

# Cheltenham Chamber of Citizens

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Founded in 2009, Incorporated 11/4/2009

## **PREAMBLE TO THE BYLAWS**

The following bylaws, starting on the next page, are intended to help and guide the Board members and members to promote effective management of the Cheltenham Chamber of Citizens (hereinafter "CCC" or Organization) for the mutual benefit of and effective performance by its members and supporters. In this context, the bylaws shall:

1. Establish a framework for the legal, ethical, and effective operation of the CCC.
2. Establish rules and guidelines that are sufficiently flexible to enable the officers to adapt the activities, functions, resources, and finances of the Organization to the membership's interests, objectives, demographics, applicable laws, and other conditions that may affect the members as citizens or friends of The Township of Cheltenham.
3. Enable the CCC to conform to Federal and Pennsylvania State rules and regulations applicable to the Organization's status as a Pennsylvania non-profit corporation.
4. Enable the officers to utilize the CCC's tangible and intangible property and resources to the best advantage of the Organization's objectives.
5. Establish and maintain a policy within its bylaws to protect and limit the use of the personal data of the members and the CCC's data.
6. Support and encourage the voluntary, active participation and interaction of all Township residents in the objectives and activities of the Organization.

# Cheltenham Chamber of Citizens

Founded in 2009, Incorporated 11/04/2009

Revised August 16, 2015 (see Attachment 1)

## BYLAWS

### ARTICLE I NAME

The name of the organization shall be Cheltenham Chamber of Citizens (CCC).

### ARTICLE II PURPOSE

As detailed in the Articles of Incorporation, the purposes of the Cheltenham Chamber of Citizens are: educating local citizens and the general public about issues of relevance and concern regarding Cheltenham Township, Montgomery County, Pennsylvania; and the establishment of systems of dialog amongst persons of interest and concern in the governance of Cheltenham Township. In this respect the CCC is organized exclusively for educational purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### ARTICLE III MISSION STATEMENT

Cheltenham Chamber of Citizens is a membership-based, publically supported, nonprofit educational organization whose mission is to promote, maintain and enhance the quality of life of its members, the Township of Cheltenham residents, and interested parties in nearby neighborhoods. The CCC will pursue its objective by championing civic engagement, advocating for more transparency in local government, and being a proponent for more responsive representation in local and regional matters.

60 **ARTICLE IV GENERAL INFORMATION**

61  
62 4.1. The Corporation shall be known as the Cheltenham Chamber of Citizens (or "CCC",  
63 or "Organization", or "Corporation"). As used in these bylaws, the word "may" should be  
64 construed as discretionary; the word "shall" should be construed as mandatory; and the  
65 words "Cheltenham" and "Township" refer exclusively to the Township of Cheltenham,  
66 Montgomery County, PA. Any reference to residents shall be construed to include all  
67 members of the CCC as well as all residents of the Township of Cheltenham.

68  
69 4.2. The post office address and the legal address of the Organization's registered office in  
70 the Commonwealth is identified in Article X-4.

71  
72 4.3. **Privacy Statement:** secured organizational information, including but not limited to  
73 membership data, financial records, and passwords, is confidential, and shall be given to  
74 no one, unless explicitly approved by at least two thirds of all members of the Board.

75  
76 4.4. **Use of Income:** No officer or member of the CCC shall be paid, currently or deferred,  
77 for his/her services and/or performance in cash, services, barter, fringe benefits of any  
78 kind, or any marketable instrument or object of monetary value, other than compensation  
79 for operating expenses of the organization that may be incurred in the line of duty. No part  
80 of the CCC's net income shall inure to the benefit of, or be distributable to its members,  
81 officers, or other private persons. All funds shall be used, paid, and distributed solely in  
82 furtherance of the stated purpose and mission and in full compliance with the applicable  
83 rules and restrictions of section 501(c)(3) or the corresponding section(s) of any future  
84 federal tax code.

