**ARTICLE 1 - NAME**

The name of this organization shall be Fishtown Neighbors Association, Incorporated (the “***Association***”). The Association is a domestic nonprofit corporation, organized under laws of the Commonwealth of Pennsylvania and the regulations of the Bureau of Corporations and Charitable Organizations (hereafter “the Law”).

**ARTICLE 2 - PURPOSE**

The purpose of the Association is exclusively charitable and educational as set forth in the Articles of Incorporation. In pursuing such purposes, the Association may undertake any activities permitted under the Law but shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE 3 - OFFICE**

The registered office of the Association shall be at such location in Fishtown in Philadelphia, Pennsylvania as the Board of Directors (“the ***Board***”) may from time to time determine.

**ARTICLE 4 - BOUNDARIES**

The boundaries of Fishtown are from the Delaware River to Laurel Street, Laurel Street to Front Street, Front Street to Norris Street, Norris Street to Trenton Avenue, Trenton Avenue to Frankford Avenue, Frankford Avenue to York Street, York Street to the Delaware River. All border streets include odd and even addresses.

**ARTICLE 5 –MEMBERSHIP**

**5.1 Eligible Members.** Every person who resides, and every business entity that operates, within the boundaries specified in Article 4, is a Member of the Association, provided each meets the following requirements:

1. “A ***Resident***” is a person who is at least 18 years old and has resided within the Association boundaries for at least six months during the previous 12 months, and who can provide proof of age and residency by presenting appropriate documentation (such as but not limited to a driver’s license, utility bill, executed lease, or passport).
2. “A ***Business Entity***” is defined as any corporation, including but not limited to professional, non-profit, S, and C, limited liability company, partnership (limited, limited liability or general), joint venture, or any other business form required to register with the Commonwealth of Pennsylvania in order to transact business, which can provide proof of principal place of business activity by presenting appropriate documentation.

**5.2 No Discrimination.** No one may be denied membership in the Association on the basis of race, creed, disability, national origin, economic status, political affiliation, gender, sexual orientation or as a member of any other protected class.

**5.3 Registered Members.** Members in accordance with Article 5.1 who have valid contact information (address, phone number, or e-mail address) on record with the Association and have attended a minimum of three (3) General Membership Meetings or committee meetings, or any combination of three (3) therein, are Registered Members. Only Registered Members may vote in Director elections (Article 7.4) or vote to amend the By-Laws (Article 16.2).

**5.4 Annual Dues.** The Association shall have no annual dues. The absence of annual dues shall not prohibit the Association from accepting philanthropic donations.

**5.5 Acting for Association.** No member may represent or act on behalf of the Association without the prior consent of the Board of Directors.

**ARTICLE 6 – MEMBERSHIP MEETINGS**

**6.1 General Membership Meetings.** General Membership Meetings shall be held on a recurring day and week every month of the year, except for the months when the Board cancels or changes the meeting date and provides at least five days’ notice to the Membership in accordance with Article 13.

**6.2 Annual Membership Meeting.** The Annual Membership Meeting shall be held in November, on the same recurring day and week as all other General Membership Meetings, unless the Board cancels or changes the meeting date to a different date in November and provides at least five days’ written notice to the Membership in accordance with Article 13.

**6.3 Special Membership Meetings.** Special Membership Meetings may be called by the President, or by a majority of the Board, or at the written request of 10% of the Membership. Except where circumstances require shorter notice, Members shall be given at least five days’ notice of a Special Membership Meeting in accordance with Article 13.

**6.4 Location of Membership Meetings.** All Membership Meetings shall be held at a location designated by the Board and notice shall be given in accordance with Article 13.

**6.5 Conduct of Meetings.**Every Membership Meeting shall be called to order and presided over by the President, or in his or her absence, by the Vice President, or in his or her absence, by a person designated by a majority of the Board members present at such meeting.

**6.6 Quorum.** A quorum at any Membership Meeting shall consist of those members present, but must include at least one Officer and three other Directors.

