

## CORPORATE BY-LAWS

# Lower Moyamensing Civic Association

### **ARTICLE 1 CORPORATE NAME, PURPOSE AND POWERS**

#### *Section 1.1 NAME.*

The name of the Corporation shall be the Lower Moyamensing Civic Association, referred to in these By-laws as “LOMO” or “the Corporation”.

#### *Section 1.2 PRIMARY PURPOSE.*

The Primary Purpose of LOMO is to carry out charitable activities on a not-for-profit basis including any activity designed to improve the quality of life of the people in or around LOMO’s Focus Area. LOMO’s Focus Area is encompassed by 8<sup>th</sup> Street, Broad Street, Snyder Avenue, and Oregon Avenue, in Philadelphia, Pennsylvania.

#### *Section 1.3 GENERAL PURPOSES AND POWERS.*

LOMO shall have the purposes and powers stated in its Articles of Incorporation and such other powers as are now or may be granted a nonprofit corporation organized under the laws of the Commonwealth of Pennsylvania, and registered as a 501(c)(3) organization under the Internal Revenue Code.

### **ARTICLE 2 OFFICES AND FISCAL YEAR**

#### *Section 2.1 FISCAL YEAR.*

The fiscal year of LOMO shall be from January 1 through December 31.

### **ARTICLE 3 MEMBERS**

#### *Section 3.1 MEMBERS.*

LOMO shall have no members.

### **ARTICLE 4 DIRECTORS**

#### *Section 4.1 POWERS.*

All powers of the Corporation are hereby granted to and vested in the Board of Directors.

*Section 4.2 COMPOSITION.*

The Board of Directors shall be composed of no less than **5** and no more than **15** Directors who shall be natural persons at least 18 years old who are committed to the purposes of the Corporation as set forth in its Articles of Incorporation and these Bylaws. Each Director shall be a resident of LOMO's Focus Area, own property within LOMO's Focus Area, or own a business within LOMO's Focus Area. Directors who are not Officers will be "At-large Directors."

*Section 4.3 ELECTION AND TERMS OF DIRECTORS.*

- a) Term of Office. Directors shall hold office for a period of **2** years after the date of their election and until a successor has been elected and qualified. Directors appointed to the Board mid-term to fill an empty position shall not have their pre-election service count towards their Term of Office.
  
- b) Elections. Election of Directors will be held every year for available positions. The nominations shall be held at the March general public meeting of the Corporation. Any resident of LOMO's Focus Area, anyone who owns property within LOMO's focus area, or anyone who owns a business within LOMO's Focus Area, including members of the Board, will be able to nominate any eligible person for a position on the Board, either as an Officer or an At-large Director, any time within two weeks prior to or during the March general public meeting by submitting the name and contact information of the nominee to the Secretary. Nominees who accept their nomination by notifying the Secretary will be voted on by the then-sitting Board of Directors at the first Board meeting after the March general public meeting. A Board meeting must be held sometime between the end of the March general public meeting and before April 1 of each year, for the purpose of these elections. The voting method will be chosen and announced by the President before voting. A simple majority of the Board will be sufficient to elect a nominee.

If more than two people are nominated for one position, the Board will hold a primary vote, if no nominee receives a simple majority vote, then the board will vote again to choose between the two nominees who had the most votes in the primary vote.

In the case of a tie, the Executive Committee will vote, and their vote will be decisive.

- c) Number of Consecutive Terms. Directors shall be permitted to remain on the Board for **2** consecutive terms, after which one year must pass before that person can be elected again to the Board; unless the Board consents unanimously to that person being elected to the

position for more than two consecutive terms, in which case the Board must consent unanimously each time before that person is re-elected.

- d) Beginning of Term. Newly elected members of the Board will begin their duties on April 1<sup>st</sup> of each year. The new Board will be announced at the first public meeting following the election.