85  
86 4.5. **Non-Exempt Activities:** The CCC shall not promote or disseminate propaganda or  
87 otherwise attempt to influence legislation. The CCC shall not participate in, or intervene in  
88 (including the publishing or distribution of statements) in any political campaigns on behalf  
89 of or in opposition to any candidate for public office. Notwithstanding any other provision of  
90 these articles, the CCC shall not engage in activities cited in section 501(c)(3) that are  
91 prohibited to a tax-exempt corporation, or by a corporation, contributions to which are  
92 deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding

93 sections of any future federal tax codes.

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96 **ARTICLE V MEMBERS**

97  
98 5.1. Full membership in the CCC shall be open to all residents of the Township of  
99 Cheltenham, minimum age of 15 years, and all members prior to the date of incorporation.  
100 Individuals meeting the specified qualifications shall be considered members upon the  
101 CCC's receipt of a written request for membership. Members who join at a meeting shall  
102 be eligible to vote at the next meeting. At the discretion of the Board, full members may, as  
103 a condition of full membership, be required to pay dues and/or an entrance fee to support  
104 the activities and objectives of the CCC. Any such fee or dues shall apply equally to all full  
105 members. Full members are entitled to vote.  
106

107 5.2. Individuals who do not qualify for full membership, but who might be affected by  
108 issues of concern to the CCC and/or who support CCC causes, may join the Organization  
109 as associate members. Associate members shall not serve on the Board and shall not  
110 have voting privileges. Dues and/or entry fees for associate members may be waived or  
111 reduced.  
112

113 5.3. The Board shall conduct one (1) or more periodic informational meetings for the  
114 members in any given 12-month span. At least 20 hours notice of such a meeting shall be  
115 given, to be made known via the methods of communication identified in Article X-1.  
116

117 5.4. One of the informational meetings, to be held in January, shall be designated by the  
118 Board as the Organization's annual business meeting. To conduct valid business at this  
119 meeting, voting members numbering at least five percent (5%) of the voting membership  
120 shall be present and at least fourteen (14) days notice shall be given to all members. The  
121 primary purpose of this annual meeting is to elect the members of the Board. At this  
122 meeting members may also transact such other business as may properly come before the  
123 meeting. To be approved, any issue must receive a majority vote of the full members  
124 present. If the business meeting is not held as required, any ten (10) members may  
125 require the President to schedule a meeting within thirty (30) days.

126 5.5. The Board may define and create classes of membership other than regular and  
127 associate, such as but not limited to: student, family, and senior members. However, the  
128 principal qualification for membership shall always be an interest in and concern for issues  
129 that will affect the Township. Consistent with current local, state, and federal anti-  
130 discrimination laws, the Corporation shall not discriminate in accepting members.  
131

## 132 **ARTICLE VI BOARD OF DIRECTORS**

133  
134 6.1. The Board of Directors (the "Board") shall consist of not less than five (5) and not  
135 more than 25 members. The members of the Board shall be full members of the  
136 Corporation. If the Board falls below the minimum of five (5) members, the Board may  
137 continue to operate as is while in search of qualified member(s) able and willing to fill the  
138 vacancy or vacancies.  
139

140 6.2. Board members shall serve for a two (2) year term and may be reelected.  
141

142 6.3. The Board shall have the power to fill vacancies in and/or appoint new members to  
143 the Board by a majority vote of all current Board members. At its discretion, the Board  
144 may ask the CCC membership to vote for one or more new Board members.  
145

146 6.4. The Board, by the affirmative vote of two-thirds of all Board members, may remove  
147 from the Board any Board member who shall have been absent without prior notification  
148 from three (3) consecutive meetings of the Board. The Board may also remove, by the  
149 affirmative vote of two-thirds of all Board members, any Board member who shall have  
150 been absent from any five (5) regular Board meetings during a CCC fiscal year, provided  
151 said Board member and the Board shall have been given at least ten (10) days notice of  
152 such proposed vote in either of the above situations.  
153