**6.7 Voting.**  Every Member (a Resident, or a representative of a Business Entity) may vote on any issue at any General or Special Meeting, except that only Registered Members (Article 5.3) may vote in Director elections (Article 7.4) or may vote to amend the By-Laws (Article 16.2). Unless otherwise required by these Bylaws, a vote is made by show of hands or by ballot, as determined by the person presiding, unless a majority of the Members present choose otherwise. Proxy voting and cumulative voting shall never be permitted.

**ARTICLE 7 - BOARD OF DIRECTORS**

**7.1 Board Powers.** The Board of Directors shall manage the business and affairs of the Association, except as otherwise required by the Law, these Bylaws or Board resolution.

**7.2 Board Composition.** The Board of Directors shall consist of a maximum of 18 Members, eleven (11) to be elected at the Annual Membership Meeting and seven (7) will be the chairs of the Standing Committees.

1. Directors elected at the Annual Membership Meeting may also serve as a Committee Chair and therefore have dual status as elected Director and Committee Chair. In such case, the dual status will result in less than the maximum of 18-Member Board of Director compliment.
2. Only Directors elected at the Annual Membership Meeting may hold officer positions as specified in Article 8.
3. Directors elected at the Annual Membership Meeting not holding an officer position as specified in Article 8 will be referred to as “Director-at-Large”.

**7.3 Filling of Vacancies.** If at any time there are less than eleven (11) Directors elected at the Annual Membership Meeting on the Board, because less than 11 were elected at the Annual Membership Meeting, or as a result of death, resignation, or any other reason, the Board may appoint persons qualified under Article 7.3 to serve as Directors, up to the authorized eleven (11) elected Director complement, for the remainder of that term. If at any time there is a vacant Chair of a Standing Committee, as a result of death, resignation, or any other reason, the Board may appoint persons qualified under Article 7.3 to serve as Chair of that Standing Committee.

**7.4** **Resignation.** An Officer as specified in Article 8 may resign and become a Director-at-Large for the remainder of the term with no repercussion. However, a Director who resigns from the Board shall be disqualified from election to the Board for one election immediately following such resignation.

**7.5 Standard of Care.** In performing his or her duties, a Director shall be entitled to rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by (i) one or more officers or employees of the Association whom the Director reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the  Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith, however, if such Director has knowledge concerning a matter that would cause his reliance on any of the foregoing to be unwarranted.

**7.6 Qualifications of Directors.** To be eligible for election or appointment as a Director, a Resident or representative of a Business Entity, at the time of election or appointment:

1. must be a person who meets the membership requirements specified in Article 5.1(a);
2. must have attended in the previous 12 months at least three Association membership meetings or committee meetings, or any combination of three therein.

**7.7 Nomination and Election of Directors.** Nominations for the eleven (11) elected Directors shall open at the October General Membership Meeting and close one week prior to the November General Membership Meeting. Nominations shall be made from the floor at the October meeting or via electronic mail or web form, as established by the Board. Elected Directors shall be elected at the Annual Membership Meeting. Voting shall be limited to Registered Members who meet the qualifications set forth in Article 6.7. Any person meeting the conditions of Article 7.6 shall be eligible to be elected as a Director. Directors may be elected to unlimited consecutive terms.

**7.8 Director Terms.** Directors shall be elected for one-year terms, or until a successor is elected and qualified. Directors may serve for multiple terms.

**7.9 Director Removal.** Any Director may be removed from the Board, with or without the assignment of any cause, by a majority vote of the Board at a Board Meeting. A Director may also be removed by the Membership. Written notice of the intention to consider removal of such Director must be included in each Meeting Notice. No Director shall be removed without having the opportunity to be heard at such Meeting, but no formal hearing procedure need be followed.

**ARTICLE 8 - OFFICERS**

**8.1 Officer Positions.** The Officers of the Board shall include a President, a Vice President, a Recording Secretary, a Communications Secretary, and a Treasurer. Officers shall be elected by the Directors from among the Directors elected at the Annual Membership Meeting.

