

# **THE OVERBROOK FARMS CLUB BY-LAWS OF THE CORPORATION**

## **ARTICLE I MEMBERSHIP**

**SECTION 1.** Membership (hereafter referred to as MEMBERS or MEMBERSHIP, collectively and MEMBER, individually) in the Overbrook Farms Club (hereafter referred to as the CORPORATION), shall be limited to property owners and full-time tenants residing in the area defined in Article IX. MEMBERS are natural persons and must be of legal age. The Board of Directors (hereafter referred to as the BOARD), as defined under Article II, will have the authority to resolve any disputes related to this definition of MEMBER or MEMBERSHIP.

**SECTION 2.** A MEMBER will have standing to vote at any meeting or on any official ballot item (hereafter referred to as BALLOT ITEM) presented by the BOARD, once the MEMBER has registered their full name, address, telephone number, and e-mail or other mode of direct electronic communication (hereafter CONTACT INFORMATION) with the CORPORATION and the BOARD has officially recognized the MEMBER by the resolution to add the MEMBER to the official Membership Roster (hereafter the ROSTER) of the CORPORATION at a meeting of the BOARD. A BALLOT ITEM is defined as any request made in the name of the BOARD, through electronic or other communication means, that is intended to gather opinions, data, input, votes, or other information from the MEMBERS. An eligible MEMBER, as defined by Article I, SECTION 1, may register their CONTACT INFORMATION by delivering it electronically or otherwise to any active member of the BOARD or by submitting it online through [www.overbrookfarmsclub.org](http://www.overbrookfarmsclub.org) or any official communication, electronic or otherwise, of the CORPORATION.

**SECTION 3.** An annual meeting of the MEMBERSHIP shall be held in January of each year 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 BOARD may be called at any time and place determined by the President or a simple majority of the BOARD. The President or any officer of the BOARD shall notify the BOARD or MEMBERSHIP in writing at least five (5) days prior to the meeting, specifying the date, place and purpose of the special meeting. Electronic notification is acceptable. The special meeting shall be limited to the purpose specified in the notice. A simple majority of the MEMBERSHIP or twenty-five (25) MEMBERS, whichever is lesser, shall constitute a quorum. A special meeting of the MEMBERSHIP may be convened by signed petition of a quorum of MEMBERS. The petitioning MEMBERS shall notify the BOARD and MEMBERSHIP in writing at least five (5) days prior to the meeting, specifying the date, place and purpose of the special meeting.

**SECTION 5.** There shall be one class of MEMBERSHIP. A MEMBER shall be entitled to one (1) vote at any meeting of the MEMBERSHIP or on any BALLOT ITEM. MEMBERSHIP must be renewed annually starting January 1 for the new calendar year by verifying or updating CONTACT INFORMATION through the means defined above in Article I, SECTION 2.

## **ARTICLE II DIRECTORS**

**SECTION 1.1** The BOARD shall be limited to fifteen (15) 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. At least eight (8) Directors must be elected by the MEMBERSHIP at the annual meeting, a special meeting, or by BALLOT ITEM. No Director, including those who are in office at the time of the adoption of the new bylaws shall be eligible to serve more than two (2) elected terms consecutively.

SECTION 1.2 If a Director is absent without prior notice for three meetings in one year, the BOARD may vote to remove the absentee Director.

SECTION 2. Regular meetings of the BOARD shall be held at least quarterly on dates and locations determined by resolution of the BOARD. The BOARD may elect to meet with greater frequency. 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 January from among its Directors, a President, Vice President(s), Secretary, and a Treasurer, who will take office immediately.

SECTION 4. If the office of any MEMBER-elected Director becomes vacant, the remaining Directors, by a simple 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. No fewer than five (5) Directors shall constitute a quorum for the transaction of business.

### 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 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. Any Committee of the BOARD shall have at least three MEMBER participants, one of which must be a Director.

SECTION 2. The BOARD shall have two standing committees as follows:

- The Executive Committee shall be made up of the President, Vice President, Secretary, and Treasurer. The Committee shall be chaired by the President or any other officer, as designated by the President. This Committee is generally charged to lead the business of the BOARD and CORPORATION.
- The Governance Committee shall be charged with leading the process of nominating and electing Directors and ensuring that the conduct of the BOARD is at all times in compliance with the by-laws of the CORPORATION.

ARTICLE V  
EXECUTION OF INSTRUMENTS

SECTION 1. All checks, drafts and orders for payment of money in an amount in excess of \$1,000 shall be signed by any two Officers so authorized to execute such instruments generally.

ARTICLE VI  
BOARD COMPENSATION

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. The seal shall be held by the BOARD Secretary.

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: City Ave to Woodbine Avenue, 58<sup>th</sup> to 66<sup>th</sup> Streets and the 6400 and 6600 blocks of Woodcrest Avenue and Morris Park Road. Properties on both sides of the street in the designated area shall be included in the limits of the CORPORATION. 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 a simple majority of the Directors provided that the substance of the proposed amendment shall have been communicated in writing to the BOARD prior to 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.