#### *Section 4.4 ORGANIZATION.*

At every meeting of the Board of Directors the President shall preside and the Secretary or any person selected by the President shall act as Secretary in his/her absence.

#### *Section 4.5 RESIGNATION.*

Any Director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### *Section 4.6 VACANCIES.*

- a) Board of Directors. The Board of Directors may declare vacant the office of a Director if the Director is found by the Board to have acted or performed in a manner which is illegal or fraudulent against, or to, the Corporation. The unexcused absence from more than two (2) consecutive meetings or the failure to take an active interest in the affairs and business of the Corporation, shall be sufficient cause for termination of membership on the Board. Directors shall be responsible for advising the Secretary in advance of the meeting (unless it is an emergency), of the inability to attend any scheduled meeting of the Board of Directors.
- b) Filling Vacancies. Should a vacancy arise, the President shall nominate a qualified person to fill the vacancy at any regular or special meeting duly convened after notice to all Directors in accordance with these Bylaws. That nomination shall be affirmed or denied by vote of the Board of Directors, including the President. The person so elected shall hold office for the balance of the applicable term. If the vacancy to be filled is not an Officer, or if the position does not need to be filled in order to comply with these Bylaws (e.g., to maintain the minimum required number of Directors), the position need not be filled, if not desired by the President.

#### *Section 4.7 PLACE OF MEETINGS.*

- a) The meetings of the Board of Directors may be held at such times and at such place(s) as a majority of the Directors may from time to time appoint, or as may be designated in the notice calling the meeting. In no event shall meetings be held less than twice a year.

- b) The annual meeting of the Board of Directors shall be held during the month of April of each calendar year.
- c) Any meeting of the Board of Directors may be held in any manner so that all members can take part in the meeting, or a vote may be held if each Director is contacted directly by the President or Executive-at-Large and all Directors agree to such a meeting or a vote. In the event a meeting or vote is conducted remotely, the Secretary shall within ten (10) days of the meeting or vote provide each Director with a written report of the meeting or vote. The Directors shall acknowledge their consent to such a meeting or vote and approval or disapproval of the report by signing the report and submitting it to the Secretary. These reports shall be kept with the corporate minutes.
- d) The meetings of the Board shall be closed to the public, except for invited staff and guests. Any Director wishing to invite a guest to a meeting of the Board shall notify the other members of the Board before the meeting. If a Director wishes to invite a guest who will address the Board, that Director must notify and receive the permission of the Secretary or President at least one day in advance. The Executive Committee will strive to maintain a manageable number of guest presentations.

*Section 4.8 NOTICE OF MEETINGS.*

- a) Each Director will be notified of the meeting by a member of the Executive Committee at least two weeks prior to the day named for the meeting. The notice shall state the time and place for the meeting. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such a meeting except where such Director attends a meeting for the express purpose of objecting, at the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
- b) The President may waive the two week notice requirement, and forty-eight (48) hour personal notice shall suffice if the President determines that there is some matter requiring the immediate attention of this Board of Directors, and that a delay would work to the detriment of the Corporation.

*Section 4.9 QUORUM AND VOTING.*

- a) Quorum. A majority of the Directors in office, or at least 5, whichever is greater, must be present at a meeting in order to constitute a quorum which shall be necessary for the purpose of conducting business.
- b) Voting. All votes, except as otherwise required pursuant to these By-Laws, shall require a majority of those present to pass a motion.
- c) Number of Votes. Each Director shall be entitled to one (1) vote.

*Section 4.10 ANNUAL REPORT OF DIRECTORS.*

The Executive Committee shall present, at the annual meeting (as defined in Section 4.7(b)) of the Board, a report verified by the President and Treasurer showing in appropriate detail the following in writing:

- a) The assets and liabilities of the Corporation as of that time, or the end of the most recent fiscal year.
- b) The revenue and liabilities of the Corporation, both unrestricted and restricted to particular purposes, as of the date of the Annual Meeting.
- c) A copy of the organization's most recently filed IRS form 990.

