

# THE OVERBROOK FARMS CLUB BY-LAWS

## ARTICLE I MEMBERSHIP MEETINGS

SECTION 1. Membership in the Overbrook Farms Club (hereafter referred to as the CORPORATION), shall be limited to property owners of the area defined in Article IX. A non-property owner who owns and operates a business in the defined area may, upon recommendation of the Board of Directors (hereafter referred to as the BOARD) and approved by the membership at the annual meeting, be admitted as a member. Individuals who are paid members as of September 15, 1986 will continue to be eligible for membership under these By-laws.

SECTION 2. In order for a member to vote at any meeting, the assessed dues shall have been paid in full.

SECTION 3. An annual meeting of the membership shall be held in the spring for the purpose of electing Directors who will take office at the end of the annual meeting, the submission of reports by officers and committees and any other general business.

SECTION 4. Special meetings of the membership or the BOARD may be called at any time and place determined by the President or a majority of the BOARD. The President or a majority of the BOARD shall inform the Secretary in writing, specifying the date, place and purpose of the special meeting. The Secretary shall prepare, sign and mail notice of the meeting to the members at least One (1) week prior to the meeting. The special meeting shall be limited to the purpose specified in the notice.

SECTION 5. There shall be one class of membership. A member shall be entitled to one (1) vote at any meeting of the membership. Thirty (30) members shall constitute a quorum.

## ARTICLE II DIRECTORS

SECTION 1. The BOARD shall be limited to sixteen (16) Directors who shall be members of the CORPORATION. Directors shall be elected for a term of four (4) years, or until their successors are elected at the annual meeting. Four (4) Directors shall be elected each year and take office at the end of the annual meeting. No Director (including those who are in office at the time of the adoption of the new By-laws) shall be eligible to serve more than two (2) elected terms consecutively. A nominating committee of three (3) members of the BOARD, one of whom shall be Chairman, and two (2) members at large shall be appointed by the President at the February meeting of the BOARD. It shall be the duty of the committee to nominate candidates for the office of Director to be chosen at the annual meeting. The nominating committee shall report to the BOARD in March. At the annual meeting additional nominations from the floor shall be permitted. If a board member is absent without prior notice for three meetings in one year, the Board of Directors may vote to remove the absentee member.

SECTION 2. Regular meetings of the BOARD shall be held monthly from September to June on dates and locations determined by resolution of the BOARD. Where the dates and locations have been determined and published and the Directors advised of the same, no further notice of the meetings shall be required.

SECTION 3. The BOARD shall elect in June from among its members, a President, Vice President(s), Secretary, and a Treasurer, who will take office immediately.

SECTION 4. If the office of any Director becomes vacant, the remaining Directors, by a majority vote, may appoint any member to fill the vacancy for the unexpired term.

SECTION 5. The BOARD shall be vested with the management of the affairs of the CORPORATION, and shall adopt rules and regulations for membership, and dues as it shall deem advisable. Nine members of the BOARD shall constitute a quorum for the transaction of business except as indicated in the By-laws. Ex-officio members shall not be counted in determining whether a quorum is present. All binding action of the BOARD shall be by a majority vote of the members present and voting.

SECTION 6. All past presidents of the CORPORATION who are current members of the CORPORATION shall be ex-officio members of the BOARD, subject to retention by the membership at the annual Spring meeting. As such, past presidents shall be given notice of all BOARD meetings and shall have the right to participate and vote at all such meetings.

### ARTICLE III OFFICERS

SECTION 1. The President shall be the chief executive officer of the CORPORATION and Chairman of the Board and shall see that orders and resolutions of the BOARD are implemented.

SECTION 2. The Vice President shall perform the duties assigned to him by the BOARD. In the case of the death, disability, or absence of the President, the Vice-President shall be vested with the duties and powers of the President.

SECTION 3. The Secretary shall attend meetings and shall preserve in the books of the CORPORATION complete and accurate minutes of the proceeding. The Secretary shall perform any other duties delegated by the BOARD.

SECTION 4. The Treasurer shall have custody of the funds of the CORPORATION and shall keep in books belonging to the CORPORATION full and accurate accounts of receipts and disbursements. The Treasurer shall deposit money and valuables in the name of the CORPORATION in depositories designed by the BOARD, disburse funds of the CORPORATION as ordered by the BOARD, and render at the meetings of the BOARD, and when requested by the President, an account of all transactions and the financial condition of the CORPORATION.

SECTION 5. In the event of a vacancy in the office of any elected officer, including the President, the BOARD shall fill the vacancy at the next scheduled meeting.

### ARTICLE IV COMMITTEES

SECTION 1. Committees shall be appointed by the President from time to time as deemed necessary to carry on the work of the CORPORATION. The President shall be an ex-officio member of all committees except the nominating committee.

### ARTICLE V EXECUTION OF INSTRUMENTS

SECTION 1. All checks, drafts and orders for payment of money shall be signed in the name of the CORPORATION and by any two officers.

### ARTICLE VI MISCELLANEOUS

SECTION 1. The BOARD and officers of the CORPORATION shall serve without compensation.

ARTICLE VII  
CORPORATE SEAL

SECTION 1. The Corporate Seal shall be circular in form and shall contain the name of the CORPORATION, the year of its creation and words "CORPORATE SEAL PENNSYLVANIA". The Seal may be used by causing it to be impressed on any document.

ARTICLE VIII  
PRINCIPAL OFFICE

SECTION 1. The office of the CORPORATION shall be located within the Overbrook Farms area at a place designated by the BOARD.

ARTICLE IX  
BOUNDARIES OF CORPORATION

SECTION 1. The geographical limits of the CORPORATION shall be within the section of Philadelphia known as Overbrook Farms and the 6400 and 6600 blocks of Woodcrest Avenue and Morris Park Road. The boundaries of those areas may be changed as recommended by the BOARD and approved by a majority of the membership voting at the annual meeting.

ARTICLE X  
AMENDMENTS OF BY-LAWS

SECTION 1. The By-laws may be amended at any regular meeting of the BOARD by an affirmative vote of eleven (11) members of the BOARD provided that the substance of the proposed amendment shall have been stated in written notice of the meeting.

ARTICLE XI  
RULES

SECTION 1. The rules contained in the current edition of "Robert's Rules of Order, Newly Revised" shall govern the conduct of any meeting provided the rules are not inconsistent with the By-laws and any special rules of order the BOARD may adopt.

AMENDMENT TO THE BYLAWS  
OF THE OVERBROOK FARMS CLUB

If a board member is absent without prior notice for three meetings in one year, the Board of Directors may vote to remove the absentee member.

Approved: 17 March 2003

**AMENDMENT TO THE BYLAWS  
OF THE OVERBROOK FARMS CLUB**

It is hereby resolved that ARTICLE V, EXECUTION OF INSTRUMENTS, is amended as follows:

SECTION 1. All checks, drafts and orders for payment of money in an amount equal to or in excess of \$250.00 shall be signed in the name of the OVERBROOK FARMS CLUB by any two officers so authorized to execute such instruments generally.

SECTION 2. All checks, drafts and orders for payment of money in an amount less than \$250.00 need only be signed in the name of the OVERBROOK FARMS CLUB by one officer so authorized to execute such instruments generally.

Approved: June 22, 2004