

1
2 **Cheltenham Chamber of Citizens**

3 *A Pennsylvania Nonprofit*

4 www.CheltenhamChamberofCitizens.com

5 E-mail: CheltenhamChamberofCitizens@gmail.com

6 Founded in 2009, Incorporated 11/4/2009

7
8 **PREAMBLE TO THE BYLAWS**

9
10 The following bylaws, starting on the next page, are intended to help and guide the
11 Board members and members to promote effective management of the Cheltenham
12 Chamber of Citizens (hereinafter "CCC" or Organization) for the mutual benefit of and
13 effective performance by its members and supporters. In this context, the bylaws shall:
14

- 15 1. Establish a framework for the legal, ethical, and effective operation of the CCC.
16
17 2. Establish rules and guidelines that are sufficiently flexible to enable the officers to
18 adapt the activities, functions, resources, and finances of the Organization to the
19 membership's interests, objectives, demographics, applicable laws, and other conditions
20 that may affect the members as citizens of The Township of Cheltenham.
21
22 3. Enable the CCC to conform to Federal and Pennsylvania State rules and regulations
23 applicable to the Organization's status as a Pennsylvania non-profit corporation.
24
25 4. Enable the officers to utilize the CCC's tangible and intangible property and resources
26 to the best advantage of the Organization's objectives.
27
28 5. Establish and maintain a policy within its bylaws to protect and limit the use of the
29 personal data of the members and the CCC's data.
30
31 6. Support and encourage the voluntary, active participation and interaction of all
32 Township residents in the objectives and activities of the Organization.

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38 **BYLAWS**

39 **ARTICLE I NAME**

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

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43 **ARTICLE II PURPOSE**

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45 As detailed in the Articles of Incorporation, the purposes of the Cheltenham Chamber of

46 Citizens include but are not limited to educating local citizens and the general public as to

47 issues of relevance and concern regarding Cheltenham Township, Montgomery County,

48 Pennsylvania and the establishment of systems of dialog amongst persons of interest and

49 concern in the governance of Cheltenham Township.

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51 **ARTICLE III MISSION STATEMENT**

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53 Cheltenham Chamber of Citizens is a membership-based, publicly supported, nonprofit

54 charitable organization whose mission is to promote, maintain and enhance the quality of

55 life of its members and the Township of Cheltenham residents. The CCC will pursue its

56 objective by championing civic engagement, advocating for more transparency in local

57 government, and being a proponent for more responsive representation in local and

58 regional matters.

61 **ARTICLE IV GENERAL INFORMATION**

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

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

72
73 4.3. Privacy Statement: secured organizational information, including but not limited to
74 membership data, financial records, and passwords, is confidential, and shall be given to
75 no one, unless explicitly approved by at least two thirds of all members of the Board.
76

77 **ARTICLE V MEMBERS**

78
79 5.1. Full membership in the CCC shall be open to all residents of the Township of
80 Cheltenham, minimum age of 15 years, and all members prior to the date of incorporation.
81 Individuals meeting the specified qualifications shall be considered members upon the
82 CCC's receipt of a written request for membership. Members who join at a meeting shall
83 be eligible to vote at the next meeting. At the discretion of the Board, full members may,
84 as a condition of full membership, be required to pay dues and/or an entrance fee to
85 support the activities and objectives of the CCC. Any such fee or dues shall apply equally
86 to all full members. Full members are entitled to vote.
87

88 5.2. Individuals who do not qualify for full membership, but who might be affected by
89 issues of concern to the CCC and/or who support CCC causes, may join the Organization
90 as associate members. Associate members shall not serve on the Board and shall not
91 have voting privileges. Dues and/or entry fees for associate members may be waived or
92 reduced.
93

94 5.3. The Board shall conduct one (1) or more periodic informational meetings for the
95 members in any given 12-month span. At least 20 hours notice of such a meeting shall be
96 given, to be made known via the methods of communication identified in Article X-1.
97

98 5.4. One of the informational meetings, to be held in January, shall be designated by the
99 Board as the Organization's annual business meeting. To conduct valid business at this
100 meeting, voting members numbering at least five percent (5%) of the voting membership
101 shall be present and at least fourteen (14) days notice shall be given to all members. The
102 primary purpose of this annual meeting is to elect the members of the Board. At this
103 meeting members may also transact such other business as may properly come before the
104 meeting. To be approved, any issue must receive a majority vote of the full members
105 present. If the business meeting is not held as required, any ten (10) members may
106 require the President to schedule a meeting within thirty (30) days.
107

108 5.5. The Board may define and create classes of membership other than regular and
109 associate, such as but not limited to: student, family, and senior members. However, the
110 principal qualification for membership shall always be an interest in and concern for issues
111 that will affect the Township. Consistent with current local, state, and federal anti-
112 discrimination laws, the Corporation shall not discriminate in accepting members.
113

114 **ARTICLE VI BOARD OF DIRECTORS**

115

116 6.1. The Board of Directors (the "Board") shall consist of not less than five (5) and not
117 more than 25 members. The members of the Board shall be full members of the
118 Corporation. If the Board falls below the minimum of five (5) members, the Board may
119 continue to operate as is while in search of qualified member(s) able and willing to fill the
120 vacancy or vacancies.
121

122 6.2. Board members shall serve for a two (2) year term and may be reelected.
123

124 6.3. The Board shall have the power to fill vacancies in and/or appoint new members to
125 the Board by a majority vote of all current Board members. At its discretion, the Board
126 may ask the CCC membership to vote for one or more new Board members.