**8.2 Duties.** Officers of the Board shall include:

1. President. The President shall:
2. Preside at Board and Membership Meetings.
3. Exercise general supervision over the activities of the Association.
4. Respond to press inquiries.
5. Represent the Association in all matters requiring representation before appropriate agencies, or designate another Director to represent the Association from time to time.
6. Appoint a Director to handle issues that may arise.
7. Have the power to call an executive session in any meeting conducted by the President.
8. Vice President. The Vice President shall:
9. Assist the President
10. Assume, in the absence of the President, the duties and responsibilities of that office.
11. Recording Secretary. The Recording Secretary shall:
12. Maintain the minutes of all Association meetings, which shall be an accurate and official record of all business conducted.
13. Maintain all Association non-financial records.
14. Develop the appropriate policies and procedures for the internal communications of the Association.
15. Communications Secretary. The Communications Secretary shall:
16. Chair the Communications Committee
17. Develop and execute the process by which the Association informs the membership of Association and non-Association neighborhood activities, such as meetings or events, and other subjects that are relevant to the membership.
18. Develop the appropriate policies and procedures for the external communications of the Association.
19. Treasurer. The Treasurer shall:
20. Maintain all Association financial records
21. Deposit all funds in a bank approved by the Association
22. Make an accounting of receipts and disbursements at each Membership Meeting of the Association
23. File such reports as may be required by law.

**8.3 Officer Removal.** Any Officer may be removed from office by a majority vote of the Board, whenever in its judgment the best interests of the Association will be served thereby. In such event, that Member may remain on the Board, but can be removed from the Board pursuant to Article 7.9.

**ARTICLE 9 - BOARD MEETINGS, QUORUM, AND VOTES**

**9.1 Regular Board Meetings.** Regular Board Meetings shall be held as determined by the President, but at least once per month.

**9.2 Annual Board Meeting.** The Annual Board Meeting shall be held in December of every year, following the conclusion of the Annual Membership Meeting, at a time, date and place mutually agreed upon by the incoming Directors.

**9.3 Special Board Meetings.** Special Meetings of the Board may be called by the President or by one-third of the Board at any time. At least five days’ notice shall be given in accordance with Article 13, except where an emergency does not permit such notice.

**9.4 Teleconference Meetings.** Any Director may participate in a meeting of the Board or any committee thereof, circumstances permitting, by means of a telephone or comparable communications equipment by which all persons participating in the meeting can hear and participate.

**9.5 Quorum.** A majority of all Directors shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Directors present at a duly convened meeting at which a quorum is present shall be the act of the Board, unless a greater number is required by the Law or these Bylaws. In the event there is a tie vote, the motion or proposed resolution fails.

**9.6 Vote.** Every Director shall be entitled to one vote per issue.

**9.7 Attendance.** Any Director who is not in attendance at 3 or more Board meetings within the calendar year without reasonable excuse and advance notice will be automatically removed from the Board. Any Director who is not in attendance for 3 or more consecutive meeting, regardless of reason or notice, will be automatically removed from the Board. Director removal due to lack of attendance is exempt from the procedures in Article 7.7

**9.8 Supermajority Consent of Directors in Lieu of Meeting.** Any action that may be taken at a Board Meeting may be taken without a Meeting if the action is set forth in writing, put to the full Board for vote, and at least 60% of the Board consents. These actions shall be filed with the Recording Secretary.

**9.9 Waiver of Notice.**Whenever any written notice is required to be given to the Director by law, or pursuant to these Bylaws or the Articles, a waiver thereof that is filed with the Recording Secretary in record form, signed by the Director entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice.  Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

**ARTICLE 10 - COMMITTEES**

**10.1 Establishment.** Committees will be established either as Standing Committees designated by these By-Laws, or as Ad-Hoc Committees designated by resolution of the Board of Directors. Each committee shall have a Chair.

