



**BREWERYTOWN
SHARSWOOD**
COMMUNITY CIVIC ASSOCIATION

Bylaws 2022

Standard Required Documents

CORPORATE BY-LAWS OF Brewerytown Sharswood Community Civic Association (A Pennsylvania nonprofit corporation)

ARTICLE I NAME AND PURPOSES

SECTION 1-01. NAME

The name of the corporation shall be, as stated in its Articles of Incorporation, as follows: Brewerytown Sharswood Community Civic Association. (hereinafter referred to as "Association").

SECTION 1-02. PURPOSES

(A)The Association shall be a non-partisan, non-profit organization established for the following boundaries within the City of Philadelphia (hereinafter referred to as "Community"): Ridge Ave – East, Girard Ave – South, 33rd Street – West, Cecil B. Moore Ave – North to include the following census tracts: 138, 139, 140, 147, 148, and 149.

(B) The association shall be devoted to the maintenance and furtherance of the civic, recreational, economic, educational and cultural aspects of the Community and shall have, without limitation, the following objectives: It is our mission to initiate the revitalization of our community in a varied approach. Improvement of the quality of life for the citizens of the community is a major objective. We seek to organize the residents of the community into a cohesive working group. The organized group will work towards the betterment of the neighborhood by seeking blight removal and construction of new housing. We will work on economic development and entrepreneurial creativity in the community. We will seek ways to help develop youth programs and foster educational development of our children. We will encourage and promote safety awareness within the community.

ARTICLE II OFFICES

SECTION 2-01. REGISTERED OFFICE.

The registered office of the corporation in Pennsylvania shall be at the place designated

in the Articles of Incorporation, subject to transfer as may be permitted by law.

SECTION 2-02. OTHER OFFICES.

The corporation may also have offices at such other places as the board of directors may from time to time appoint or the corporation may require.

ARTICLE III SEAL

SECTION 3-01. CORPORATE SEAL.

The corporate seal shall have inscribed thereon the name of the Association, the year of its incorporation and words "Corporate Seal Pennsylvania". Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE IV MEMBERSHIP AND MEETINGS OF MEMBERS

SECTION 4-01. MEMBERSHIP.

(A) The Association shall represent individuals of legal voting age

residing, owning property, or doing business in the Community, worshipping, and business proprietorships, partnerships, corporations or other business entities located in the community (hereinafter referred to as "members").

(B) No Membership Fee Required.

SECTION 4-02. PLACE OF MEETING.

All meetings of the members shall be held at the registered office of the Association or at such other place, within the Commonwealth of Pennsylvania, as the board of directors or members may from time to time determine.

SECTION 4-03. REGULAR MEETINGS.

(A) Regular meetings shall be held the third Thursday of the month from January, February, March, April, May, June, September, October and November except as otherwise determined by a vote of the membership, and at such time as the board of directors shall designate by resolution. The Board of Directors may, upon its own initiative, reschedule any regular meeting by

an amount no greater than 14 days, providing that it provides notice of such movement to the members as set forth in Section 6-01.

(B) At all regular meetings a report shall be made available by the treasurer of the Association's financial status and receipts and expenditures since the last regular meeting. Such further business shall be transacted at each regular meeting as may properly be brought before such meeting.

(C) The regular meeting held in January each year shall be the annual meeting of the Association. The annual meeting of the members shall be held for receipt of reports of operation from the directors (included in the report shall be a statement of the assets, liabilities, revenues and expenses for the year and a statement showing the number of members, increases or decreases in membership during the year and the location of the membership register), the election of officers, and the transaction of such other business as may properly be brought before the meeting. If a meeting for the election of officers shall not be held within six (6) months after the designated term, any

member may call such meeting at any time thereafter.

