

SHORTRIDGE ASSOCIATION

of
WYNNEWOOD
BY-LAWS

ARTICLE I NAME, AND PURPOSE

Section 1.1. *Name.* The name of this Association shall be Shortridge Association of Wynnewood.

Section 1.2. *Purposes.* The purposes of the Association are to maintain superior civic conditions in the Shortridge Tract of Wynnewood, Pennsylvania, and to consider and act upon all questions pertaining to the welfare of the community.

Section 1.3. *Territorial Limits.* The territorial limits of the Association may be generally described as the boundaries of the Shortridge Tract of Wynnewood, Pennsylvania, and are specifically defined as follows: North and East boundaries: East Wynnewood Road and Bowman Avenue; South and West boundaries: Bowman Avenue and Lancaster Pike, which boundaries shall be to the center of the streets named.

Section 1.4. *In General.* Whenever, in these By-Laws, the masculine pronoun shall be used it shall include the feminine, as the case may be.

ARTICLE II MEMBERSHIP

Section 2.1. *Membership.* Any resident of the Shortridge Tract shall be eligible for membership. All applications for membership shall be endorsed by at least one member of the Association who shall have personal knowledge of, and vouch for, the character of the applicant. Such application shall be submitted to the Membership Committee of the Board of Directors for processing, accompanied by dues for the current year in advance, and shall then be sent to the Secretary of the Association. Unless such application is acted upon unfavorably within ten (10) days from receipt thereof by the Membership Committee, such applicant shall be admitted to membership.

Section 2.2. *Active Membership.* A member shall be considered active and in good standing who shall not be in arrears in his dues thirty days after having been billed therefor.

Section 2.3. *Honorary Membership.* Honorary membership may be conferred upon any person or persons by a two-thirds vote of the Board of Directors or the members present at any meeting. Honorary members shall not be subject to the payment of dues and may not vote or hold office in the Association, except in an honorary capacity.

Section 2.4. *Resignations and Dismissals.* All resignations shall be made in writing, but shall not be permitted while any charge may be pending against the person so resigning or until all arrearages shall have been paid or remitted. Any member may be dropped from membership by the vote of three-fourths of the Board of Directors for an act detrimental to the Association.

Section 2.5. Dues. The dues shall be three dollars (\$3.00) per calendar year, payable in advance. The amount of dues may be changed at any time by the Board of Directors, the change to take effect with the next calendar year.

Section 2.6. Meeting of Members. The annual meeting of members shall be held during the month of March, April or May of each year at such time and place as may be determined by the Board of Directors. Special meetings may be called by the President or the Board of Directors and shall be called upon the written request of ten members of the Association, which request shall state the purpose of the proposed meeting. No other business than that stated shall be transacted at the special meeting. The Secretary shall give at least ten days notice of all meetings. Fifteen members, exclusive of Officers and Directors, shall constitute a quorum for the transaction of business at any annual or special meeting. Each membership shall be entitled to one vote at any meeting of the members of the Association.

Section 2.7. Rules of Procedure. The proceedings and deliberations of all meetings shall be governed by Roberts' Revised Rules of Order where not inconsistent with the By-Laws of the Association.

ARTICLE III BOARD OF DIRECTORS

Section 3.1. Powers of Directors. The Board of Directors of the Association shall have full power to conduct, manage and direct the affairs of the Association and all powers of the Association, except those specifically reserved by or granted to the membership by law or by these By-Laws, are granted to and vested in the Board of Directors.

Section 3.2. Number and Term of Office. The Board of Directors shall consist of the Officers of the Association and twelve (12) Directors elected by a vote of the members of the Association. The elected Directors shall hold office for a term of two (2) years and one-half thereof shall be elected each year. At the first election of Directors subsequent to the adoption of these By-Laws, one-half of the Directors shall be elected for a term of two (2) years, and one-half for a term of one (1) year. Thereafter, elections shall be held each year for one-half of the Directors for a term of two (2) years.

Should an existing Director be elected an Officer, or a member is elected both Director and Officer, he shall automatically cease to be an elected Director and his office as such shall be declared vacant.

Any past President may become an Executive Director upon appointment by the President at his discretion and his duties shall be to advise the Board of current events pertaining to the community and particularly to the Shortridge Tract; but he shall not have any voting rights and shall have no other powers unless delegated to him by the Board of Directors.

Section 3.3. Resignations. A Director may resign at any time by giving notice to the Board of Directors or the President or the Secretary of the Association.

Section 3.4. Vacancies. Vacancies on the Board of Directors, however arising, may be filled by a majority vote of the remaining members of the Board, although less than a quorum, and each person elected to fill the vacancy shall serve for the remainder of the term of his predecessor and until a successor shall be elected.

Section 3.5. Quorum. Seven (7) Directors shall be necessary to constitute a quorum for the transaction of business, except for the purpose of amending these By-Laws, in which case a quorum of twelve (12) shall be necessary, provided that said amendment shall have been presented at a previous meeting of the Board held at least two weeks prior thereto. The acts of a majority of the Directors who are present at a meeting at which there is a quorum shall be the acts of the Board.

Section 3.6. Executive Committee. The Officers of the Association shall be considered as an Executive Committee of the Board of Directors. A majority of the Executive Committee shall constitute a quorum and shall have the power to act for the Association between meetings of the Board of Directors. Such action shall be reported to the Board of Directors at its next meeting.

