

BYLAWS OF CENTRAL ROXBOROUGH CIVIC ASSOCIATION

Amended May 6, 2021

Article I – Name

The name of this organization shall be “Central Roxborough Civic Association” (the CRCA)

Article II – Purpose

The purpose of this organization shall be to promote and exemplify a community of concerned, caring and loving neighbors. The organization shall identify problems, seek out and discuss alternative solutions, and work toward the solution that best serves the community at large.

The Central Roxborough Civic Association is an all-volunteer, non-profit organization that works to maintain and enhance the qualities of our neighborhood that make it attractive to residents and businesses. CRCA provides a forum for neighbors to learn about and give input into issues that affect the community such as land use and zoning, safety, and environmental and economic sustainability.

Article III. – Location and Boundaries

The Central Roxborough Civic Association shall encompass that area:

- **bounded on the NORTH** by the northern side of Gates Street from Silverwood Street to Henry Avenue, then on the line created by Hermitage Street from Henry Avenue to Wissahickon Creek;
- **bounded on the EAST** by Wissahickon Creek;
- **bounded on the SOUTH** by the northern side of Lincoln Drive from Wissahickon Creek to Henry Avenue; then by the eastern side of Henry Avenue from Lincoln Drive to Hermit Street; then by the southern side of Hermit Street from Henry Avenue to Cresson Street;
- **bounded on the WEST** by the railroad along Cresson Street to and along the western side of Tower Street, then by the western side of Silverwood Street from Levering Street to Gates Street.

Article IV– Membership

1. Membership in the Association is open to any individual residing or doing business in the area set forth in Article III.
2. Member dues shall be proposed by the CRCA board with approval by the members at a regular monthly meeting.
3. All members who have paid the prescribed dues shall be entitled one (1) vote at each annual, regular or special meeting. There shall be NO voting by proxy. A person must be a member in good standing for at least 30 days in order to vote for officers and bylaw amendments.

Article V – Directors

1. CRCA Board
The CRCA Board directors shall consist of the officers and district representatives. Individuals on the Board must be members in good standing. The Board shall function for the Association between meetings of the Association. Every action of the Board shall be reported to the Association at its next meeting.
2. Board Meetings
The Board shall meet at least once a month or as deemed otherwise necessary by the President.
3. Quorum
The majority of the filled Board Director positions shall constitute a quorum at any Board meeting.
4. Conflict of Interest
The following disclosures shall be required of all Board Directors: Upon learning of the CRCA’s consideration of or involvement in an issue impacting upon, or having the potential to impact upon their financial interests, such Board Director shall immediately disclose such facts to the President and to membership at the next General Meeting and shall offer to recuse himself or herself. Any conflict requiring such disclosure that involves the President shall be presented to membership prior to any board or committee action relating to the matter.
5. Director Removal
A director who fails to fulfill their obligations to the board may be removed by a two-thirds vote of the Board. Vote count will exclude said director.

Article VI – Officers

1. The Association, at its annual meeting in January, shall elect the following Officers for its Board:
 - a. President
 - b. Vice President
 - c. Corresponding Secretary
 - d. Recording Secretary
 - e. Treasurer
 - f. Board Chair
2. The term of office for each officer shall be one (1) year, commencing with installation at the annual meeting in January. Each officer shall continue to serve until a successor has been duly installed.
3. No officer shall serve more than two (2) consecutive years in the same office, except by special nomination by a unanimous vote of the Board. However, no officer shall serve more than four (4) consecutive years in the same office. No officer may receive any compensation for his or her services.
4. Duties of the President:
 - a. Shall be official spokesperson for the Association
 - b. Shall preside at all meetings of the Association
 - c. Shall manage the business of the Association, subject to approval of the Board
 - d. Shall ensure that all orders and resolutions of the Association are carried out
 - e. Shall have the general supervision and direction over all other officers, district, zones, street and communication representatives and committee chairpersons and see that their duties are properly performed.
 - f. Shall report to the Association on all matters within his/her knowledge that may affect the Association
 - g. Shall be ex-officio member of all standing committees
 - h. Shall appoint all committee chairpersons, subject to the approval the Board
 - i. Shall sign for all disbursements of funds that exceed \$500 with another officer. Expenditures exceeding \$100 require approval of the Board. Electronic payments require an email from the President or in their absence, the Vice President.
 - j. Shall be custodian of all books and records of the Association except the books of account and other current financial books

