

**BY-LAWS
of
THE PHILADELPHIA CROSSTOWN COALITION**

ARTICLE I

The name of this nonprofit Pennsylvania corporation is THE PHILADELPHIA CROSSTOWN COALITION. It is referred to in these By-Laws as "PCC."

ARTICLE II

Mission

PCC is a nonprofit, non-partisan organization of Registered Community Organizations (RCO's) creating a united voice to advocate around cross neighborhood issues that affect City of Philadelphia residents' quality of life. The PCC's agenda will be determined democratically by the organization's members. PCC will also help each member organization achieve its potential by sharing best practices and utilizing economies of scale.

ARTICLE III

General Structure

PCC operates through its Board of Directors which shall be composed of Representatives selected by Member as described in Article IV below.

A. Members. Members other than those recognized through Article IV(B) shall be Registered Community Organization (RCOs) which:

1. Assign at least two Delegates and preferably a total of three Delegates to attend PCC Board meetings, and
2. Timely pay annual dues in accordance with a schedule established by the PCC Board which dues shall be payable at the commencement of each fiscal year, and
3. Are designated by the Philadelphia Planning Commission (PPC) as an RCO, and
4. Qualify under the RCO regulations of the PPC in effect as of April 1, 2014 by maintaining:
 - a. an adopted statement of purpose for the organization concerning land use, zoning or related concern, AND
 - b. a geographic area with no more than 20,000 parcels, AND

- c. boundaries that are set forth in the organization's governing rules, AND
- d. meetings that are publicly announced through hard copy or electronic notices, AND
- e. open meetings on a regularly scheduled basis, AND
- f. leadership chosen by the membership of the organization-at-large through an election process.

B. Adding Members. An organization that does not meet the requirement of Articles III (A) may become a voting Member by the affirmative vote of two-thirds of the entire membership of the Board upon recommendation of the Membership Committee.

C. Removing Members. A Member shall be removed for failure of participation as defined in procedures adopted by the Board. The Board may invite such a removed Member to become a non-voting Member of the Board, and such a removed Member may be restored as a voting Member by vote of the Board.

1. An organization may be removed as a Member of PCC for any other reason by an affirmative vote of at least 70% of the Members through the votes of their Delegates.

ARTICLE IV **Board of Directors**

A. Composition.

1. The Board of Directors (the " Board") shall be composed of Delegate(s) who are appointed by a Member.
2. Each former chairperson serving pursuant to Section H of Article V.

B. Selection/Qualifications of Member Delegates. Each Member shall appoint at least one Delegate and no more than three Delegates to the Board of Directors. The Member shall provide in writing the name, residential address, telephone numbers, and email address of its Delegates. No person who is a salaried elected official, may serve as a Member's Delegate. Regardless of the number of delegates representing any member in attendance at any meeting, only one vote per member will be permitted.

C. Conduct of PCC Business By Member Votes. The property, affairs and business of PCC shall be managed by the Board by majority vote of the quorum, (see definition in Article IV, Section E.) then present at any meeting except where a different vote count is specified in these bylaws. The Board may delegate to the Chairperson, or to the Executive Committee, or to a Board committee or a Board member, in addition to the authority provided to any of them elsewhere in these By-Laws, such powers as the Board deems appropriate.

D. Annual Meeting. The annual meeting of the Board shall take place between June 1st and July 15th, on a date and at a time and place as the Board shall select each year. The Board shall provide to the Members at least ten business days' notice of the time, place, and date of such annual meeting which notice shall be delivered electronically to the email address of each Member and each Member's Delegates.

E. Regular Meetings, Notices, Quorum, Official Action. The Board shall meet as frequently as it chooses but at least quarterly, and shall meet at any time upon the call of the Chairperson or at the request of 20% the Members either delivered in writing to the Chairperson or called for in a meeting of the Board. Notices of the date, location and time of the meetings, with agenda, shall be delivered to Board members at least ten business days prior to the meeting except where unanticipated issues require shorter notices of an emergency meeting. A quorum of the Board shall be reached when more than 50% of the Members are represented by at least one of their duly appointed Delegates physically present at the commencement of the Board meeting (An ex-officio Board Member serving pursuant to Section F or G of this Article V shall not be counted in determining either the number required for a quorum or whether a quorum is present). Except where otherwise provided, an affirmative vote of a majority of Members represented by Delegates present at a Board Meeting shall constitute official action of the Board provided that in no event shall any Member have more than one vote regardless of the number of Delegates representing any one delegate. A member may vote by proxy on any motion circulated to the membership for approval by delivering its vote or abstention by mail or email to the Chairperson of the Coalition at least 24 hours prior to the meeting at which the motion is to be considered, provided, however, members are limited to two proxy votes per calendar year. Members voting by proxy will be counted for the quorum of the meeting.