(D) The Board shall, at the first regular meeting following the election (if held at the first regular meeting), or at such other meeting as the Board shall reasonably determine, present to the membership for review, a budget for such fiscal year. The membership may not reject such budget but shall instead modify the budget prior to adoption. The budget constitutes a guideline for fiscal discipline and the Board shall not materially modify the budget without promptly reporting such modification to the members at a subsequent meeting.

SECTION 4-04. SPECIAL MEETINGS.

Special meetings of the members may be called at any time by the chair of the board, the president, a majority of the board of directors, or by at least ten percent (10%) (or such smaller percentage as may be provided by law in particular cases) of the voting members. If called by the voting members, such request shall be in writing delivered to the Recording Secretary of the Association, and shall state the time, place and purpose of

the meeting; and it shall be the duty of the Recording Secretary to call such meeting to be held not more than sixty (60) days after receipt of the request. If the Recording Secretary shall neglect or refuse to issue such call, the person or persons making the request may do so.

SECTION 4-05. QUORUM AND VOTING

Except as otherwise provided by statute or in these By-laws, the presence in person of at least 10% of the members entitled to vote on a particular matter shall be requisite and shall constitute a quorum for the purpose of considering such matter at any meeting of the members for the election of directors or for the transaction of other business. For the purposes of establishing a quorum, no member shall be entitled to vote on any matter (including the election of directors) considered at any meeting of the members unless each member attends the meeting in person and is a duly qualified voting member of the Association. Unless otherwise specifically provided by statute or in these By-Laws, the acts, at a duly organized meeting or members present in

person entitled to cast at least a majority of the votes which all voting members present and voting are entitled to cast shall be the acts of the members. The members present at a duly organized meeting can constitute to do business until adjournment, notwithstanding the withdrawal of any member.

SECTION 4-06. MEMBERS' VOTING RIGHTS.

Every person who is a voting member of the Association at the time of a members' meeting, who has demonstrated owning property or have residency, or doing business in the Community, worshipping, and business proprietorships, partnerships, corporations or other business entities located in the community (hereinafter referred to as "members"). A Pennsylvania or federal issued valid photograph identification, PA driver's license and non-driver's license and/or utility bill (gas or electric) to establish proof of residency, no post office box addresses accepted; a letter of recommendation from an authorized person of your place of worship; identified

your business in the community and how it is beneficial to the community; and who attends such meeting in person, shall have the right at such members' meeting to cast one vote; provided, however, that a member shall be entitled to vote for the election of officers only if demonstrated his membership no later than the day before the meeting at which nominations for such election are made. No member shall sell his vote for money or anything of value.

ARTICLE V OFFICERS, DIRECTORS, AGENTS AND EMPLOYEES

SECTION 5-01. OFFICERS AND DIRECTORS.

(A) The executive officers of the Association shall be appointed by the members, biennially, on even numbered years, and shall be a President, Vice President, Secretary, Treasurer and 10 Directors.

(B) Upon their election, the officers of the Association shall also be duly elected Board of Directors of the Association, which shall manage the business and affairs of the

Association. The officers (directors) of the Association shall hold office from the date of their elected day to the next election of the two years following their election, or until their successors are duly chosen and have qualified, unless they are sooner removed from office by death, resignation, or as provided by these By-Laws.

(C) If the office (directorship) of any officer (director) becomes vacant for any reason, the vacancy shall be filled by appointment of the President. Such appointment shall be effective immediately but shall be subject to confirmation by the members held at the next regular or special meeting of members after such appointment. In the event the appointment of the president is not so confirmed, a special election to fill the vacancy shall be held immediately by the elected members. In the event the President is removed from office by death, resignation or as provided by these By-Laws, the vacancy created thereby shall be filled without further vote of the members by the officer next in succession, in the order set forth above in this section.