*Section 4.11 COMPENSATION.*

- a) Directors shall receive no pay, fees, or compensation for their service on the Board. Directors may be reimbursed for reasonable expenses incurred in the course of fulfilling their Board obligations, including costs of travel, at either the actual costs or the current IRS reimbursement rate, if the Corporation has the funds available.
- b) No member of the Board of Directors may be paid staff of the Corporation. In the event a Director is hired as staff of the Corporation, the Director shall immediately provide the Board of Directors with notice of his or her Board resignation.

**ARTICLE 5 COMMITTEES**

*Section 5.1 EXECUTIVE COMMITTEE.*

The Executive Committee is that group of persons vested with the authority to transact routine and ordinary business between meetings of the full Board. The Executive Committee must report to the Board all actions it has taken in the interim, between Board meetings. If the Board opposes a particular decision of the Executive Committee, it may vote, where possible, to reverse the decision.

- a) Composition. The Executive Committee shall consist of the following Board Officers:
  - i) President
  - ii) Vice-President
  - iii) Treasurer

- iv) Secretary
- v) Executive-at-large
- b) Duties of the Committee.
  - i) Conduct routine and ordinary business
  - ii) Prepare agenda for all meetings of the Board.
  - iii) Review committee reports
- c) Actions.
  - i) All actions of the Executive Committee must be approved by a majority of those members present.
  - ii) A quorum must be present throughout any of the Executive Committee meetings for any action to take place. A quorum is a simple majority.

*Section 5.2 COMMITTEES.*

The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees, each of which shall consist of one or more Directors of the Corporation, and any number of non-Directors, if desired. Such committees shall have and exercise only the power and authority specifically prescribed and granted by the Board of Directors in the resolutions establishing them. No committee, including the Executive Committee, shall have the power and authority to:

- a) Fill vacancies in the Board of Directors;
- b) Adopt, amend or repeal these By-Laws;
- c) Amend or repeal any resolution of the Board of Directors.

**ARTICLE 6 OFFICERS**

*Section 6.1 NUMBER AND DESIGNATION.*

The Officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and Executive-at-large.

*Section 6.2 TERMS AND QUALIFICATIONS.*

Each Officer must be a Director. The terms of each office shall be as established in section 4.4. No Officer shall serve more than two consecutive terms in any one office, without unanimous

consent of the Board, and that unanimous consent must be renewed at the end of that Officer's term in order to serve another consecutive term.

*Section 6.3 PRESIDENT.*

The President shall have general supervision over the activities and operations of the Corporation, subject, however, to the control of the Board of Directors. The President shall sign, execute, and acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contract, or other instruments authorized by the Board of Directors except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these By-Laws, to some other Officer, agent, or employee of the Corporation, and, in general, shall perform all duties incident to the office of the President, and such other duties as from time to time may be assigned by the Board of Directors.

*Section 6.4 THE VICE-PRESIDENT.*

The Vice-President shall perform the duties of the President in his/her absence or incapacity and such other duties as may from time to time be assigned by the Boards of Directors or by the President.

*Section 6.5 THE SECRETARY.*

The Secretary shall attend all meetings of the Board of Directors and shall record all the votes of the Directors; and records and reports properly kept and filed by the Corporation as required by law; and, in general, shall perform all duties incident to the office of the Secretary, and such other duties as may from time to time be assigned by the Board of Directors or the President.

*Section 6.6 THE TREASURER.*

The Treasurer shall have or provide for the custody of the funds or other property of the Corporation and shall keep a separate account of the same to the credit of the Corporation; shall collect and receive or provide for the collection and receipt of money due to or received by the Corporation; shall deposit all funds in his/her custody as Treasurer in such bank or other places of deposit as the Board of Directors may from time to time designate; shall, whenever so required by the Board, render an account showing his/her transactions as Treasurer, and the financial condition of the Corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the Board of Directors or the President.