F. Former Chairpersons. Any person who has served at least one full year as Chairperson shall, for a period of two years immediately following the termination of that service, continue as an ex-officio voting member of the Board, but may not vote in such capacity at any time that he or she may also vote as an officer or as the Delegate of a Member.

G. Other Ex-Officio Board Members. The Board may, upon recommendation of the Membership Committee, appoint any resident of the City of Philadelphia to serve as an Ex-Officio board member, when the resident has specific skills or expertise useful to the PCC. Such Ex-Officio board members may attend all Board Meetings but shall have no vote. In no instance shall such Other ex-Officio board members constitute more than twenty-five per cent of the Board.

H. Conflict of Interest Rules for Delegates

1. The Board of Directors (the " Board") shall be composed of Delegate(s) who are appointed by a Member.
2. Each former chairperson serving pursuant to Section H of Article V
3. Every Delegate must actively avoid situations in which the Delegate – or a spouse, committed partner, sibling, parent, child, or business partner/associate – benefits

financially or materially from his/her relationship with the PCC or is perceived to gain such benefits.

4. No Delegate may accept – from any current or potential vendor, contractor, or other entity with a potential or current business relationship with the PCC – any cash, gift, benefit, payment, or other consideration for personal use or gain, or any in-kind benefit, which has a value greater than \$50.00.
5. No Delegate may attempt to influence the PCC's policy positions based on any criteria other than the best interests of the PCC's constituency and beneficiaries and of the PCC as a whole.
6. Every Delegate is responsible for disclosing affiliations and situations that might constitute or lead to a conflict of interest or might be perceived by a reasonable person in the community or by a funder as constituting a conflict of interest. The PCC will provide a disclosure form, to be completed by each Delegate annually. It is the affirmative responsibility of the Delegate to proactively disclose any situations that may present a real or perceived conflict of interest.
7. No Delegate may receive any compensation from the PCC other than for reimbursement of expenses as a result of PCC business.
8. Delegates are prohibited from urging the PCC to hire as consultants, contractors, or staff any family member or close friend or anyone with whom they have a business relationship, except where the relationship has first been disclosed fully, and approved in writing by the Board of Directors or, if not feasible, the Executive Committee.
9. No individual may serve as a Delegate of the PCC at the same time that a member of his/her immediate family (spouse, partner, sibling, child, parent or grandparent, son or daughter in-law, mother or father in-law) is employed by the PCC as a staff member, consultant, or contractor, except where the relationship has first been disclosed fully, and approved in writing by, the Board of Directors or, if not feasible, the Executive Committee.
10. Any Delegate who is currently running for office shall be strictly prohibited from using the Philadelphia Crosstown Coalition platform for campaign purposes.

ARTICLE V
Officers General

Provisions

A. Officers. The officers of PCC shall be a Chairperson, two Vice-Chairpersons, a Secretary, a Treasurer, and such other officers as the Board may hereafter specify.

B. Additional Powers. In addition to the powers and duties set forth elsewhere in these By-Laws, each officer shall have such additional powers and duties as the Board may determine.

C. Procedures for Elections of Officers. The officers must be a Delegate of a Member. Officers shall be elected at the first meeting of the Board and, thereafter, at the annual meeting of the Board. Once elected, an officer shall continue in office during such term even if replaced by a Member as its Delegate. Prior to the first meeting of the calendar year (typically January), the Chairperson shall appoint a Nomination Committee consisting of three non-officer delegates. The members of the Nominations Committee shall select a Committee Chair. Prior to the second meeting of the calendar year (typically March), the Nominations Committee shall email all delegates the names of those officers wishing to remain in their office and, further in that email, request that delegates wishing to seek an officer nomination submit their names and any relevant resume information. The Nominations Committee shall endeavor to 1) not to nominate delegates from the same member RCO, and 2) nominate delegates from different areas of the City. The Nominations Committee shall report its nominations for officers of the Coalition at the third meeting of the calendar year (typically May). At the annual meeting, the Nominations Committee Chair shall call for nominations from the floor and submit any floor nominations that are seconded with the Committee nominations for a vote. Proxy votes are not permitted in the election of officers.

D. Term. The officers elected at the first meeting of the Board shall serve until June 30, 2015. Subsequently elected officers shall serve one year terms beginning July 1 and expiring on June 30 or, if no successor has been elected by June 30, such term shall be extended until such successor has been elected.