154 6.5. The Board shall have the general charge and management of the business of the  
155 Organization in conformity with the laws of the Commonwealth of Pennsylvania and the  
156 Articles of Incorporation of the CCC. Unless otherwise noted, any action to be taken by  
157 the Board may be accomplished by a majority vote of all Board members without the  
158 necessity for a formal meeting. The Board may also conduct business and vote on material

159 issues between regular or special meetings via phone, email, or informal sessions. Such  
160 matters and votes shall be conducted in compliance with Article X-2 herein, and shall be  
161 recorded and made part of the Organization's formal records.

162  
163 6.6. Periodic meetings of the Board shall be held at such times as the Board shall  
164 designate. As an objective, meetings shall be held monthly, but in any case not less than  
165 quarterly. Special meetings of the Board shall be held whenever called by the President.  
166 The President shall call a special meeting of the Board upon the request of at least five (5)  
167 of its members, setting forth the purpose or purposes of such meeting.

168 (a) A quorum for all meetings of the Board shall consist of a majority of all Board  
169 members if the number of Board members is odd. If the number of Board  
170 members is even, a quorum shall consist of one half of that number.

171 (b) Regular motions raised by the Board shall require a majority vote of the Board  
172 members present at the meeting.

173 (c) When a subject requires the vote of the entire Board, all Board members must be  
174 polled. If a tie vote occurs, the President shall cast a second vote.

175 (d) When a subject requires the majority vote of only the Board members present at  
176 a Board meeting, and a tie vote occurs, the President shall cast a second vote.

177  
178 6.7. Notice of the business to be discussed shall be given at least 20 hours prior to any  
179 regular or special meeting of the Board. Additional business, unless otherwise required by  
180 law or by these bylaws, shall be determined by a majority of the Board members present at  
181 any and all meetings.

182  
183 6.8. Any Board member with a personal and/or financial interest in an issue presented to  
184 the Board for a vote cannot vote on that issue.

## 185 186 **ARTICLE VII OFFICERS**

187  
188 7.1. The officers shall consist of a President, who shall also be Chairperson of the Board,  
189 one or more Vice Presidents, Secretary, Treasurer, Website Administrator, and  
190 Membership Coordinator. Other officers, identified as useful to the Organization, may be  
191 defined and appointed by the Board.

192  
193 7.2. At the annual business meeting the CCC membership shall ratify by voice or raising of  
194 hand vote the selection of Board Members. If this be inconclusive, a paper ballot shall be  
195 used. The Board officers shall be elected by the Board from among the Board Members,  
196 who were duly appointed at the annual meeting, during its next business meeting.  
197

198 7.3 No individual shall serve in the same office for more than 24 months in any 36-  
199 month period.  
200

201 7.4. In the event of failure by an officer to fulfill the duties of office for a period of at least  
202 two months, that officer may be removed by a two-thirds majority vote of all Board  
203 members. The officer in question and the Board shall be given at least fourteen (14) days  
204 notice prior to such a vote for removal.  
205

206 7.5. In the event of malfeasance by any officer, that officer may be removed by a two-  
207 thirds majority vote of all Board members. The officer in question and the Board shall be  
208 given at least twenty (20) hours notice prior to such a vote for removal. Said officer is  
209 prohibited from transacting any CCC business during the notice period.  
210

## 211 **ARTICLE VIII DUTIES OF OFFICERS**

212

213 8.1. The President shall be the Chief Executive Officer of the Corporation, with authority to  
214 delegate responsibilities and commensurate authority to the officers, and shall also preside  
215 over all meetings of members of the CCC and the Board.  
216

217 8.2. The Vice President(s) shall perform all duties delegated by the President, and, in the  
218 absence of the President, shall (in order of rank) perform the duties of the President.  
219