*Section 6.7 THE EXECUTIVE-AT-LARGE.*

The Executive-at-large will serve as a liaison between the Executive Committee and the rest of the Board of Directors, when necessary, and such other duties as may from time to time be assigned by the Board of Directors or the President.

**ARTICLE 7 CONDUCT OF BUSINESS**

*Section 7.1 CONTRACTS.*

The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers as authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

*Section 7.2 WITHDRAWALS.*

All checks or demands for money and notes of the Corporation must be signed by the Treasurer or President, and all checks for more than \$500 must be signed by the Treasurer and one other member of the Executive Committee.

*Section 7.3 DEPOSITS.*

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon checks signed in accordance with the requirements of this article. .

Section 7.4 DONATIONS LOMO will accept donations, but will not accept gifts or donations that come with the expectation that we will perform favors or services that benefit the donor. LOMO will accept grants or donations that pay for specific services, but only if these specific services constitute legitimate charitable activities consistent with LOMO's mission

**ARTICLE 8 MISCELLANEOUS**

*Section 8.1 AMENDMENT OF BY-LAWS.*

These By-Laws may be amended or repealed, or new By-Laws may be adopted by a **majority vote of three-fourths** of the Board of Directors of the Corporation in office at any regular or special meeting of Directors.

Such proposed amendment, repeal, or new By-laws, or summary thereof, shall be set forth in any notice of such meeting, whether annual, regular or special, and shall state the reason for such proposed change.

*Section 8.3 BOOKS AND RECORDS.*

The Corporation will keep at its registered office or principal place of business or available online:

- a) Correct and complete books and records of financial accounts (updated semi-annually);
- b) Minutes of the proceedings of its Board of Directors, and committees; and
- c) The original or a copy of its Articles of Incorporation and By-Laws, including amendments to date certified by the Secretary of the Corporation.

All books and records of this Corporation may be inspected by anyone, for any proper purpose at any reasonable time on written demand to the Secretary stating such purpose. Notice that such request has been made will be forwarded to the Board.

## **ARTICLE 9 PUBLIC MEETINGS**

### *Section 9.1 PUBLIC MEETINGS*

The Corporation will hold at least 4 Public Meetings throughout the year. Public Meetings will be meetings of the corporation open and advertised to the general public, in a place and at a time reasonably likely to be convenient for many of the residents or those who own businesses in the Focus Area. The place and time of Public Meetings will be advertised through means reasonably designed to notify the residents and business owners in the Focus Area of the meeting. At least one meeting must be held in March for nominations for the Board (see Section 4.3).

## **ARTICLE 10 DISSOLUTION**

### *Section 10.1 DISSOLUTION*

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated on a not-for-profit basis as the Board of Directors shall determine. 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 or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE 11 LIMITATION OF PERSONAL LIABILITY OF DIRECTORS; INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES**

### *Section 11.1 LIMITATION OF PERSONAL LIABILITY OF DIRECTORS.*

A Director of the Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- a) the Director has breached or failed to perform the duties of his or her office as defined in Section 11.2 below: and
- b) the breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

The provisions of this Section 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.

*Section 11.2 STANDARD OF CARE AND JUSTIFIABLE RELIANCE.*

- a) A Director of the Corporation shall stand in a fiduciary relationship to the Corporation, and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
  - 1) One or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
  - 2) 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;
  - 3) A committee of the Board upon which he or she 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 if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.
- b) In discharging the duties of their respective positions, the Board, committees of the Board and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon persons with whom the Corporation has business and other relations, and upon communities in which the offices or other establishments of or related to the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection 9 of this Section.
- c) Absent breach of fiduciary duty, lack of good faith or self dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

*Section 11.3 INDEMNIFICATION OF DIRECTORS AND OFFICERS IN THIRD PARTY PROCEEDINGS.*

The Corporation shall indemnify any person who was or is a party or is threatened to be made a

party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director or Officer of the Corporation, or, while serving as a Director or Officer of the Corporation, also is or was serving at the request of the Corporation as a Director, Officer, employee, agent or other representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

