

Cheltenham Chamber of Citizens

A Pennsylvania Nonprofit

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Founded in 2009, Incorporated 11/4/2009

PREAMBLE TO THE BYLAWS

The following bylaws, starting on the next page, are intended to help and guide the Board members and members to promote effective management of the Cheltenham Chamber of Citizens (hereinafter "CCC" or Organization) for the mutual benefit of and effective performance by its members and supporters. In this context, the bylaws shall:

1. Establish a framework for the legal, ethical, and effective operation of the CCC.
2. Establish rules and guidelines that are sufficiently flexible to enable the officers to adapt the activities, functions, resources, and finances of the Organization to the membership's interests, objectives, demographics, applicable laws, and other conditions that may affect the members as citizens of The Township of Cheltenham.
3. Enable the CCC to conform to Federal and Pennsylvania State rules and regulations applicable to the Organization's status as a Pennsylvania non-profit corporation.
4. Enable the officers to utilize the CCC's tangible and intangible property and resources to the best advantage of the Organization's objectives.
5. Establish and maintain a policy within its bylaws to protect and limit the use of the personal data of the members and the CCC's data.
6. Support and encourage the voluntary, active participation and interaction of all Township residents in the objectives and activities of the Organization.

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BYLAWS

ARTICLE I NAME

The name of the organization shall be Cheltenham Chamber of Citizens (CCC).

ARTICLE II PURPOSE

As detailed in the Articles of Incorporation, the purposes of the Cheltenham Chamber of Citizens include but are not limited to educating local citizens and the general public as to issues of relevance and concern regarding Cheltenham Township, Montgomery County, Pennsylvania and the establishment of systems of dialog amongst persons of interest and concern in the governance of Cheltenham Township.

ARTICLE III MISSION STATEMENT

Cheltenham Chamber of Citizens is a membership-based, publicly supported, nonprofit charitable organization whose mission is to promote, maintain and enhance the quality of life of its members and the Township of Cheltenham residents. The CCC will pursue its objective by championing civic engagement, advocating for more transparency in local government, and being a proponent for more responsive representation in local and regional matters.

ARTICLE IV GENERAL INFORMATION

4.1. The Corporation shall be known as the Cheltenham Chamber of Citizens (or "CCC", or "Organization", or "Corporation"). As used in these bylaws, the word "may" should be construed as discretionary; the word "shall" should be construed as mandatory; and the words "Cheltenham" and "Township" refers exclusively to the Township of Cheltenham, Montgomery County, PA. Any reference to residents shall be construed as to include all members of the CCC as well as all residents of the Township of Cheltenham.

4.2. The post office address and the legal address of the Organization's registered office in the Commonwealth is identified in Article X-4.

4.3. Privacy Statement: secured organizational information, including but not limited to membership data, financial records, and passwords, is confidential, and shall be given to no one, unless explicitly approved by at least two thirds of all members of the Board.

ARTICLE V MEMBERS

5.1. Full membership in the CCC shall be open to all residents of the Township of Cheltenham, minimum age of 15 years, and all members prior to the date of incorporation. Individuals meeting the specified qualifications shall be considered members upon the CCC's receipt of a written request for membership. Members who join at a meeting shall be eligible to vote at the next meeting. At the discretion of the Board, full members may, as a condition of full membership, be required to pay dues and/or an entrance fee to support the activities and objectives of the CCC. Any such fee or dues shall apply equally to all full members. Full members are entitled to vote.

5.2. Individuals who do not qualify for full membership, but who might be affected by issues of concern to the CCC and/or who support CCC causes, may join the Organization as associate members. Associate members shall not serve on the Board and shall not have voting privileges. Dues and/or entry fees for associate members may be waived or

reduced.

5.3. The Board shall conduct one (1) or more periodic informational meetings for the members in any given 12-month span. At least 20 hours notice of such a meeting shall be given, to be made known via the methods of communication identified in Article X-1.

5.4. One of the informational meetings, to be held in January, shall be designated by the Board as the Organization's annual business meeting. To conduct valid business at this meeting, voting members numbering at least five percent (5%) of the voting membership shall be present and at least fourteen (14) days notice shall be given to all members. The primary purpose of this annual meeting is to elect the members of the Board. At this meeting members may also transact such other business as may properly come before the meeting. To be approved, any issue must receive a majority vote of the full members present. If the business meeting is not held as required, any ten (10) members may require the President to schedule a meeting within thirty (30) days.

5.5. The Board may define and create classes of membership other than regular and associate, such as but not limited to: student, family, and senior members. However, the principal qualification for membership shall always be an interest in and concern for issues that will affect the Township. Consistent with current local, state, and federal anti-discrimination laws, the Corporation shall not discriminate in accepting members.