220 8.3. The Treasurer shall have the care and custody of the funds and securities of the  
221 Corporation, and deposit same in the name of the Corporation in such bank(s) as the  
222 Board may designate. The Treasurer shall be responsible for keeping the Corporation's  
223 non-profit status current and legal. The Treasurer shall give no notes or evidences of  
224 indebtedness unless authorized by the Board, which authority shall be evidenced by the

signature of the President, or Vice President, or a majority of the Board. Unless otherwise provided by the Board, the Treasurer or President shall sign all checks, drafts, notes, and orders for payment of money; the signature of a second Board member shall be required. The second officer signing shall not be related to the first signatory. At each Board meeting the Treasurer shall present a brief financial report.

8.4. The Secretary shall keep the minutes of the Board and also the minutes of the annual business meeting of the Corporation; attend to the giving and serving of all notices of the Corporation; affix and attest to the seal of the Corporation on all legal documents, if required, when signed by the President or other officers; have charge of all papers and documents as the Board may direct; and shall attend to all correspondence as may be assigned by the Board, as well as perform all duties incidental to the office. The office and duties of the Secretary may be divided between a Corresponding Secretary and a Recording Secretary, at the discretion of the Board.

8.5. The Website Administrator shall maintain and be responsible for the content and security of the CCC website.

8.6 The Membership Coordinator shall maintain and be responsible for the current list of members.

8.7. All officers acting in such capacity and in good faith on behalf of the Corporation shall be indemnified, defended, and held harmless as to all suits, claims or liabilities incurred or which may be asserted against them or any of them in the course of such actions or as a result thereof, except in any criminal proceedings.

## **ARTICLE IX COMMITTEES**

9.1. Special committees may be appointed by the President with the advice and consent of the Board to execute specific tasks as may be given.



258 **ARTICLE X MODIFICATIONS**

259  
260 10.1. These bylaws may be modified to adapt to evolutionary changes in the  
261 Organization's objectives and operations, and to changes in applicable laws, rules, and  
262 regulations. Only a member of the Board may initiate a motion to change the bylaws. Any  
263 motion to change the bylaws shall cause the proposed change to be categorized as either  
264 an amendment or as a revision, as determined by a two-thirds majority of all members of  
265 the Board.

266  
267 10.2. **Amendments:** Substantive changes to the structure, procedures, and other  
268 content that materially alter the Organization's objectives and/or affect the way it operates  
269 or governs itself, shall be addressed as amendments. To be accepted as a permanent  
270 change to the bylaws, a proposed amendment must be submitted to all full members of the  
271 CCC for approval. The text of the proposed amendment, along with the reasons for the  
272 change and the voting deadline, shall be made available to all full members at least  
273 fourteen (14) days prior to that deadline. To be approved, at least two thirds of all the  
274 votes cast, must be in favor.

275  
276 10.3. **Revisions:** Changes in administrative data, as listed in this Article X, Section 4,  
277 or to clarify existing language, or that have no effect on the way the Organization operates  
278 or governs itself, may be addressed as revisions. To be accepted as a permanent change  
279 to the bylaws, a proposed revision must be submitted to all members of the Board for  
280 approval.

281  
282 10.4. The current administrative data is as follows:

283 (a) Legal address of the Corporation:

284 127 Hewett Road

285 Wyncote, PA 19095

286 (b) Mailing address of the Corporation (if different from legal address):

287 (c) Telephone number: 1-215-885-9592

288 (d) E-mail address: [cheltenhamchamberofcitizens@gmail.com](mailto:cheltenhamchamberofcitizens@gmail.com)

289 (e) URL for CCC website: <http://www.cheltenhamchamberofcitizens.com/>

290 (f) Fiscal year: February 1 to January 31

291 (g) Bank: Wells Fargo Bank

292  
293 10.5. History of Changes: All amendments and revisions shall be maintained as an  
294 inseparable attachment to these bylaws. This Attachment #1 shall contain the full text of  
295 the deletions and additions that comprise the modification, along with the date of  
296 effectivity. The first page of the bylaws shall identify the date of the most recent  
297 modification. Minor changes in spelling, punctuation and grammar that do not alter the  
298 meaning or intent do not have to be recorded.