*Section 11.4 INDEMNIFICATION OF DIRECTORS AND OFFICERS IN DERIVATIVE ACTIONS.*

The Corporation shall indemnify any person who was or is a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director or Officer of the Corporation, or, while serving as a Director or Officer of the Corporation, also is or was serving at the request of the Corporation as a Director, Officer, employee, agent or other representative of another corporation, 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 threatened, pending or completed action or suit by or in the right of the Corporation.

*Section 11.5 PROCEDURE FOR EFFECTING INDEMNIFICATION OF DIRECTORS AND OFFICERS.*

Indemnification under Sections 11.3 and 11.4 shall be automatic and shall not require any determination that indemnification is proper, except that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

*Section 11.6 DISCRETIONARY INDEMNIFICATION OF OTHERS.*

The Corporation may, at the discretion of, and to the extent and for such persons as determined by, the Board of Directors of the Corporation, (i) indemnify any person not entitled to indemnification under Sections 11.3 and 11.4 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 including actions or suits by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that the person is or was an employee, agent or other representative of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, agent or other representative of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding, and (ii) pay such expenses in advance of the final dispositions as provided in Section 11.7 hereof.

*Section 11.7 ADVANCING EXPENSES.*

Expenses incurred in connection with a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the indemnified individual to repay such amount unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation.

*Section 11.8 INDEMNIFICATION OF FORMER DIRECTORS, OFFICERS AND OTHER REPRESENTATIVES.*

Each indemnity provided in this Article shall continue as to a person who has ceased to be a Director, Officer, employee, agent or other representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

*Section 11.9 INSURANCE.*

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, agent or other representative of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee, agent or other representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Corporation would otherwise have the power to indemnify such person against such liability.

*Section 11.10 RELIANCE ON PROVISIONS.*

Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

**ARTICLE 12 POLITICAL ACTIVITY FORBIDDEN AND CONFLICTS OF INTEREST POLICY**

*Section 12.1 POLITICAL ACTIVITY FORBIDDEN.*

Board Members agree that LOMO is not a political organization and agree that the organization will not explicitly or implicitly endorse or oppose a candidate for elected office in any way. Members of the Board are forbidden from campaigning for or against a candidate for elected office in their capacity as a Member of the Board of LOMO. Board Members agree that LOMO never will engage in any sort of political reciprocity with officeholders, candidates, potential candidates, or their agents or representatives.

*Section 12.2 CONFLICTS OF INTEREST POLICY*

The Corporation is committed to conducting its affairs in compliance with the highest

ethical standards. This Conflict of Interest Policy for the Corporation's Board of Directors, Officers and key employees is an important part of the Corporation's efforts to maintain those standards.