(D) No person may be a candidate for or be elected to any office of the Association in any election of officers unless he or she is a member of the Association (or is the owner or co-owner of a business proprietorship, partnership, corporation or other business entity that holds a membership of the Association) dated no later than the day before the regular meeting of members in the month of immediately preceding the election. No officer of the Association may continue to serve as such unless he or she shall be a voting member of the Association, or shall be the owner or co-owner of a business proprietorship, partnership, corporation or other business entity that holds a business membership to the Association:

(E) The Association shall appoint an Election Committee comprised of Service Area (SA) residents to conduct the election of Board members who has demonstrated to be a member of the community as stated in Section 4.06. No member of the Election Committee may become a candidate for the Board or be appointed to the Board within six (6) months of the election. No Neighborhood Advisory Committee (NAC)

Program-related staff shall be appointed to the Election Committee. However, NAC Program staff shall provide staff support to the Election Committee.

1. The Election Committee shall be charged with the following responsibilities:
 - a. Establish procedures for holding the elections in accordance with the Association's organizational Bylaws and the requirements of this NAC Contract. The procedures shall be submitted to the Neighborhood Program Coordinator (NPC) for review and approval at least thirty (30) calendar days prior to the planned distribution date in the SA community;
 - b. Hold a meeting to receive nominations. If a petition procedure for nominating candidates at large or from neighborhood blocks is used, it shall be publicized in a manner approved by the NPC;
 - c. Verify the eligibility of the candidates in accordance with the Association organizational Bylaws;
 - d. Notify SA residents and the NPC of all candidates running for office as well as the date, time and location of the election, two (2) weeks prior to its taking place; and

e. Submit to the NPC a committee report summarizing election results with fourteen (14) calendar days of an election. This submission shall include a list of all Board members and their addresses, no post office box numbers accepted;

f. The Association shall abide by the conditions and obligations related to the election and shall ensure that the Contracted-mandated procedures with the Division of Housing and Community Development (DHCD) are followed as long as the Association is receiving funding from DHCD for the NAC program; and

g. The Association's Board of Directors shall seek the approval of SA residents in the decision-making process related to all activities of DHCD contract mandated activities.

(F) The President shall appoint a nominating committee of no less than three voting members of the Association in good standing. A majority of those appointed to the nominating committee must not be members of the current board of directors,

but the President shall serve as an ex-officio-voting member of the nominating committee. The members of the nominating committee shall be announced to the regular meeting membership at least 30 days prior to the election. The nominating committee shall present at least one qualified candidate who has agreed to serve if elected, at the regular general meeting at least 30 days prior to the election to its members. After the report of the nominating committee has been made, nominations for each officer shall be considered from the floor, in the order named above. Should any nominee withdraw or otherwise become ineligible to serve during the time between the meeting and biannual election meeting, the nominating committee may at its discretion provide another qualified nominee for that office, to be included in the ballot and announced at the annual election meeting, but no other nominees shall be considered at the annual election meeting of the members. The term of appointment of nominating committee shall end upon the election of officers at the annual election meeting.

(G) Any candidate nominated for an office by the nominating committee must also

provide consent to be nominated for that office, which consent may be provided verbally prior to the nomination being presented. No nomination shall be considered from the floor unless the person nominated is present and accepts the nomination at the meeting, or if not present, has executed a written authorization and consent to be nominated for that particular office (or directorship) prior to the nomination being presented.

1. A candidate must be a member under the conditions stated in Section 4.06 and has attended at least 14 general meetings within the last two years of the election year. Attendance sheets will be provided at all meetings, each attendee and/or member is encouraged to sign the sheet. Sign-in sheets will be stamped time.
2. A candidate must have volunteered at least a 100 hours within the Service Area of the Association as approved by the Board of Directors within the last two years of the election year. At least seven business days prior to the election a candidate must submit to

the board or NAC staff by email approval for volunteered hours.

3. A candidate must present at a general meeting stating their name and their involvement in the community before or on the Election Day.