E. Limitation on Successive Terms. No person may serve as an officer more than three successive terms. However, this limitation does not prevent a person who has served three successive terms in one office from being elected to a different office. This limitation shall not apply in any case where 75% of the Members through their Delegates elect a person who has served three successive terms in a single office to additional successive term(s).

F. Vacancy. A vacancy in an office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Particular Officers

G. Chairperson. The Chairperson shall be the official spokesperson of PCC (unless the Chairperson delegates that responsibility to another). The Chairperson shall manage the

property, business, and affairs of PCC, pursuant to the policies and directions of the Board or, where applicable, the Executive Committee. The Chairperson shall preside at all meetings of the Board and the Executive Committee, and shall be an ex-officio member of all committees subject to H below.

H. Vice Chairpersons. There shall be two Vice Chairpersons. The Vice Chairpersons shall each perform such duties as may be assigned by the Board or, where applicable, the Executive Committee, or the Chairperson. If the Chairperson from time to time is unable or unwilling to perform any required duty, then the Chairperson shall select a Vice Chairperson to so act. If the Chairperson has not made such a selection, then the Board, or the Executive Committee in the absence of Board action, shall first determine that the Chairperson is unable or unwilling to perform any required duty or duties and then choose which Vice Chairperson shall act as Chairperson to perform such duty or duties instead of the Chairperson.

I. Secretary. The Secretary shall keep the minutes of all meeting of the Board and timely publish the minutes to all the Members once the minutes are approved by the Board and further shall keep minutes of the Executive Committee, and shall have charge and custody of the records of PCC. The Secretary shall be responsible for the preparation and distribution of such notice of meetings as may be required by these By-Laws, and shall maintain accurate lists of the names and address of Representatives, Directors and Members.

J. Treasurer. The Treasurer shall have charge of all funds and financial records of the PCC. The Treasurer shall maintain an accurate accounting system and present financial reports to the Board at its annual meeting and at such other times and in such manner as the Board from time to time may determine.

ARTICLE VI **Executive Committee**

A. Composition and Meetings. The officers shall constitute the Executive Committee. The Committees shall meet at least every other month, and more frequently as it shall determine or otherwise upon the call of the Chairperson and such meetings may occur by teleconference or videoconference at the discretion of the Chairperson or a majority of the Executive Committee not including the Chairperson. The Chairperson, or a majority of the Executive Committee, may invite others to attend an Executive Committee meeting. The Executive Committee may, by a majority vote, add no more nor less than two additional persons who are Delegates to act as voting members of the Executive Committee.

B. Authority of the Executive Committee. The Executive Committee shall act on behalf of PCC between meetings of the Board, and shall conduct such activity as directed by the Board. A majority of the Executive Committee shall constitute a quorum. Action by the Executive Committee shall require an absolute majority of its members.

ARTICLE VII

Committees

A. Standing Committees. The following are Standing Committees which shall perform function as directed by the Board - Membership, Best Practices, Communications and Finance.

B. Creation of Other Committees. Other Committees may be created by vote of the Board and shall have such responsibility and authority as the Board or, where applicable, the Executive Committee determines.

C. Non-Binding Electronic Voting. If a member requests that the Executive Committee use its power to act between Board meetings per the order of business for electronic voting procedures described below, these voting procedures shall be implemented provided however that the voting results will not be binding on the Executive Board but shall be advisory only and used to assess Member opinion to better inform the Executive Committee as to the actions taken under Section VII (C) above.

The order of business shall be as follows:

1. Any Member may at any time deliver to the Chairperson an email (the "initiating email") containing:
 - a. A motion to be adopted by the PCC
 - b. Comments discussing the merits/demerits of the Motion
 - c. A request that the Motion be presented to the Members of the PCC for an email vote.
 - d. The identity of any Member other than the Member issuing the initiating email which has seconded the motion found in the initiating email.
2. Within 3 business days of receiving the initiating email, the Meeting Secretary shall send an e-mail (the "originating email") to all the Delegates. The originating email shall:
 - a. identify the Members which have initiated and seconded the Motion,
 - b. include the text of the initiating email
 - c. contain a subject entry at the top of the email commencing with the phrase "Motion for Advisory Non-Binding Email Voting" followed by a short description of the motion's subject matter.
 - d. attach these Online Voting Procedures Meeting procedures to the originating email.
 - e. identify the date that the discussion period will terminate
3. All subsequent emails dealing with the motion shall contain the same subject entry as that within the originating email.