1. Fiduciary Duty. Members of the Board of Directors, Officers and other key employees of the Corporation occupy positions of fiduciary trust and are obligated to discharge their duties in good faith and with undivided loyalty to the Corporation. They must act in the course of their duties solely in the Corporation's best interests without regard to the interests of any other organization or person with which they are related or associated, must refrain from taking part in any transaction or exploiting any opportunity if they cannot act with undivided loyalty to the Corporation, and must refrain from using information regarding the Corporation's activities not generally known outside the Corporation for their benefit. Directors are also subject to this policy while serving on a committee of the Board or while acting in any other capacity on behalf of the Corporation.
2. Conflicts of Interest. Conflicts of interest ("Conflicts") are those circumstances in which the personal or business interests of a Director, Officer or other key employee, or of an immediate family member, may actually or potentially conflict with the interests of the Corporation, or may be perceived as actually or potentially conflicting with the interests of the Corporation. Examples of Conflicts include (i) engaging in, or seeking to engage in, any transaction with the Corporation that involves the purchase, sale, or leasing of property, the granting or lending of money, or the provision of services, (ii) holding any ownership or management interest in any organization that provides property, goods or services to the Corporation, is a grantee of the Corporation, or otherwise does, or seeks to do, business with the Corporation, (iii) using information relating to the Corporation's operations for personal or business advantage, (iv) disclosing confidential information of the Corporation without authorization, (v) accepting a gift, entertainment or other favor of more than nominal value from any person or organization that has received or seeks to receive a grant from the Corporation, does or seeks to furnish property, goods or services to the Corporation, or otherwise transacts or seeks to transact business with the Corporation, except entertainment received in the ordinary course of performing services for the Corporation, (vi) exploiting any opportunity within the scope of the Corporation's activities without first offering it to the Corporation, and (vii) having any interest in any organization with a mission in direct conflict with the Corporation's mission.
3. Disclosure of Conflicts. Directors, Officers and other key employees of the Corporation shall disclose the material facts regarding any actual or potential Conflict (1) on annual certifications submitted to the Board of Directors before each April Public Meeting and (2) on interim certifications submitted to the Board of Directors for actual or potential Conflicts that arise between annual certifications. The form of these certifications is provided in Appendix A of these Bylaws
4. Board Action. After full disclosure, the Board of Directors may determine that no actual Conflict exists and that no further action is required based on any reasonable

grounds, including the nominal nature of any interest involved. If an actual Conflict exists, neither the Corporation nor the Director, Officer or key employee shall enter into or continue the transaction or arrangement presenting the Conflict unless it is approved by the Board. In approving a Conflict, the Board shall consider whether a more favorable alternative transaction or arrangement is available with a party that does not present a Conflict.

5. Abstention. Any Director, Officer or other key employee seeking the approval of a Conflict or a determination that no actual Conflict exists shall abstain from the consideration of, and voting on, the transaction, arrangement or opportunity presented to the Board, except to disclose the transaction, arrangement or opportunity and answer questions about it. Any Director so abstaining may be counted in determining the presence of a quorum.
6. Minutes of Board Action. The minutes of the meeting of the Board where an actual or potential Conflict was disclosed and approved shall contain a full description of the parties involved, their relationships, the nature of the Conflict, and the Board action.
7. Definitions. For purposes of this Section: The term "organization" includes without limitation any agency, entity, company, association, firm or other group, whether governmental or nongovernmental, and whether operated on a for-profit or nonprofit basis. The term "interest" includes without limitation any position as owner, Officer, board member, partner, member, employee, contractor, consultant, or beneficiary, but shall not include the ownership of less than five percent of the outstanding voting securities of a publicly held company. The term "immediate family" means spouse, domestic partner, ancestors, siblings, descendants, and the spouses or domestic partners of ancestors, siblings and descendants.

I HEREBY CERTIFY that the foregoing is a full, true and correct copy of the Bylaws of Lower Moyamensing Civic Association, a Pennsylvania non-profit corporation, as in effect on the date hereof.

DATED: \_\_\_\_\_  
Secretary

**Appendix A**

CONFLICT OF INTEREST  
CERTIFICATION  
BOARD OF DIRECTORS, OFFICERS AND KEY EMPLOYEES

I have read and understand the Conflict of Interest Policy for the Board of Directors, Officers and key employees of the Corporation, including (1) my fiduciary duties to act in the best interests of the Corporation without regard to the interests of any other person or organization with which I may be related or associated and (2) my obligation to disclose any actual or potential conflicts of interest that I or a member of my immediate family may have.

**I certify that:**

\_\_\_\_\_ I am not aware of any actual or potential conflict of interest as described in the Policy.

**OR**

\_\_\_\_\_ I am aware of one or more actual or potential conflicts of interest as described in the Policy, and I have attached a description of the material facts involved, including names and addresses of parties, relationships, dates and the nature of the transaction, arrangement or opportunity.

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_