(H) Vote shall be by secret ballot, except that in the case of offices for which there is one nominee the vote may be, at the discretion of the President, by voice vote or a show of hands. If no candidate for office receives a majority of the vote of members present and entitled to vote, the ones receiving the lowest number of votes shall be removed from the ballot and another vote taken. This procedure shall be repeated until one candidate received majority.

(I) Should a person be elected to more than one office he shall assume the highest office listed above.

SECTION 5-02. AGENTS OR EMPLOYEES.

The members may by resolution designate the officer or officers who shall have the authority to appoint such agents or

employees as the needs of the Association may require. In the absence of such designation this function may be performed by the President and may be delegated by him to others in whole or in part.

SECTION 5-03. COMPENSATION.

No officer (director) of the Association shall derive any salary or other compensation by virtue of his office.

SECTION 5-04. REMOVAL OF OFFICERS, DIRECTORS, AGENTS, OR EMPLOYEES.

Upon determination of the board of directors that the best interests of the Association so require, proceedings may be instituted to remove any officer (director). Such officer instituted to remove any is eligible to vote on the question of his removal. Upon institutions against an officer (director), the privileges, duties and responsibilities of such officer (director), shall be removed from his and automatically vested in the President. The removal from office of such officer (director) shall be by vote of the voting members within sixty (60) days at a special

meeting duly convened or at the next regular meeting of members, subject to the notice requirements in Section 6-01. The officer (director) shall resume his or her privileges, duties and responsibilities immediately if fewer than two-thirds of the members present vote for removal or if the question of the removal is not put to a vote of the members within sixty (60) days. Any agent or employee of the Association likewise may be removed by the President or, subject to his supervision, by the person having authority with respect to the appointment of such agent or employee.

SECTION 5-05. CHAIR OF THE BOARD AND PRESIDENT: POWERS AND DUTIES.

(A) The President shall be the chair of the board and, as such, shall preside at all meetings of the board of directors. He shall be the senior officer of the Association and shall have such powers and duties as the board may prescribe.

(B) The President shall be the chief executive officer of the Association. He shall have general charge and supervision of

the business of the Association and shall exercise or perform all the powers and duties usually incident to the office of President, and shall preside at all meetings of the members of the Association.

(C) A person may hold the office of President as often as he or she may be duly elected to such office.

**SECTION 5-06. VICE-PRESIDENT:
POWERS AND DUTIES.**

The First Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice-President shall have such other powers and perform such other duties as may be assigned to him by the board of directors.

**SECTION 5-07. SECRETARY:
POWERS AND DUTIES.**

The Recording Secretary shall attend all sessions of the board and all meetings of the members and act as clerk thereof, and record all the votes and minutes thereof in books to be kept for that purpose; and shall perform

like duties for the executive committee or the board of directors when required. He shall give or cause to be given, notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board or by the President. He shall keep in safe custody the corporate seal of the Association, and may affix the same to any instrument requiring it and attest the same. He shall also be responsible for all Association correspondence at the direction of the President.

**SECTION 5-08. TREASURER:
POWERS AND DUTIES.**

The Treasurer shall be chief financial officer and shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the Association. He shall see to the deposit of all moneys and other valuable effects in the name and to the credit of the Association in such depository or depositories as may be designated by the board of directors, subject to disbursement or disposition of orders signed in such manner as the board of directors shall prescribe. Whenever the board may require

it, he shall render to the directors or to the members, at the regular meetings of the board or members, an account of all his transactions as Treasurer and of the results of operations and financial condition of the Association and a budget for the succeeding fiscal period.

SECTION 5-09. DIRECTORS: POWERS AND DUTIES.

The Directors shall exercise such powers and shall be the subject to such duties as the President may form from time to time prescribes.

SECTION 5-10. PLACE OF MEETINGS OF DIRECTORS.

The meetings of the board of directors may be held at such place within the Commonwealth of Pennsylvania as a majority of the directors may from time to time by resolution appoint, or as may be designated in the notice or waiver of notice of a particular meeting; in the absence of specification, such meetings shall be held at the registered office of the Association.

