

1. *Purpose and Authority.* The Nominating Committee's primary purposes are to recruit and evaluate Individuals eligible and qualified to serve as Officers and Directors and to nominate candidates for those positions. Except as provided in Articles VII§C.1, VIII§C, and XI§B, this nominating authority is exclusively committed to the Nominating Committee.
2. *Composition.* The Nominating Committee is composed of an odd number of members not fewer than five nor more than nine, including any President who chooses to serve, with the number and appointments determined by the President with the consent of the Board. At least five members of the Committee must be Directors.

§J Zoning Committee.

1. *Purpose and Authority.* The Zoning Committee's primary purpose is to fulfill the Corporation's responsibilities as a Registered Community Organization in the City of Philadelphia. The Zoning Committee has non-exclusive authority to advise the Philadelphia Zoning Board of Adjustment, on behalf of CCRA, on applications for variances and special exemptions with regard to properties within the Community in accord with written rules, procedures, or guidelines approved by the Board.
2. *Composition.* The Zoning Committee is composed of at least two Co-Chairs, who may, but need not, be Directors; a Secretary recommended by the Co-Chairs; and six to 12 additional members, with the number and appointments determined by the President with the consent of the Board. At least two Directors (in addition to any President who chooses to serve ex-officio) must serve on the Committee at all times.
3. *Legal Counsel.* The Zoning Committee is aided and advised by legal counsel retained by the Board and paid by the Corporation. Legal counsel may not be a Director or a member of the Committee.

ARTICLE XI REMOVALS AND VACANCIES

§A Removal of Directors and Officers.

1. A Director is automatically removed from the Board, and an Officer from office, as a result of an effective resignation, including “deemed” resignations under these Bylaws.
2. The Board may remove a Director or Officer, with or without cause, in accord with the following process and any applicable Board Rule. This removal power is reserved to the Board.
 - (a) The President, Executive Committee, or Board must initiate any removal action.
 - (b) The Board may take a removal action only at a meeting at which advance written notice of the proposed removal, with a statement of the cause, if any, was provided to all Directors. At least 15 Directors must be present at the time a vote to remove is taken.
 - (c) The affected Director or Officer must be provided a reasonable opportunity to oppose removal either -- as determined by the President, Executive Committee, or Board -- by appearing at a specified Board meeting or by submitting a written statement to the Board by a specified date. Any timely appearance or statement must be considered by the Board before it may take final action on removal. The affected Director or Officer may not participate in, or be present during, any deliberations or votes relating to the proposed removal.
 - (d) Removal of a Director or Officer, with or without cause, requires the approval of two-thirds of the Directors present and voting on removal. Upon such vote, removal is effective immediately.
3. Egregious, fraudulent, or dangerous conduct by a Director or Officer may justify immediate suspension by the President, Executive Committee, or Board, of all powers, rights, and duties of the position until such time as the process described in ¶2 can be completed. In the event of suspension of an Officer, the powers and duties of the office temporarily vest in the successor designated in these Bylaws, if any, and if no successor is so designated, then the President or Board may appoint another Officer or Director to temporarily assume the powers and duties of the office.

§B Director and Officer Vacancies.

1. Only the Board has the appointment power to fill mid-term vacancies in elected-Director positions and in offices for which these Bylaws do not designate a successor or for which there is no current designee to succeed to the office. This power may be exercised only at a meeting at which at least 15 Directors are present when a vote to appoint is taken.
2. The Nominating Committee may nominate one or more eligible candidates for each vacant office. At the Board meeting at which an appointment will occur, any Director may nominate eligible candidates so long as any nomination is seconded and the Board has reason to believe that, if appointed, the intended nominee is willing to serve.
3. The nominee who receives the most votes that exceed 50% of the number of Directors then serving is appointed to fill the vacancy for an interim term that begins upon appointment and extends through the unexpired portion of the predecessor’s term. In the event no nominee receives the minimum votes required, one or more run-offs may be held or the matter may be postponed.
4. For the purpose of term limits under Article VII§C.3, if the interim term of a Director appointed to fill a vacancy in an elected-Director position is under six months, that term is deemed to constitute

no period of service; if it is at least six but under 12 months, it is deemed to constitute one year of service; if it is at least 12 but under 24 months, it is deemed to constitute two years of service; and if it is 24 months or more, it is deemed to constitute three years of service.

5. For the purpose of term limits under Article VIII§D.2, if the interim term of an Officer appointed to fill a vacancy in the office is under 12 months, that term is deemed to constitute one year of service; if it is 12 months or more, it is deemed to constitute two years of service.

ARTICLE XII. AMENDMENT OF THE BYLAWS

§A Power. These Bylaws may be amended only by the Membership of the Corporation.