5. Duties of the Vice President:
 - a. Shall be vested with all the powers and shall perform all the duties of the President during his/her absence and shall have such other duties as may from time to time be determined by the President
 - b. Shall coordinate and oversee all operations of the fourteen districts and the district representatives, and provide reports of district activities to the Board, as they occur
6. Duties of Corresponding Secretary:
 - a. Shall give all notices of all meetings and other matters as required and perform such duties as may be prescribed by the President
 - b. Shall notify local media of meetings and other items of community interest
 - c. Shall be a member of the Communications and By-Laws Committees
 - d. Shall oversee the production of the newsletter/emailed member communications
7. Duties of Recording Secretary
 - a. Shall attend all general and Board meetings of the Association and act as clerk thereof, recording all votes and minutes of the proceedings in one or more “books” or data files to be kept for that purpose
8. Duties of Treasurer
 - a. Shall maintain an itemized record of monies received and expended and shall report same to the Board at the September board meeting, to the association at the February general membership meeting and at any time upon request of the Association.
 - b. Shall sign for all disbursements of funds. Along with an authorized Officer, shall sign for disbursements of funds that exceed \$500.00.
 - c. Shall collect all dues and deposit same in an account with a reputable banking institution or credit union.
9. Duties of Board Chair
 - a. Shall attend all Board meetings and general meetings of the Association
 - b. Shall advise President in all matters as requested
 - c. Shall be an ex-officio member of all standing committees of the Association and shall attend meetings and advise President of activities as needed.

Article VII – District Structure

1. The CRCA area consists of 14 districts numbered one (1) to fourteen (14). (See Appendix A.)

2. These districts may be subdivided into zones as proposed by the district representatives and approved by the CRCA Board. Each district representative is encouraged to solicit volunteers in his/her district as needed. This structure shall be used, among other things, to facilitate the dissemination of information and reporting of civic problems to the Board.
3. District Representatives are appointed by the Board.
4. Duties of District Representative: In addition to a seat on the Board, the district representatives shall be recognized as the Association's contact person for that district with such duties as conveying messages, complaints and other items of interest to the Board for proper evaluation and action; receiving messages from the Board and disseminating information to the community.

Article VIII – Meetings

1. Regular meeting of the Association shall be held on the first Thursday of every month from September through June, and during July and August, if needed to review a zoning appeal. These monthly meetings constitute the official RCO (Registered Community Organization) meeting of the CRCA, as authorized by the Philadelphia Zoning Code. Community input and response at these meetings is sought through conducting discretionary straw polls, in which members and non-members can participate. The straw poll is used as a guide for the final position submitted by the CRCA to the City.
2. The annual meeting of the Association shall be held on the first Thursday of January of each year, when the Association shall elect officers and receive a year in review report from the President. The annual Treasurers report will be presented at the February general membership meeting.
3. Special meetings may be called at any time with at least three (3) business days notice given by the President.
4. All of those members present at any regular, annual or special meeting shall constitute a quorum.

Article IX– Committees

1. Nominating Committee
The Nominating Committee shall consist of three (3) members, at least one of whom is not an officer. It shall place in nomination at least one candidate for each office. Nominations shall regularly be made at least one month in advance of the annual meeting and circulated to all members. In the case of vacancies during the year, the Board shall nominate a replacement in time for the nomination and election to be included at the next general meeting. In addition to nominations, by the Nominating Committee, any member shall have the right to nominate one or more additional candidates from the floor at the time of the meeting at which voting will occur.

2. Standing Committees

The standing committees are composed of a chairperson who shall be appointed by the President, upon approval of the Board. No committee member shall serve as chairperson for more than two (2) consecutive years without approval of the Board. No committee member shall receive any compensation for his/her services. All committees shall be under the direction of the Board. All committee chairpersons shall keep written records of their actions and submit an annual report to the President in November. Committees are created on an as-need basis as determined by the Board.

Examples of recommended Standing Committees include
Bylaws, Communications, Fundraising, Hospitality, Membership, Parks &
Beautification, Safety, Traffic, Zoning

3. CRCA Conflict of Interest Policy

By agreeing to serve on the CRCA Board or any committee of the CRCA, your participation constitutes your assent to the terms of the CRCA Conflict of Interest Policy. (See Appendix B.)

Article X– Fiscal Year

The fiscal Year of the organization begins January 1 and ends December 31.