ARTICLE VI BOARD OF DIRECTORS

6.1. The Board of Directors (the "Board") shall consist of not less than five (5) and not more than 25 members. The members of the Board shall be full members of the Corporation. If the Board falls below the minimum of five (5) members, the Board may continue to operate as is while in search of qualified member(s) able and willing to fill the vacancy or vacancies.

6.2. Board members shall serve for a two (2) year term and may be reelected.

6.3. The Board shall have the power to fill vacancies in and/or appoint new members to

the Board by a majority vote of all current Board members. At its discretion, the Board may ask the CCC membership to vote for one or more new Board members.

6.4. The Board, by the affirmative vote of two-thirds of all Board members, may remove from the Board any Board member who shall have been absent without prior notification from three (3) consecutive meetings of the Board. The Board may also remove, by the affirmative vote of two-thirds of all Board members, any Board member who shall have been absent from any five (5) regular Board meetings during a CCC fiscal year, provided said Board member and the Board shall have been given at least ten (10) days notice of such proposed vote in either of the above situations.

6.5. The Board shall have the general charge and management of the business of the Organization in conformity with the laws of the Commonwealth of Pennsylvania and the Articles of Incorporation of the CCC. Unless otherwise noted, any action to be taken by the Board may be accomplished by a majority vote of all Board members without the necessity for a formal meeting. The Board may also conduct business and vote on material issues between regular or special meetings via phone, email, or informal sessions. Such matters and votes shall be conducted in compliance with Article X-2 herein, and shall be recorded and made part of the Organization's formal records.

6.6. Periodic meetings of the Board shall be held at such times as the Board shall designate. As an objective, meetings shall be held monthly, but in any case not less than quarterly. Special meetings of the Board shall be held whenever called by the President. The President shall call a special meeting of the Board upon the request of at least five (5) of its members, setting forth the purpose or purposes of such meeting.

- (a) A quorum for all meetings of the Board shall consist of a majority of all Board members if the number of Board members is odd. If the number of Board members is even, a quorum shall consist of one half of that number.
- (b) Regular motions raised by the Board shall require a majority vote of the Board members present at the meeting.
- (c) When a subject requires the vote of the entire Board, all Board members must be polled. If tie vote occurs, the President shall cast a second vote.
- (d) When a subject requires the majority vote of only the Board members present at

a Board meeting, and a tie vote occurs, the President shall cast a second vote.

6.7. Notice of the business to be discussed shall be given at least 20 hours prior to any regular or special meeting of the Board. Additional business, unless otherwise required by law or by these bylaws, shall be determined by a majority of the Board members present at any and all meetings.

6.7. Any Board member with a personal and/or financial interest in an issue presented to the Board for a vote cannot vote on that issue.

ARTICLE VII OFFICERS

7.1. The officers shall consist of a President, who shall also be Chairperson of the Board, one or more Vice Presidents, Secretary, Treasurer, Webmaster and Membership Coordinator. Other officers, identified as useful to the Organization, may be defined and appointed by the Board.

7.2. The officers shall be elected by the Board from among the Board members who were duly appointed. At the annual business meeting the CCC membership shall ratify by voice vote the Board's selection of officers. If this be inconclusive, a paper ballot will be used.

7.3. No individual shall serve in the same office for more than 24 months in any 36 month period.

7.4. In the event of failure by an officer to fulfill the duties of office for a period of at least two months, that officer may be removed by a two-thirds majority vote of all Board members. The officer in question and the Board shall be given at least fourteen (14) days notice prior to such a vote for removal.

7.5. In the event of malfeasance by any officer, that officer may be removed by a two-thirds majority vote of all Board members. The officer in question and the Board shall be given at least twenty (20) hours notice prior to such a vote for removal. Said officer is prohibited from transacting any CCC business during the notice period.

ARTICLE VIII DUTIES OF OFFICERS

8.1. The President shall be the Chief Executive Officer of the Corporation, with authority to delegate responsibilities and commensurate authority to the officers, and shall also preside over all meetings of members of the CCC and the Board.

8.2. The Vice President(s) shall perform all duties delegated by the President, and, in the absence of the President, shall (in order of rank) perform the duties of the President.

8.3. The Treasurer shall have the care and custody of the funds and securities of the Corporation, and deposit same in the name of the Corporation in such bank(s) as the Board may designate. The Treasurer shall be responsible for keeping the Corporation's non-profit status current and legal. The Treasurer shall give no notes or evidences of indebtedness unless authorized by the Board, which authority shall be evidenced by the signature of the President, or Vice President, or a majority of the Board. Unless otherwise provided by the Board, the Treasurer or President shall sign all checks, drafts, notes, and orders for payment of money; the signature of a second Board member shall be required. The second officer signing shall not be related to the first signatory. At each Board meeting the Treasurer shall present a brief financial report.