§B Amendments Proposed by the Board. Except as provided in §C, only the Board has the power to propose Bylaw amendments to the Membership and the following process applies:

1. The Board may recommend to the Membership only those proposed amendments approved by two-thirds of the Directors present and voting on the matter at a meeting of the Board or by all Directors acting without meeting as provided in Article VII§F. Proposed amendments so recommended must be submitted for a vote of the Membership at a Meeting of the Corporation called under Article VI.
2. The notice of any Meeting of the Corporation at which a proposed Bylaw amendment will be considered must state that matter as a purpose of the Meeting and either include the text of the proposed amendment or indicate how that text may be accessed or otherwise obtained.
3. A proposed Bylaw amendment may not be amended on the floor of a Meeting of the Corporation.
4. Adoption of a proposed Bylaw amendment requires the approval of two-thirds of those Members present and voting on the amendment at a Meeting of the Corporation.
5. After adoption of an amendment by the Membership, the Board may make non-substantive corrections and improvements in expression or format so long as any such changes are approved by two-thirds of the Directors present and voting at a Board meeting or by all Directors acting without meeting. This power is reserved to the Board.

§C Amendments Proposed by Members.

1. If at least 50 Members eligible to vote at a Meeting of the Corporation submit a proposed Bylaw amendment in writing to the Board, the proposed amendment must be submitted for a vote of the Membership if:
 - (a) Within six months after receiving the submission, the Board does not recommend the proposed amendment under §B¶1; and
 - (b) Following the Board's decision or inaction, at least 50 Members eligible to vote at a Meeting of the Corporation request in writing that the proposed amendment be submitted to the Membership for a vote.

2. If both conditions in ¶1 are met, the Board must submit the proposed amendment for a vote of the Membership no later than at the first annual Meeting of the Corporation that permits the notice required under Article VI. Sections B.2 through B.5 of this Article XII will also apply.

§D Effective Date.

A Bylaw amendment becomes effective upon adoption by the Membership or on the effective date, if any, stated in the adoption resolution, whichever is later.

Note: The “history” of the Bylaws or of specific Articles of them should be preserved by appending a “historical note” in the Bylaws after approval of amendments by the Membership.

ARTICLE XIII LIMITATION OF LIABILITY, INDEMNIFICATION, AND INSURANCE

§A Definitions. The following definitions are especially pertinent to this Article and also apply throughout the Bylaws. (Other words and terms are defined or explained in Articles IV, V, and XIV.)

1. *Indemnitee* means each person who is or was a Director or Officer of the Corporation and who:
 - (a) is or was a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding by reason of the fact of being or having been a Director or Officer; or
 - (b) is or was serving, at the request of or for the benefit of the Corporation, as a director, officer, employee, agent, partner, or fiduciary of, or in any other capacity for, another corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise.
2. *Proceeding* means any threatened, pending, or completed action, suit, or claim (including one by or in the right of CCRA), whether civil, criminal, administrative, or investigative.
3. *Applicable Law** means applicable Pennsylvania law as it existed on the effective date of this Article, or as it may thereafter be changed, provided as follows:
 - (a) If any change expands the liability of officers or directors of a nonprofit corporation or limits their rights to indemnification or the advancement of expenses that the corporation may provide, the rights to limited liability, indemnification, and the advancement of expenses provided to CCRA’s Officers and Directors by this Article continue to the extent permitted by Applicable Law.
 - (b) If any change permits a nonprofit corporation, without the requirement of additional action by its directors, to limit further the liability of its officers or directors or to provide broader rights to indemnification or the advancement of expenses than the corporation was permitted to provide prior to the change, then the liability of CCRA’s Officers and Directors will be so limited and their rights to indemnification and the advancement of expenses will be so broadened to the extent permitted by Applicable Law.

*As of the effective date of this Article, the Applicable Law includes 15 PA Cons Stat §5713 (2014).

§B Limitation of Liability.

1. No person serving, or having served, as an Officer or Director of CCRA may be held personally liable for monetary damages for any action taken, or any failure to take an action, relating to the person’s duties as an Officer or Director of CCRA unless:

- (a) The action or failure to act constitutes a breach of the duties of an officer or director of a Pennsylvania nonprofit corporation under Applicable Law; and
 - (b) The breach constitutes self-dealing, willful misconduct, or recklessness.
2. Paragraph 1 does not apply to responsibility or liability under any criminal statute or for the payment of taxes under any local, state, or federal law.

§C Indemnification.