**10.2 Committee Chair Appointment and Removal.** The President shall recommend a Member to serve as Chair of each committee. The Board, by a majority vote, may approve such recommendation or elect another Member as a Committee Chair. Any Committee Chair may be removed by a majority vote of the Board. Written notice of the intention to consider removal of such Committee Chair must be included in the Meeting Notice. No Committee Chair shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. Directors elected at the Annual Membership Meeting may also serve as a Committee Chair and therefore have dual status as elected Director and Committee Chair.

**10.3 Authority of Committee Chairs.** The Chairs of the Standing Committees shall:

1. Develop and maintain a plan of action for his or her respective committee.
2. Prepare a budget in support of the aforementioned plan of action.
3. Report committee activities to the Board of Directors and to members at Membership Meetings
4. Oversee committee meetings and establish a regular schedule thereof.
5. In addition to the powers enumerated above, a Committee Chair shall have the powers granted by Board resolution.

**10.4 Committee Members.** Committee Chairs shall have the discretion to add members to the committee from among the Membership of the Association. Further, Committee Chairs and/or the Board shall have the discretion to remove committee members, with or without cause. If the Committee Chair and the Board disagree on whether to remove a committee member, the vote of the Board shall be determinative.

**10.5 Standing Committees.** The Association shall have seven (7) Standing Committees permanently authorized by these By-Laws to conduct activities on behalf of the Association. The Chairs of the Standing Committees are *ex officio* members of the Board of Directors. Each Standing Committee will establish its own criteria for membership, meeting schedules and openness to the public.

1. Fundraising & Finance Committee. The Finance Committee shall:
   1. Develop and present an annual operating budget for the Association to the Board of Directors for approval.
   2. Review Association financial statements, internal controls and accounting procedures.
   3. Arrange for an independent audit of the accounts of the Association and makeannual reports to the Board of Directors on the results of that audit.
2. Review the annual tax information return before filing with the Internal Revenue Service.
3. Developand administerplans and procedures for raising the funds necessary to finance the operations of the Association.
4. The Treasurer and the President, or her or his designee, shall serve as members of the Finance Committee.
5. Zoning Committee. The Zoning Committee shall: 
   1. Review and screen all real estate development projects requiring a zoning variance within the boundaries of the Association.
   2. Conduct public meetings for real estate development projects requiring public input in accordance with applicable Codes of the City of Philadelphia.
   3. Develop and maintain procedures for its operation and make said procedure publicly available, as approved by the Board, but Section 10.4 of these Bylaws applies
   4. Determine its leadership and membership in accordance with the aforementioned procedures.
6. Beautification Committee.The Beautification Committee shall:
7. Develop programs that engage the members in community-wide activities to improve the physical look and feel of the neighborhood
8. Develop and maintain programs for the improved cleanliness of Fishtown
9. Coordinate with other Standing Committees to develop programs that improve the physical environment of the neighborhood
10. Develop and maintain a budget for the execution of aforementioned programs.
11. Safety & Planning Committee.The Safety & Planning Committee shall:
    1. Develop and maintain a plan of action for improvements to the transportation infrastructure of Fishtown, including but not limited to streets, parking, pedestrians and public transportation.
    2. Develop and maintain a plan of action for public safety, including but not limited to crime, lighting, and hazardous conditions.
    3. Coordinate with all necessary organizations and agencies for the purpose of coordinating and/or initiating activities.
    4. Maintain regular relations with the Philadelphia Police Department.
    5. Prepare and distribute information regarding public safety and infrastructure.
    6. Develop and maintain a budget for the execution of aforementioned programs.
12. Events Committee.The Events Committee shall:
13. Develop and execute events for the membership and the general public at-large.
14. Identify and work with the appropriate vendors to plan and oversee large events
15. Develop and maintain (a) budget(s) for the execution of aforementioned events.
16. Outreach Committee. The Outreach Committee shall:
    1. Actively seek neighborhood input and feedback, rather than to exclusively promote the work of the Association.
    2. The Outreach Committee will use regular surveys, canvassing and meetings to learn what Fishtown residents want and need.
    3. This feedback can inform how other Association committees operate. Face-to-face connections are key to this committee’s success.
17. Communications Committee. The Communications Committee shall:
    1. Develop and execute the process by which the Association informs the membership of Association and non-Association neighborhood activities, such as meetings or events, and other subjects that are relevant to the membership.
    2. Notify members of the time and place of General Membership Meetings.
    3. Prepare and distribute an Association newsletter at times determined by the Board of Directors.
    4. Oversee all Social Media for the Association.
    5. Maintain the Association web site.