SECTION 5-11. FIRST MEETING OF DIRECTORS.

The first meeting of each newly elected board of directors shall be held the second Monday following their election, or at such other time as the board of directors shall designate. If any day fixed for a regular meeting shall be a legal holiday, then the meeting shall be held at the same hour and place on the next succeeding business day.

SECTION 5-12. REGULAR MEETINGS OF DIRECTORS.

Regular meetings of the board of directors shall be held monthly at such time as the board of directors shall designate at its initial meeting following election. If any day fixed for a regular meeting shall be a legal holiday, then the meeting shall be held at the same hour and place on the next succeeding business day.

SECTION 5-13. SPECIAL MEETINGS.

Special meetings of the board of directors may be called at any time by the President, and shall be called upon the written request

of three (3) or more of the directors delivered to the recording secretary. Any such request by directors shall state the time and place of the proposed meeting, and upon receipt of such request it shall be the duty of the Recording Secretary to issue the call for such meeting promptly. If the Recording Secretary shall neglect to issue the call, the directors making the request may issue the call.

SECTION 5-14. QUORUM.

At all meeting of the board a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be in the acts of the board of directors, except as may otherwise be specifically provided by statute, or by the Articles of Incorporation, or by these By-Laws.

SECTION 5-15. ADJOURNMENT.

Adjournment of any regular or special meeting may be taken, and it shall not be necessary to give any notice of the

adjourned meeting or of the business to be transacted thereat other than by announcement at which such adjournment is taken. At any adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting originally called.

SECTION 5-16. GENERAL POWERS.

The board of directors may exercise all such powers of the Association and do all such lawful acts and things as are not by statute, or by Articles of Incorporation or by these By-Laws, directed or required to be exercised and done by the members.

SECTION 5-17. COMMITTEES.

(A) There shall be standing Committees on Administration, Business and Entrepreneurship, Community Revitalization, Education, Sanitation, and Public Safety and such other committees or advisory groups as the President, with the approval of the board of directors, may from time to time create.

(B) The President, with the approval of the board of directors, shall designate the function, responsibility and chairs, as appropriate and desirable, of such committees or boards. In the absence of the appointment of a chair, the President shall serve as chair of any committees so created.

(C) The chair of each committee shall, with the approval of the President, appoint members of the committee from members in good standing of the Association. The chair and members of each committee shall be appointed at the first regular meeting following annual meeting for the next succeeding year or at such other time as the board of directors so designates.

(D) Chairs and members of committees may be removed for cause by the directors of the Association.

SECTION 5-18. INFORMAL ACTION BY DIRECTORS.

Notwithstanding anything to the contrary contained in these By-Laws, any action which may be taken at a meeting of the directors, if any, may be taken without a

meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors or the members of the executive committee, as the case may be, and shall be filed with the secretary of the Association.

SECTION 5-19. ELECTRONIC VOTING BY DIRECTORS.

Notwithstanding anything to the contrary contained in these By-Laws, any action which may be taken at a meeting of the directors, if any, may be taken without a meeting, if a majority of such members agree in writing, via electronic communication after discussion, electronic or otherwise, between the members and after a vote in such a manner is so called by a person entitled to vote on such matter.

ARTICLE VI NOTICE OF DIRECTORS OR MEMBERS MEETINGS

SECTION 6-01. MANNER OF GIVING NOTICE

(A) Notice shall be deemed to have been properly given to a member when published

in the Association's newsletter, posted on email and social media sites of general distribution in the Community, or when delivered to members individually as set forth in the next clause. Alternatively, notice may be given by publishing the information at a regular meeting and promptly posting the same on the Association's web site. Notice to a director shall be given when delivered to such director individually as set forth in the next clause.