8.4. The Secretary shall keep the minutes of the Board and also the minutes of the annual business meeting of the Corporation; attend to the giving and serving of all notices of the Corporation; affix and attest to the seal of the Corporation on all legal documents, if required, when signed by the President or other officers; have charge of all papers and documents as the Board may direct; and shall attend to all correspondence as may be assigned by the Board, as well as perform all duties incidental to the office. The office and duties of the Secretary may be divided between a Corresponding Secretary and a Recording Secretary, at the discretion of the Board.

8.5. The Webmaster shall maintain and be responsible for the content and security of the CCC website.

8.6. The Membership Coordinator should keep an accurate list of all members and coordinate activities to foster membership.

8.7. All officers acting in such capacity and in good faith on behalf of the Corporation shall be indemnified, defended, and held harmless as to all suits, claims or liabilities incurred or which may be asserted against them or any of them in the course of such actions or as a result thereof, except in any criminal proceedings.

ARTICLE IX COMMITTEES

9.1. Special committees may be appointed by the President with the advice and consent of the Board to execute specific tasks as may be given.

ARTICLE X MODIFICATIONS

10.1. These bylaws may be modified to adapt to evolutionary changes in the Organization's objectives and operations, and to changes in applicable laws, rules, and regulations. Only a member of the Board may initiate a motion to change the bylaws. Any motion to change the bylaws shall cause the proposed change to be categorized as either an amendment or as a revision, as determined by a two-thirds majority of all members of the Board.

10.2. Amendments: Substantive changes to the structure, procedures, and other content that materially alter the Organization's objectives and/or affect the way it operates or governs itself, shall be addressed as amendments. To be accepted as a permanent change to the bylaws, a proposed amendment must be submitted to all full members of the CCC for approval. The text of the proposed amendment along with the reasons for the change and the voting deadline, shall be made available to all full members at least fourteen (14) days prior to that deadline. To be approved, at least two thirds of all the votes cast, must be in favor.

10.3. Revisions: Changes in administrative data, as listed in this Article X, Section 4, or to

clarify existing language, or that have no effect on the way the Organization operates or governs itself, may be addressed as revisions. To be accepted as a permanent change to the bylaws, a proposed revision must be submitted to all members of the Board for approval.

10.4. The current administrative data is as follows:

- (a) Legal address of the Corporation:
127 Hewett Road
Wyncote, PA 19095

- (b) Mailing address of the Corporation (if different from legal address):
- (c) Telephone number: 1-215-885-9592
- (d) E-mail address: cheltenhamchamberofcitizens@gmail.com
- (e) Url for CCC website: <http://www.cheltenhamchamberofcitizens.com/>
- (f) Fiscal year: February 1 to January 31
- (g) Bank: Wells Fargo Bank

10.5. History of Changes: All amendments and revisions shall be maintained as an inseparable attachment to these bylaws. This Attachment #1 shall contain the full text of the deletions and additions that comprise the modification, along with the date of affectivity. The first page of the bylaws shall identify the date of the most recent modification.

ARTICLE XI COMMUNICATION

11.1. Notices and communications to the membership, as required in these bylaws, must, at a minimum, be distributed by an electronic mailing using the membership database.

11.2. Notices and communications to and between Board members, as required in these bylaws, may be distributed by any of, but not be limited to:

- (a) Electronic mail.
- (b) Telephone or fax.
- (c) Paper, mailed via the US Postal Service.

(d) Telephone conference call, when and to the extent feasible.

11.3. The Board shall make a best effort to notify the entire membership about elections, meetings, other events relevant to the issues, and revisions to these bylaws.

ARTICLE XII MISCELLANEOUS

12.1. Dues and fees, as determined by the Board, shall be due and payable when a person joins, and upon annual renewal. The Board shall set the level of dues for all classes of membership.

12.2. When there is a dispute among the members of the Board, or during the annual business meeting, as to procedures, then the current “Roberts Rules of Order” shall be followed.

12.3. A quorum of any general meeting of members where CCC business is to be voted upon shall be at least five percent (5%) of the number of those entitled to vote. Upon failure of a quorum to attend, the vote shall be conducted electronically or deferred until the next meeting of members.

12.4. These bylaws, including the attachments, shall be available on the CCC website.

12.5. All affairs of the Corporation shall be conducted in accordance with the laws of the United States and the Commonwealth of Pennsylvania. Powers, rights, duties, and options not specifically addressed or foreclosed by the Articles of Incorporation and these bylaws remain open to the Corporation.

ARTICLE XIII DISSOLUTION

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

assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization of organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Attachment #1

History of Bylaws Changes

This attachment documents formally approved revisions and amendments (see Art VII-5)