299  
300 **ARTICLE XI COMMUNICATION**

301  
302 11.1. Notices and communications to the membership, as required in these bylaws,  
303 shall, at a minimum, be distributed by an electronic mailing using the membership  
304 database.

305  
306 11.2. Notices and communications to and between Board members, as required in  
307 these bylaws, may be distributed by any of, but not be limited to:

- 308 (a) Electronic mail.  
309 (b) Telephone or fax.  
310 (c) Paper, mailed via the US Postal Service.  
311 (d) Telephone conference call, when and to the extent feasible.

312  
313 11.3. The Board shall make a best effort to notify the entire membership about  
314 elections, meetings, other events relevant to the issues, and revisions to these bylaws.

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316  
317 **ARTICLE XII MISCELLANEOUS**

318  
319 12.1. Dues and fees, as determined by the Board, shall be due and payable when a  
320 person joins, and upon annual renewal. The Board shall set the level of dues for all  
321 classes of membership.

322  
323 12.2. When there is a dispute among the members of the Board, or during the annual

324 business meeting, as to procedures, then the current “Roberts Rules of Order” shall be  
325 followed.

326  
327 12.3. A quorum of any general meeting of members where CCC business is to be  
328 voted upon shall be at least five percent (5%) of the number of those entitled to vote. Upon  
329 failure of a quorum to attend, the vote shall be conducted electronically or deferred until  
330 the next meeting of members.

331  
332 12.4. These bylaws, including the attachments, shall be available on the CCC website.

333  
334 12.5. All affairs of the Corporation shall be conducted in accordance with the laws of  
335 the United States and the Commonwealth of Pennsylvania. Powers, rights, duties, and  
336 options not specifically addressed or foreclosed by the Articles of Incorporation and these  
337 bylaws remain open to the Corporation.

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339 **ARTICLE XIII DISSOLUTION**

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341 Upon dissolution of the Corporation, assets shall be distributed for one or more  
342 exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or  
343 the corresponding section of any future federal tax code, or shall be distributed to the  
344 federal government, or to a state or local government, for a public purpose. Any such  
345 assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the  
346 county in which the principal office of the Corporation is then located, exclusively for such  
347 purposes or to such organization of organizations, as said Court shall determine, which are  
348 organized and operated exclusively for such purposes.

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# Attachment #1

## History of Bylaws Changes

### Revision 01, August 16, 2015

The primary purposes of this revision are to a) insert and adjust language to support the CCC's application for Federal 501(c)(3) status, and b) correct a deficiency in the way elections are handled. Changes to the preamble are not detailed.

Art II, lines 2 & 3, deleted "include but are not limited to" and "as to"

Art II, at end, added "In this respect the CCC is organized exclusively for educational purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code."

Art III, line 2, deleted "charitable"

Art III, line 3, added "and interested parties in nearby neighborhoods"

Art IV, added new para 4.4 Use of Income

Art IV, added new para 4.5 Non-Exempt Activities

Art VII 7.1, line 2, changed "Webmaster" to "Website Administrator"

Art VII 7.2, changed entire para to "At the annual business meeting the CCC membership shall ratify by voice or raising of hand vote the selection of Board Members. If this be inconclusive, a paper ballot shall be used. The Board officers shall be elected by the Board from among the Board Members, who were duly appointed at the annual meeting, during its next business meeting."

Art VIII 8.5, changed "Webmaster" to "Website Administrator"

Art VIII, inserted new para 8.6 "Membership Coordinator", renumbered old 8.6 to 8.7

Art X, 10.5 at end, added "Minor changes in spelling, punctuation and grammar that do not alter the meaning or intent do not have to be recorded."