4. During the three business days following the transmission of the originating email, any Delegate may make comments to the Meeting Secretary by email bearing the subject matter format of the originating email addressed to all the Delegates who shall by email acknowledge receipt of the discussion email which acknowledgement email shall be transmit the comments made to all Delegates unless the comments have already been so circulated.
5. While Delegates may suggest amendments to the wording of the motion during the three day comment period, the motion may not be amended in the course of the process instituted by the originating email. Any amendment must be the subject of a new initiating email.
6. At the end of the three business day comment period, the Meeting Secretary shall promptly deliver to the delegates an email (the "voting email"), which may be in the format of a Doodle Calendar, containing the motion and requesting that the delegates respond to the Meeting Secretary by email within 3 business days with a "Yes" or "No" vote on the motion.
7. Each Member shall, through its delegate(s) email its vote to the Meeting Secretary.
8. The voting period shall close after the passage of 3 business days from the transmission of the voting email or when the number of response emails to the voting email is sufficient to determine the outcome of the vote, whichever is sooner.
9. Once the voting period has terminated, the Meeting Secretary shall, within three business days, deliver to the Delegates an email (the "tally email") which shall list which Members voted "Yes" and which members voted "No" and what action, if any, the Executive Committee has taken.
10. Anything herein, to the contrary notwithstanding, in the event that a Board Meeting of the PCC occurs at any time between the receipt of the initiating email and the close of the voting period as described in paragraph 8 herein, the email Motion described in the initiating email shall be presented by the Chairperson to the Delegates and processed as a motion according to the bylaws of the PCC.

D. Chairs and Members of Committees. Chairs of committees shall be appointed by the PCC Chairperson with the approval of the Board. Committee members shall be selected by the joint decision of the Chairperson and the chair of such committee. A person need not be a member of the Board to be a chair or member of any committee.

ARTICLE VIII

Indemnification and Insurance

A. Indemnification of Directors and Officers.

(1.i) Each Indemnitee (as defined below) shall be indemnified and held harmless by the Corporation for all actions taken by him or her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including without limitation attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any Proceeding (as defined below). No indemnification pursuant to this Section shall be made, however, 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.

(1.ii) The right to indemnification provided in this Section shall include the right to have the expenses incurred by the Indemnitee in defending any Proceeding paid by the Corporation in advance of the final disposition of the Proceeding to the fullest extent provided by Pennsylvania law; provided that, if Pennsylvania law continues so to require, the payment of such expenses incurred by the Indemnitee in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified under this Section or otherwise.

(1.iii) Indemnification pursuant to this Section shall continue as to an Indemnitee who has ceased to be a Director or officer and shall inure to the benefit of his or her heirs, executors and administrators.

(1.iv) For purposes of this Article, (A) "Indemnitee" shall mean each Director or officer of the Corporation who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding, by reason of the fact that he or she is or was a Director or officer of the Corporation or is or was serving at the request or for the benefit of the Corporation as a Director, officer, employee, agent, partner, or fiduciary of, or in any other capacity for, another corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise; and (B) "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding (including without limitation an action, suit or proceeding by or in the right of the Corporation), whether civil, criminal, administrative or investigative.

B. Indemnification of Employees and Other Persons. The Corporation may, by action of its Board of Directors and to the extent provided in such action, indemnify employees and other persons as though they were Indemnitees. To the extent that an employee or agent of the Corporation has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue or matter therein, the Corporation shall indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

C. Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses provided in this Article shall not be exclusive of any other rights that any person

may have or hereafter acquire under any statute, provision of the Corporation's Articles of Incorporation or By-Laws, agreement, vote of Directors, or otherwise.

D. Insurance. The Corporation may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Pennsylvania law against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person under Pennsylvania or other law. The Corporation may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.

ARTICLE IX

Contracts, Checks, Deposits and Funds, and Books and Records

A. Contracts. The Board may, by written resolution, authorize an officer or officers or agent or agents of PCC in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of an on behalf of PCC, and such authority may be general or confined to specific instances.

B. Checks. All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of PCC, shall be signed by such officer or officers, agent or agents, of PCC and in such manner as shall from time to time be determined by written resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chairperson or a Vice Chairperson.

C. Books and Records. PCC shall keep correct and complete books and records of account and shall also keep appropriate minutes of the proceeding of its Board of Directors and Committees.

ARTICLE X

Fiscal Year

The fiscal year shall begin on July 1 and end on June 30.

Article XI

Procedure

All PCC meetings shall be conducted in accordance with the then current edition of Robert's Rules of Order where they are not inconsistent with the provisions of these By-Laws.

ARTICLE XII
Amendments to the By-Laws

These By-Laws may be amended by the affirmative vote at a Board Meeting of Delegates representing at least 60% quorum for the meeting where the proposed amendment has been presented in writing in the notice of a Board of Director's meeting delivered to the Members and their Delegates at least fifteen business days before the meeting at which the amendment is voted upon.