**10.6 Creation and Composition of Ad-Hoc Committees.** The Board may establish ad-hoc or permanent Advisory Committees. An Ad-Hoc Committee or Advisory Committee shall consist of a Committee Chair and committee members. In instances where the input of an Advisory Committee is needed on short notice, and it is not possible to call a Special Board Meeting, the Committee Chair may make a recommendation directly to the President.

**ARTICLE 11 - Appointment of Members as Representatives or Designees to Other Organizations.**

The President shall recommend the appointment of Members to serve as designees to outside groups and organizations, and the Board shall approve each such recommendation or may vote to appoint another Member to such position. The Board may remove Members so serving by a majority vote, with or without cause.

**ARTICLE 12 - RESIGNATIONS AND VACANCIES**

**12.1 Resignations.** Any Member, Director, Committee Chair or Designee of the Association may resign such position at any time. Resignation shall be made in writing and take effect from the time of its receipt by the Association, unless some later time may be fixed in the resignation notice, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

**12.2 Filling Vacancies.** If a vacancy exists on the Board of Directors, the Board may fill that vacancy as provided in Article 7.5. If at any time there shall be no Members, the Directors may select a person or persons who shall become the Members of the Association. If a vacancy exists among the positions available for Committee Chairs or Designees, the President may make a recommendation and the Board may accept such recommendation or may choose another Member to serve for the remainder of the applicable term.

**ARTICLE 13 - NOTICE**

**13.1 Notice Requirements.** Whenever Notice is required by these Bylaws, it may be given by sending a copy thereof by first class mail to that person's address or by electronic mail to that person’s email address, as they are noted on the books of the Association. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, or in the case of electronic mail, when dispatched. Such notice shall specify the place, day, and time of the meeting, the general nature of and purpose of the meeting, and any other information that may be required by the Law or these Bylaws.

**13.2 Waiver of Notice.** Any required notice may be waived by the written consent of the person entitled to such notice, either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

**13.3 Electronic Mail.** Any action that may be done, or is required to be done, in writing under these Bylaws or the Law, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

**ARTICLE 14 - FINANCES**

**14.1 Fiscal Year.** The fiscal year shall begin on the first day of January and end on the last day of December.

**14.2 Reports to Membership.** The Board shall present Operating and Committee Budgets to the General Membership at the Annual Membership Meeting. At each General Membership Meeting, the Treasurer shall report on the financial status of the Association, and a copy of the ledgers for the preceding month will be available for the membership to review.

**14.3 Annual Budget.** Each year, at its annual meeting or as soon as possible thereafter, the Board shall approve an itemized budget of projected income and expense for the fiscal year.

**14.4 Expenditures.** An expenditure of the Association's funds, or a financial commitment in its name, of three hundred dollars ($300) or more shall be made only if the expenditure or commitment is approved by the Board, or if it is made pursuant to a specific line item in the budget approved by the Board. No commitments over $300 but not more than $1,000 may be made, nor funds in excess of $300 but not more than $1,000 be withdrawn from any bank or savings account of the Association, except upon a check, draft, or order signed by the President or Vice-President or Treasurer. Such commitments or withdrawals in amounts more than $1,000 must be signed by two of the following officers: President, Vice President, Treasurer, or Recording Secretary.