Section 3.7. Meetings of the Board of Directors. The Board of Directors shall meet at such times and places as the President may determine, but no less than three times annually. Special meetings may be called by any five (5) Directors at such times and places as they may designate by written request to the Secretary, which request shall state the purpose of the meeting, at which meeting only the business stated shall be transacted.

Section 3.8. Appearance of Members. Any active member, non-director, upon notice to the Secretary of the subject to be proposed, may appear before the Board of Directors at any regularly scheduled meeting. The Board of Directors will not be required to render a decision on the subject at such meeting unless it appears necessary to do so.

ARTICLE IV OFFICERS

Section 4.1. Officers. The Officers of the Association shall consist of a President, Vice President, Secretary, Treasurer and Solicitor. The foregoing Officers shall be elected for a term of one (1) year and until their successors are duly elected. Other offices may be authorized by the Board of Directors and shall be appointive. Such offices shall be filled by the Board of Directors and shall be for such term or terms as the Board may determine.

Section 4.2. Vacancies. Vacancies in any elective office shall be filled for the unexpired portion of the term by appointment of the President with the approval of the Board of Directors, provided that in the case of a vacancy arising in the office of President, the Vice President shall succeed to the office for the unexpired portion of the term.

Section 4.3. Duties. The President shall be the chief Executive Officer with authority to contract obligations within the approved budget and to represent the Association in all matters pertaining to its affairs. He shall preside at all meetings of the Association and of the Board of Directors. He shall be, ex-officio, a member of all Committees. He shall call meetings of the Board of Directors from time to time, as may be necessary, enforce the provisions of the By-Laws, carry out the mandates of the Directors, and organize and appoint such Committees and the Chairmen thereof as he may deem advisable.

The Vice President shall assume his duties and have the powers of the President in the absence or disability of the latter and shall perform such other duties as the President may direct.

Under the direction of the President, the Secretary shall be custodian of the records, keep the Minutes of all meetings of the Association and of the Board of Directors, conduct general correspondence of the Association, and send out notices of all meetings, and perform such other duties as are usually incident to this office.

The Treasurer shall be responsible for the custody and proper disbursement of the funds and properties of the Association, He shall keep regular accounts of all monies in his custody and his accounts shall at all times be open to inspection by the President or his duly authorized representative. His accounts shall be audited by a Committee of two or more members appointed by the President at least once a year. He shall report in writing at each annual meeting and at such other times as the President or Board of Directors may direct, the state of the Association's treasury. He shall be authorized to open an account or accounts in the name of the Association in such depository as the Board of Directors may direct, and shall sign all checks or other withdrawals there from. Amounts up to and including \$50.00 may be paid by him upon the approval of the President only. Amounts over \$50.00 may be paid by him only when authorized by the Board of Directors.

The Solicitor shall be an attorney-at-law and shall have charge of all legal matters pertaining to the Association.

ARTICLE V ELECTIONS

Section 5.1. Elections. Elections shall be held each year at the annual meeting of the Association, as fixed by the Board of Directors.

Section 5.2. Nominating Committee. At least twenty (20) days prior to the date fixed for the annual or special meeting, the President (with the approval of the Board of Directors) or the Board of Directors shall appoint a Nominating Committee of three or more members. The Nominating Committee upon its appointment, shall thereupon determine upon and, at least ten (10) days before the annual or special meeting, inform the membership through the Secretary of the Association of candidates for the offices to be filled at the forthcoming election. In addition to those nominated by the Committee, the members of the Association may place the name of any other member in good standing in nomination for any office by submitting to the Nominating Committee or the Secretary of the Association at least seven (7) days prior to the annual or special meeting, a Nominating Petition signed by ten (10) or more members in good standing.

Section 5.3. Elections. Candidates for office proposed in accordance with Section 5.2. shall be voted upon at the annual or special meeting. If there is only one candidate for each office to be filled, the election shall be held by voice vote. If there is more than one candidate for any office to be filled, printed ballots shall be distributed to all members in good standing present at the meeting. All printed ballots shall be cast in person and shall be checked and counted by a Teller's Committee of three (3) appointed by the President, after which the Teller's Committee shall report to the meeting the name of the candidate receiving the highest number of votes for each office. The successful candidates shall then be declared duly elected officers and directors of the Association. No cumulative voting shall be permitted.

ARTICLE VI

AMENDMENTS

Section 6.1. Amendment by Members. These By-Laws may be amended by a majority vote of the members present at any special meeting, provided, however, that a summary of the proposed amendment is given in a notice of the said special meeting, or at the annual meeting.

Section 6.2. Amendment by Directors. These By-Laws may be amended by the Board of Directors, provided, however, that any such amendment shall be reported to the members in the next ensuing general communication thereon, or at the next ensuing meeting of the members, whichever shall first follow the date of the amendment. Any amendments made by the Board of Directors may be revoked or altered at the next meeting of the members, whether special or annual, without previous notice thereof having been given to the members.

Section 6.3. Proposals. Proposals for amendments may be made at any time by a member giving notice to the Secretary of the Association. Such proposals shall be presented to the Board of Directors and reported to the next annual meeting of the members.

ADOPTED: March 30, 1954

AMENDED: 1955, 1958, 1965, 1973, and 2006