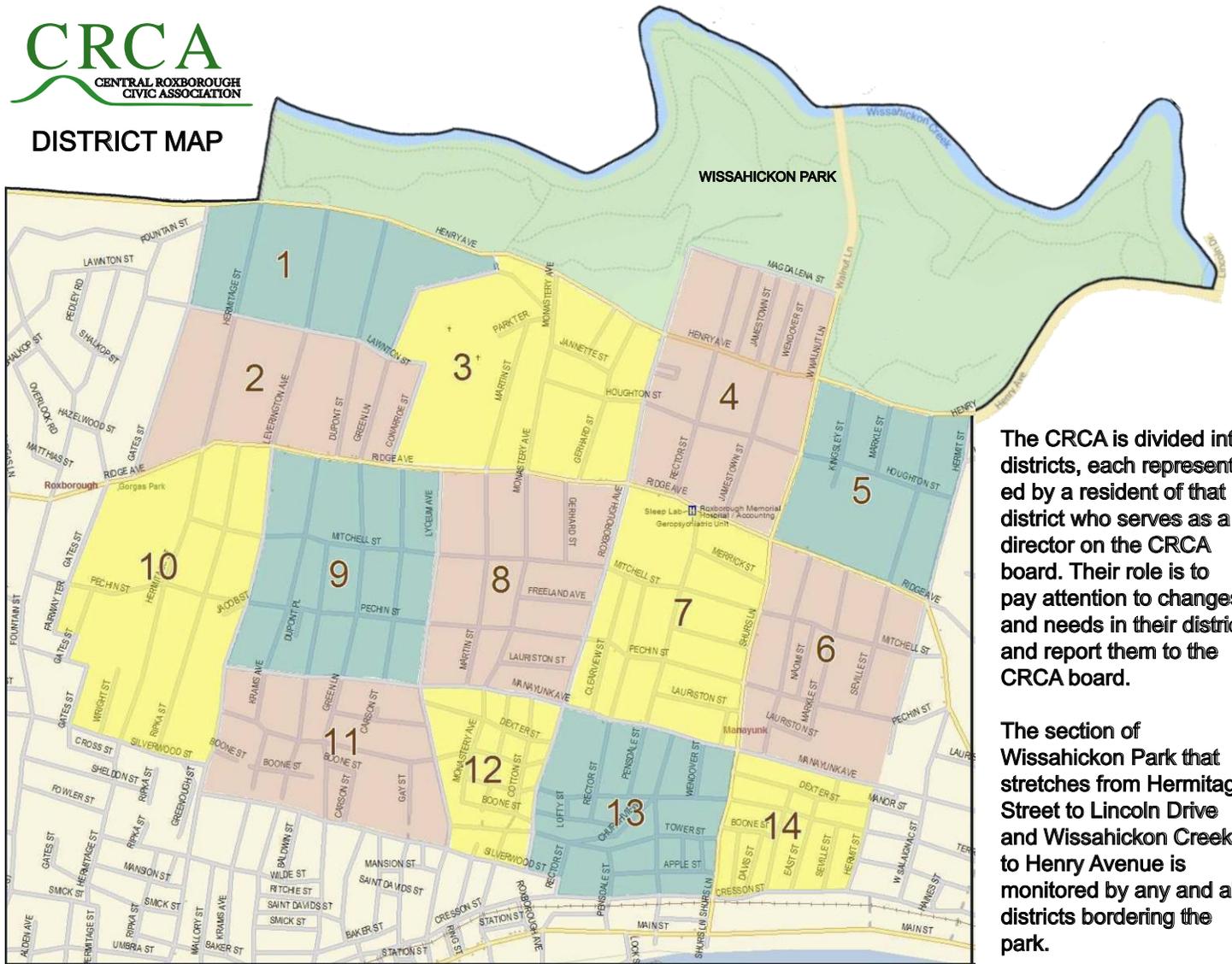
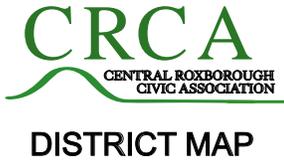
Article XI – Amendments

Amendments to these Bylaws shall be proposed by the board or at any time by any ten (10) members of the association, in writing, to the Recording Secretary. The Corresponding Secretary shall circulate, at the next regularly scheduled general meeting, the proposed amendment one (1) month (thirty days) in advance of the next meeting of the Association. Should the proposed amendment be submitted less than one (1) month before the next meeting, the amendment shall be circulated when received and may be discussed at the next regular meeting, but shall not be voted upon until a meeting which is held at least thirty (30) days after the circulation of the notice of amendment. At least two-thirds (2/3) of the membership present must vote affirmatively for the amendment to pass.

Appendix A

Central Roxborough Civic Association District Map

(Note – this map to be updated with expansion into Wissahickon Park).



The CRCA is divided into districts, each represented by a resident of that district who serves as a director on the CRCA board. Their role is to pay attention to changes and needs in their district and report them to the CRCA board.