(B) Notice shall be deemed delivered to members individually if it is deposited in the United States mail with first class postage prepaid, or via electronic mail, directed to the address appearing on the books of the Association or supplied by the member or director to the Association for the purpose of notice. A certificate of affidavit by the Recording Secretary shall be prima facie evidence of the giving of any notice required by these By-Laws.

(C) If the notice is sent by mail or by electronic mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or onto the Internet, with a copy retained, for transmission to such person.

(D) Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting of members, the general nature of the business to be transacted.

SECTION 6-02. TIME OF NOTICE

Except as expressly set forth herein, Notice of a meeting of the members shall be given by, or at the discretion of, the Recording Secretary or other person or persons authorized to call the meeting, to each voting member of record on the date such notice is sent, at least five days prior to the day named for the meeting, unless a greater period of notice is required by law in a particular case. Notice of a meeting of the directors shall be given by, or at the discretion of, the Recording Secretary or other person or persons authorized to call the meeting, to each director on the date such notice is sent, at least five days prior to the day named for the meeting.

(A) At least ten days notice must be given to the members before a vote may be scheduled on the removal from office of a director.

(B) In the event a meeting of the membership is rescheduled by the Board of Directors, the notice required shall be reasonable notice. For this purpose, reasonable notice shall be the lesser of a. announcement at the prior meeting and promptly posting such change on the Association's web site, and such other notice as is reasonable due to exigent circumstances (snow, facility closure, etc), followed by prompt posting of the changed time on the Association's web site.

SECTION 6-03. WRITTEN WAIVER

Whenever any written notice is required to be given to a member or director under the provisions of applicable law or by these By-Laws, a waiver thereof in writing, signed by him either before or after the time stated therein, and whether before or after the time stated therein, and whether before or after the meeting, shall be deemed equivalent to the giving of due notice. Except in the case of a special meeting of members, neither the business to be transacted at nor the purpose of such meeting need be specified in the waiver of notice of such meeting.

SECTION 6-04. WAIVER BY ATTENDANCE

Attendance of any person in person at any meeting shall constitute a waiver of notice of such meeting, except where a person entitled to notice attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

SECTION 6-05. MODIFICATION OF PROPOSAL CONTAINED IN NOTICE.

Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may adopt it with such clarifying or other amendments as does not enlarge its original purpose without further notice to persons not present in person.

ARTICLE VII RECORDS

SECTION 7-01. CORPORATE RECORDS.

The Association shall keep at its registered office in this Commonwealth or at its principal place of business wherever situated an original or duplicate record of the proceedings of the members and directors and the original or copy of its By-Laws, including all amendments and alterations thereto to date, and an original or duplicate membership register, giving the names and addresses of the members, and the class, if any, and other pertinent details of their membership. In any case where membership has been terminated, such fact shall be recorded in the register together with the date on which membership ceased. The Association shall also keep complete and accurate books or records of account.

SECTION 7-02. RIGHT OF INSPECTION.

Every member shall, upon writing demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, one reasonably related to the interest of such person as a member, the membership register, books and records of account, and records of the

proceedings of the members and directors, and to make copies or extracts there from. The books or records of membership shall also be produced at any annual or special meeting of the Association, upon request of a member.

SECTION 7-03. EXECUTION OF WRITTEN INSTRUMENTS.

All contracts, deeds, mortgages, obligations, documents and instruments, whether or not requiring a seal, may be executed by the President or a Vice-President and attested by the Recording Secretary or the Treasurer, or may be executed or attested, or both, by such other person or persons as may be specifically designated by resolution of the board of directors. All checks, notes, drafts and orders for the payment of money shall be signed by at least two of such unrelated officers as the board of directors may from time to time designate.

ARTICLE VIII MISCELLANEOUS PROVISIONS

SECTION 8-01. TRANSACTIONS WITH DIRECTORS AND OFFICERS

Without limiting the provisions of applicable law, no contract or transaction between the Association and one or more of its directors or officers, or between the Associations and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the board of directors which authorizes the contract or transaction, if the material facts as to his interest and as to the contract or transaction are disclosed or are known to the board of directors and the board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested officers even though the disinterested directors are less than a quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board, which authorizes the contract or transaction specified in this section.