1. *Indemnification of Directors and Officers.*
 - (a) Each Indemnitee will be indemnified and held harmless by CCRA for all actions taken by the Indemnitee and for all failures to take action (regardless of the date of the action or failure to act) to the fullest extent permitted by Applicable Law against all expense, liability, and loss (including attorneys' fees, judgments, fines, taxes, penalties, court costs, and settlement amounts) incurred or suffered by the Indemnitee in connection with any Proceeding. No indemnification may be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness.
 - (b) The right to indemnification provided in this ¶1 includes the right to have any expenses incurred by the Indemnitee in defending a Proceeding paid by CCRA in advance of final disposition of the Proceeding to the fullest extent permitted under Applicable Law; provided that, if the law continues to so require, payment of such expenses will be made only upon delivery to CCRA of an undertaking, by or on behalf of the Indemnitee, to repay all amounts advanced, without interest, if it is ultimately determined that the Indemnitee is not entitled to be indemnified under this ¶1.
 - (c) Indemnification pursuant to this ¶1 will continue as to an Indemnitee who has ceased to be a Director or Officer and inure to the benefit of his or her heirs, executors, and administrators.
2. *Indemnification of Employees and Other Persons.* CCRA may, by action of its Board and to the extent provided in that action, indemnify any employee of CCRA and any other person as though such person was an Indemnitee. To the extent that such person is successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue, or matter therein, CCRA may indemnify that person against expenses (including, without limitation, attorneys' fees) actually and reasonably incurred by the person in connection with the defense.
3. *Non-Exclusivity of Rights.* The rights to indemnification and to the advancement of expenses provided in this Article are not exclusive of any other rights that any person may have or may hereafter acquire, including under a statute, a provision of the Articles of Incorporation or Bylaws of CCRA, an agreement, or a Board Resolution.
4. *Contract.*
 - (a) The provisions of this Article relating to the limitation of liability, to indemnification, and to the advancement of expenses constitute a contract between CCRA and each of its Directors and Officers. That contract may be modified as to any Director or Officer only with that person's written consent or as specifically provided in this ¶4.
 - (b) Notwithstanding any other provision of these Bylaws, any repeal or amendment of this Article that is adverse to any Director or Officer may apply to that Director or Officer only on a

prospective basis, and may not reduce any limitation on the personal liability of an Officer or Director, or limit the rights of an Indemnitee under this Article to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment.

- (c) No repeal or amendment of these Bylaws may affect any or all of this Article so as either to reduce the limitation of Officers' and Directors' personal liability or to limit indemnification or the advancement of expenses in any manner unless the repeal or amendment has received the unanimous approval of the Directors eligible to vote on the matter, provided that the repeal or amendment has no retroactive effect inconsistent with ¶4.(b).

§D Insurance. So long as the insurance is available at commercially reasonable rates as determined by the Board, CCRA will, at its expense, purchase and maintain the following insurances:

1. Insurance for the benefit of any person on behalf of whom insurance is permitted to be purchased under Applicable Law against any expense, liability, or loss, whether or not CCRA would have the legal power to indemnify the person; and
2. Insurance to insure its indemnification obligations, whether arising under this Article or otherwise.

ARTICLE XIV. GENERAL AND MISCELLANEOUS PROVISIONS

§A Conflicts of Interest.

The Board must adopt and apply (and periodically review and, as appropriate, amend) policies and procedures related to apparent and actual conflicts of interest. Directors, Officers, Committee members and any other Individuals in positions of responsibility or trust in CCRA are expected to conduct their duties in accord with the best interests of the Corporation, high ethical standards, and the conflicts of interest policies and procedures adopted by the Board.

§B Compensation and Reimbursement.

Directors, Officers, and Committee members serve without compensation and may receive none from CCRA for their service either before, during, or after the service. They may, however, be reimbursed by CCRA for actual and reasonable costs incurred incident to their service in accord with a written reimbursement policy adopted by the Board.

§C Rules for the Conduct of Meetings.

The Board must adopt and apply (and periodically review and, as appropriate, amend) rules for the conduct of meetings of the Corporation and of the Board in conformity with these Bylaws and with generally accepted standards for the conduct of comparable meetings in similar organizations. The rules of conduct may permit the President or other meeting Chair to modify the rules if necessary or advisable under the circumstances of a specific meeting.

§D Transmission of Required Communications; Waiver.

1. *Transmission.*

- (a) Required written communications (including notices) may be delivered in person or by any other method of transmission reasonably ensured to reach the intended recipient, including postal mail, email, text, and other technologies that satisfy the requirements of §F.1.