The section of Wissahickon Park that stretches from Hermitage Street to Lincoln Drive and Wissahickon Creek to Henry Avenue is monitored by any and all districts bordering the park.

Updated 3/9/2020

Appendix B

Central Roxborough Civic Association Conflict of Interest Policy

CONFLICT OF INTEREST POLICY

I. Preamble

The reputation of the Central Roxborough Civic Association (CRCA) as a fair and honest actor on behalf of Neighborhood interests is its most important asset. Loss of trust in CRCA by the neighborhood and between the members of the Board of Directors (“Board”) or committee members will damage the ability of CRCA to perform its duties. CRCA is be cognizant that not all relationships or interests may result in a conflict of interest for CRCA but instead are neutral or create a “Benefit from Interest.” Therefore, CRCA maintains a Conflict and Duality of Interest Policy (“Policy”) in order to promote integrity in every aspect of CRCA activity, encourage a “Duty of Loyalty,” and avoid any impropriety, whether actual, potential, or perceived, that may do harm to CRCA materially or to its reputation.

II. Applicability

1. The Policy applies to members of the Board, members of the Zoning Committee, on a case-by-case basis to members of other CRCA committees depending on the nature of committee business or a particular program as determined by the Board, and immediately family of any of these parties (“Applicable Party”).
2. An Applicable Party with an actual, potential or perceived conflict or duality of interest will be referred to as an “Interested Party.”
3. Immediate family members are defined as spouses/partners, siblings, parents, aunts, uncles, children, step-children, and step-parents.

III. Financial Conflict

1. An Applicable Party has a financial conflict if the Party has, directly or indirectly, through business, investment or family:
 - a. An ownership or investment interest in any entity with which CRCA has business or other arrangement, or is negotiating business or other arrangement;
 - b. A compensation arrangement with CRCA or any entity or individual with which CRCA has business or other arrangement, or is negotiating business or other arrangement;
 - c. A potential ownership or investment interest in, or compensation arrangement, with any entity or individual with which CRCA has business or other arrangement, or is negotiating business or other arrangement.

2. An Applicable Party on the Zoning Committee has a financial conflict if the Party has, directly or indirectly, currently or had previously, a compensation arrangement with any entity or individual with which the Zoning Committee has business.
3. An Applicable Party may not use membership on the Board or any CRCA committee to benefit their own business or personal financial interests.

IV. Duality of Interest

1. An Applicable Party has a duality of interest if the Party is an officer, trustee, director, committee member, or in any other leadership role in any entity with which CRCA:
 - a. May compete for funding through philanthropy, grants, sponsorships or other methods;
 - b. May have direct policy and programmatic differences where the Applicable Party may be required to choose between CRCA and the other entity.
2. An Applicable Party may not use CRCA roles or resources, including, but not limited to, information, financial commitments, communications or branding, to benefit any entity, individual or themselves without consent of the Board.
3. An Interested Party acknowledges that CRCA policy or programs take precedent over any entity policy or program with which the Interested Party has a duality of interest. The Interested Party will refrain from voting (abstain) if the Interested Party is unable to adhere to CRCA precedence.
4. The President has the authority to review and discharge duality of interest by an Applicable Party.

V. Management and Enforcement

1. Interested Parties are required to disclose a conflict or duality of interest prior to any transaction, arrangement or other CRCA activity, discussion or vote causing the conflict or duality.
2. Upon disclosure, the Board, or a committee regarding its own matters, will determine whether a conflict or duality of interest exists and the manner in which the conflict or duality of interest will be discharged. It is generally understood that the Interested Party will refrain from voting (abstain) on the matter causing the conflict or duality of interest. The Board may override conflict or duality of interest determination by any committee.
3. Minutes of Board or committee meetings will reflect when an Interested Party discloses a conflict or duality of interest and the manner in which the conflict or duality was discharged. Interested Parties are expected to abstain in any votes regarding the discharge of the conflict or duality.
4. An Interested Party who fails to disclose a financial conflict as described in Section III will be removed from the Board or committee in accordance with CRCA By-Laws Section 7.7.
5. An Interested Party who fails to disclose a duality of interest as described in Section IV may, depending on the severity of the duality, be censured by the Board or removed from the Board or committee in accordance with CRCA By-Laws Section 7.7.
6. The Board from time to time will distribute a questionnaire to Applicable Parties to determine if any Applicable Party has a conflict or duality of interest.

7. The Board and the Zoning Committee will from time to time discuss situations in which conflict or duality of interest may arise, whether real or hypothetical.