SECTION 8-02. PUBLIC STATEMENTS BY MEMBERS.

Each member has the right to speak as a member of the Association. No member has the right to speak for, demonstrate on behalf of or represent the Association in public unless expressly or impliedly authorized by these By-Laws, or the Board of Directors, or expressly authorized by the voting members.

ARTICLE IX AMENDMENT OF BY- LAWS

SECTION 9-01. AMENDMENTS.

These By-Laws may be altered, modified, amended, supplemented or repealed only by the vote of members entitled to cast at least two-thirds of the votes which all members present are entitled to cast thereon, at any two consecutive regular or special meetings of the members, duly convened after notice to the members of that purpose; or by unanimous written consent or consents of all the members, without a meeting.

ARTICLE X PROTECTION OF DIRECTORS AND OFFICERS

SECTION 10-01. PERSONAL LIABILITY.

No person who is or was a director of the Association shall be personally liable for monetary damages for any action taken, or any failure to take action, as a director, unless the director has breached or failed to perform the duties of office as set forth in Section 8363 of the Pennsylvania Directors' Liability Act (Act No. 1986-145), and (if) the breach or failure to perform constitutes self dealing, willful misconduct or recklessness, subject to the limitations provided for in the Act.

SECTION 10-02. INDEMNIFICATION.

The Association shall indemnify any person ("Indemnified Person") who is a party, or who is threatened to be made a party, to any threatened, pending or complete action, suit or proceeding, whether civil, criminal or administrative, by reason of being a director or officer of the Association, against expenses (including costs and attorneys'

fees), judgments and amounts paid in settlement actually and reasonably occurred in connection with such action, suit or proceeding ("Indemnified Liabilities") in all cases and circumstances, except 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.

SECTION 10-03. INDEMNIFIED LIABILITIES.

In addition, the Association shall indemnify any Indemnified Person against Indemnified Liabilities to the full extent otherwise authorized by Pennsylvania law, including, without limitation, the indemnification permitted by the Nonprofit Corporation Law of 1972.

SECTION 10-04. CONFLICT OF INTEREST

No person who is an employee, agent, consultant, officer, or elected or appointed official of the grantee or project sponsor and who exercises or has exercised any functions

or responsibilities with respect to assisted activities, or who is in a position to participate in a decision making process or gain inside information with regard to such activities, may obtain a financial interest or benefit from the activity, or have an interest in any contract, subcontract, or agreement with respect thereto, or the proceeds there under, either for himself or herself or for those with whom he or she has family or business ties, during his or her tenure or for one year thereafter.

(a) Exceptions: Threshold requirements.

Upon the written request of the recipient, the Board may grant an exception to the provisions of paragraph (a) of this section when it determines that the exception will serve to further the purposes of the program and the effective administration of the recipient's program or project. An exception may be considered only after the recipient has provided the following:

- (1) A disclosure of the nature of the conflict, accompanied by an assurance that there has been public disclosure of the conflict and a description of how the public disclosure was made; and
- (a) Factors to be considered for exceptions. In determining whether to grant a requested exception after the recipient has satisfactorily met the requirements of paragraph (b) of this section, the Board will consider the cumulative effect of the following factors, where applicable:
 - (1) Whether the exception would provide a significant cost benefit or an essential degree of expertise to the program or project that would otherwise not be available.
 - (2) Whether the person affected is a member of a group or class of eligible persons and the exception will permit such person to receive generally the same interests or benefits as are being

made available or provided to the group or class;

- (3) Whether the affected person has withdrawn from his or her functions or responsibilities, or the decision making process with respect to the specific assisted activity in question;
- (4) Whether the interest or benefit was present before the affected person was in a position as described in paragraph (a) of this section;
- (5) Whether undue hardship will result either to the recipient or the person affected when weighed against the public interest served by avoiding the prohibited conflict; and
- (6) Any other relevant considerations.