- (b) For the purpose of delivering required communications, CCRA may rely upon the contact information supplied to it by or on behalf of the intended recipient.
 - (c) Except when these Bylaws provide that delivery is upon receipt, required written communications are deemed delivered when given, transmitted, or otherwise sent.
2. *Waiver.* The requirement of a written communication (including notice) may be waived in writing by any Individual entitled to the communication, either before or after the requisite time period. Attendance at a meeting is deemed a waiver of notice of the meeting except when an Individual attends only to object, and there does object, to the transaction of business on the ground that the meeting was not lawfully called or convened.

§E Meetings, Quorum, and Voting.

1. *Meeting.* Meetings at which binding commitments or final actions may be taken must be duly called and properly noticed. Reference in these Bylaws to such meetings should be understood as having to meet those requirements, whether stated in the Bylaws or not.
2. *Quorum.* If a quorum is required for a meeting, all Individuals entitled to vote at the meeting, whether present in person or by remote means, count in the quorum, including any persons who, for whatever reason, do not participate or vote on one or more matters at the meeting.
3. *Actions at Meetings.*
 - (a) *Required quorum.* Except for actions that may be taken without meeting, actions may be taken only at meetings at which any required quorum is attained.
 - (b) *Majority vote.* Except as otherwise provided in these Bylaws, a majority vote of those present and voting on a matter at a meeting is effective as action on the matter.
 - (c) *Loss of Quorum.* Once the required quorum for a meeting is attained, the quorum number of members need not be present at all times for actions to be taken. However, after the quorum is lost, approval of an action requires the vote of a majority (or other proportion needed for the specific action) of the required quorum number for the meeting.
 - (d) *Non-attendance.* Actions may be taken at a meeting at which any required quorum is attained even if one or more Individuals entitled to vote at the meeting are absent, regardless of the reason for the absence.
4. *Actions without Meeting.* The Board and Standing Committees may act without meeting only in accord with Articles VII§F and X§A.7, respectively. The Membership of the Corporation may not act except at a Meeting of the Corporation.
5. *Voting Method.* Individuals entitled to vote on a matter, whether at a meeting or without meeting, may vote by whatever procedure is provided for the purpose of voting so long as votes can be verified as having been cast by Individuals entitled to vote, and, if there is a right to a secret ballot then, unless that right is waived in writing, the voting procedure does not permit identification of how an Individual voted.
6. *Proxy Voting Prohibited.* Proxy voting is not permitted at any time.

§F Electronic and Remote Technologies. Except as otherwise provided by these Bylaws, electronic, remote, and other technologies may be used as follows:

1. *Writings.* When a notice or any other communication or matter is required to be written (or included in minutes or other record), any technology may be used so long as the technology allows text to be read or otherwise perceived by a natural person and to be reduced to print. This provision should be broadly construed to cover evolving methods of writings and other communications.
2. *Signatures and Approvals.* When a signature, approval, or authentication is required on a document or for a transaction, the requirement may be met by signing with pen in hand or, except when a hand signature is required for the specific matter, by using a secure technology whereby the signature, approval, or authentication is capable of verification, is under the sole control of the signing, approving, or authenticating party, and is affixed in such a way that the document or transaction cannot be modified without invalidating the signature, approval, or authentication. This provision should be broadly construed to cover evolving methods of signing, authenticating, and approving documents and transactions.
3. *Remote Meeting Participation.*
 - (a) Permitted participation in a meeting by remote means that meet the criteria in ¶(b) constitutes presence at the meeting, including for any required quorum.
 - (b) Meetings at which one or more Individuals entitled to vote participate by remote means must be conducted so that all those present and entitled to vote can hear or otherwise perceive the proceedings; can submit motions, questions, and comments on the business of the meeting; and can vote on action items. Thus, technologies such as teleconference, videoconference, and web-conference are acceptable means of remote meeting participation. This provision should be broadly construed to cover evolving methods for conducting and participating in meetings.
 - (c) At any meeting in which remote participation is permitted, once the Chair becomes aware that an Individual at a remote location who is entitled to vote at the meeting is unable to participate due to lack of power, access, audio, or other failure of equipment or technology affecting the Individual, the Chair may do any of the following:
 - i. hold the meeting so long as any required quorum is attained (including taking actions after loss of the quorum under §E.3(c));
 - ii. recess the meeting and resume it later if remote access is gained by the absent Individual within a reasonably short time;
 - iii. adjourn the meeting and reschedule it;
 - iv. adjourn the meeting and conduct essential business without meeting, if permitted to do so by these Bylaws;
 - v. carry on the meeting for discussion but not for action; or
 - vi. take any other prudent and reasonable action.

Historical Note: CCRA's Bylaws were adopted, amended, repealed or replaced effective May 22, 1989, February 9, 1999, May 22, 2001, May 22, 2013, May 25, 2016, [and (tentatively) July 1, 2021].