**ARTICLE 15 - LIABILITY AND INDEMNIFICATION**

**15.1 General Rule.** A Director shall not be personally liable for monetary damages for any action taken, or failure to take any action, as Director, unless:(a) the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct provided by Law and any amendments and successor acts thereto; or(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness**.** Provided, however, that the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law. Any amendment or repeal of this Section or adoption of any other provision of these By-laws or the Articles which has the effect of increasing Director liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal or other provision.

**15.2 Indemnification.** The Association shall indemnify any officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Association) (a “Proceeding”) by reason of the fact that such person is or was a representative of the Association, or is or was serving at the request of the Association as a representative of another domestic or foreign Association for-profit or not-for- profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Association, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Association unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Association is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

**15.3 Procedure.** Unless ordered by a court, any indemnification under Article 15.2 or otherwise permitted by law shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

(1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; (2) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or (3) by the Members.

**15.4 Continuing Right to Indemnification.** The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of the Association and shall inure to the benefit of the heirs, executors and administrators of such person.

**15.5 Other Rights.** This Article shall not be exclusive of any other right that the Association may have to indemnify any person as a matter of law.

**15.6 Advancement of Expenses.** The Association shall advance expenses incurred by an officer or Director who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Association, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Association.

**ARTICLE 16 - AMENDMENTS**

**16.1 Articles of Incorporation.** The Articles of Incorporation of the Association may be amended by a majority vote of Registered Members in attendance at any duly convened Membership Meeting, after at least 10 days’ notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be affected thereby.

**16.2 Bylaws.** The Bylaws may be amended by a majority vote of Registered Members in attendance at any duly convened Membership Meeting, after at least 10 days’ notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be affected thereby

**ARTICLE 17 - MISCELLANEOUS**

**17.1 Parliamentary Authority.** The rules contained in the then-current edition of Robert’s Rules of Order shall guide the Association in all meetings of Members to the extent that they are not inconsistent with these Bylaws, any special rules of order of the Association and any applicable Law.

**17.3 Headings.** In interpreting these Bylaws, the headings of articles shall not be controlling.

**17.4 Bond.** If required by the Board, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board shall determine.

**17.5 Grants and Donations.** The Association shall be authorized, by resolution of the Directors, to accept grants, donations and the like, on terms and conditions not inconsistent with the Law, and to issue certificates therefor.

**17.6 Community Referendum.** At the sole discretion of the Board, certain issues may be of general importance to certain areas within or the entirety of the Fishtown Community, the boundaries of which may be determined by the Board with respect to the issue under consideration. In such instances, the Board may hold a Community Referendum open to residents, business entities, or other institutions within the Community, whether or not they are Members of the Association. Business entities and institutions shall have one authorized representative who may vote, and each member of a household who is at least age 18 shall have one vote. The Board may accept the results of such a Community Referendum, but is not required to do so.

**17.7 Governing Law.** The Association is governed by the laws of the Commonwealth of Pennsylvania and all regulations of the Bureau of Corporations and Charitable Organizations.

**ARTICLE 18 – CONFLICT OF INTEREST POLICY**

**18.1 Establishment.** The Association shall establish and maintain a Conflict of Interest Policy that will apply to all members of the Board of Directors and members of the Zoning Committee. The Conflict of Interest Policy shall specify, at a minimum, the definition of financial conflict, duality of interest, in addition to applicability and management of conflicts of interest.

**18.2 Ineligibility.** All members of the Board of Director or Zoning Committee shall acknowledge and agree to the Association’s Conflict of Interest Policy by maintaining a signed and dated copy of the Policy on file. Any member of the Board of Directors or Zoning Committee who does not have a signed and dated Conflict of Interest Policy on file shall be ineligible to serve as a Director, Committee Chair or member of the Zoning Committee and shall be removed pursuant to Articles 8.3 and 10.2.