SECTION 10-05. CODE OF CONDUCT

Brewerytown/Sharswood Community Civic Association (BSCCA)

Purpose:

The Brewerytown/Sharswood Community Civic Association (BSCCA) sets forth this Code of Ethics to guide the professional and personal conduct of members of the association and/or its affiliates.

Policy:

BSCCA's commitment to integrity begins with complying with laws, rules and regulations where we do business. If we are unsure of whether a contemplated action is permitted by law we should seek the advice from a resource expert. We are responsible for preventing violations of law and for speaking up if we see possible violations.

BSCCA, its Board, subcommittees, volunteers and its employees will take every due and proper measure to ensure that there is not and that there shall not appear to be, any conflicts between the personal and private interest of volunteers and employees and their responsibility to BSCCA, its service users, the general community, and

the funding partners. Actions that may serve to compromise the integrity of BSCCA will not be condone or allowed.

Specific guidelines are outlined below:

1. Service

- a) Always act with fairness, honesty, integrity and openness: respect the opinions of others and treat all with equality and dignity without regard to gender, race, color, creed, ancestry, place of origin, political beliefs, religion, marital status, disability, age, or sexual orientation.
- b) Promote the mission and objectives of BSCCA in all dealings with the public on behalf of the Association and within BSCCA.
- c) Provide a positive and valued experience for those receiving service or goods within and outside BSCCA.

2. Accountability

- 1) Act with honesty and integrity and in accordance with any professional standards and/or governing laws and legislation that have application to the responsibilities you perform for or on behalf of BSCCA.

- 2) Take responsibility for your actions and decisions. Follow reporting lines to facilitate the effective resolution of problems.

3. Conflict of Interest

- a) Conflict of interest arises when a person participates in a decision about a matter (including any contract or arrangement of employment, leasing, sale or provision of goods and services) which may benefit or be seen to benefit that person because of his/her

direct or indirect monetary or financial interests affected by or involved in that matter.

- b) It is the duty of any person involved in BSCCA to adhere to the Conflict of interest Policy at all times. In the event that such a matter arises, the person shall formally disclose the interest, refrain from attempting to persuade or influence other persons participating in the decision, and shall not cast any vote on the matter.

4. Confidentiality

Respect and maintain the confidentiality of information gained as a volunteer or board member, including, but not limited to, all computer software and files, BSCCA business documents and printouts, and

all volunteer, employee membership, donor and supporter records.

5. Personal or sexual harassment

- 1) Sexual harassment is any conduct, comment, gesture or contact of a sexual nature that one would find to be unwanted or unwelcomed by any individual, or that might, on reasonable grounds, be perceived by that individual as placing a condition of sexual nature on an employment or career development.

- 2) Personal harassment means any conduct whether verbal or physical that is intimidating or discriminating in nature, based upon another person's race color, ancestry, place of origin, political beliefs, religion, marital status, physical or

mental disability, sex, age or sexual orientation.

- 3) Hostile behavior in the form of negative language, profanity, or threats, directed at an individual that is unwanted or unwelcomed, and/or substantial distress in that person, and serves no legitimate purpose is not permitted. BSCCA has a zero tolerance policy with respect to Personal/Sexual Harassment. Personal/Sexual Harassment in any form is strictly prohibited and may be grounds for dismissal as a volunteer, member, or affiliate.

6. Code of Conduct Declaration

I have read, understand, and agree to abide by the Code of Conduct of the Brewerytown/Sharswood Community Civic Association (BSCCA). I understand that such adherence is a

condition of my membership. I understand that a violation of the Code of Conduct may be grounds for dismissal as a member or volunteer.

Sign _____
day of _____ 20 _____