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

6.5. The Board shall have the general charge and management of the business of the Organization in conformity with the laws of the Commonwealth of Pennsylvania and the Articles of Incorporation of the CCC. Unless otherwise noted, any action to be taken by the Board may be accomplished by a majority vote of all Board members without the necessity for a formal meeting. The Board may also conduct business and vote on material issues between regular or special meetings via phone, email, or informal sessions. Such matters and votes shall be conducted in compliance with Article X-2 herein, and shall be recorded and made part of the Organization's formal records.

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

- (a) A quorum for all meetings of the Board shall consist of a majority of all Board members if the number of Board members is odd. If the number of Board members is even, a quorum shall consist of one half of that number.
- (b) Regular motions raised by the Board shall require a majority vote of the Board members present at the meeting.
- (c) When a subject requires the vote of the entire Board, all Board members must be polled. If tie vote occurs, the President shall cast a second vote.
- (d) When a subject requires the majority vote of only the Board members present at a Board meeting, and a tie vote occurs, the President shall cast a second vote.

160 6.7. Notice of the business to be discussed shall be given at least 20 hours prior to any
161 regular or special meeting of the Board. Additional business, unless otherwise required by
162 law or by these bylaws, shall be determined by a majority of the Board members present at
163 any and all meetings.

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165 6.7. Any Board member with a personal and/or financial interest in an issue presented to
166 the Board for a vote cannot vote on that issue.

167 168 **ARTICLE VII OFFICERS**

169
170 7.1. The officers shall consist of a President, who shall also be Chairperson of the Board,
171 one or more Vice Presidents, Secretary, Treasurer, Webmaster and Membership
172 Coordinator. Other officers, identified as useful to the Organization, may be defined and
173 appointed by the Board.

174
175 7.2. The officers shall be elected by the Board from among the Board members who were
176 duly appointed. At the annual business meeting the CCC membership shall ratify by voice
177 vote the Board's selection of officers. If this be inconclusive, a paper ballot will be used.

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179 7.3. No individual shall serve in the same office for more than 24 months in any 36 month
180 period.

181
182 7.4. In the event of failure by an officer to fulfill the duties of office for a period of at least
183 two months, that officer may be removed by a two-thirds majority vote of all Board
184 members. The officer in question and the Board shall be given at least fourteen (14) days
185 notice prior to such a vote for removal.

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187 7.5. In the event of malfeasance by any officer, that officer may be removed by a two-
188 thirds majority vote of all Board members. The officer in question and the Board shall be
189 given at least twenty (20) hours notice prior to such a vote for removal. Said officer is
190 prohibited from transacting any CCC business during the notice period.

191 192 **ARTICLE VIII DUTIES OF OFFICERS**

193
194 8.1. The President shall be the Chief Executive Officer of the Corporation, with authority to
195 delegate responsibilities and commensurate authority to the officers, and shall also preside
196 over all meetings of members of the CCC and the Board.
197

198 8.2. The Vice President(s) shall perform all duties delegated by the President, and, in the
199 absence of the President, shall (in order of rank) perform the duties of the President.
200

201 8.3. The Treasurer shall have the care and custody of the funds and securities of the
202 Corporation, and deposit same in the name of the Corporation in such bank(s) as the
203 Board may designate. The Treasurer shall be responsible for keeping the Corporation's
204 non-profit status current and legal. The Treasurer shall give no notes or evidences of
205 indebtedness unless authorized by the Board, which authority shall be evidenced by the
206 signature of the President, or Vice President, or a majority of the Board. Unless otherwise
207 provided by the Board, the Treasurer or President shall sign all checks, drafts, notes, and
208 orders for payment of money; the signature of a second Board member shall be required.
209 The second officer signing shall not be related to the first signatory. At each Board
210 meeting the Treasurer shall present a brief financial report.
211

212 8.4. The Secretary shall keep the minutes of the Board and also the minutes of the annual
213 business meeting of the Corporation; attend to the giving and serving of all notices of the
214 Corporation; affix and attest to the seal of the Corporation on all legal documents, if
215 required, when signed by the President or other officers; have charge of all papers and
216 documents as the Board may direct; and shall attend to all correspondence as may be
217 assigned by the Board, as well as perform all duties incidental to the office. The office and
218 duties of the Secretary may be divided between a Corresponding Secretary and a
219 Recording Secretary, at the discretion of the Board.
220

221 8.5. The Webmaster shall maintain and be responsible for the content and security of
222 the CCC website.
223

224 8.6. The Membership Coordinator should keep an accurate list of all members and
225 coordinate activities to foster membership.

226
227 8.7. All officers acting in such capacity and in good faith on behalf of the Corporation shall
228 be indemnified, defended, and held harmless as to all suits, claims or liabilities incurred or
229 which may be asserted against them or any of them in the course of such actions or as a
230 result thereof, except in any criminal proceedings.
231

232 **ARTICLE IX COMMITTEES**

233
234 9.1. Special committees may be appointed by the President with the advice and consent of
235 the Board to execute specific tasks as may be given.
236

237 **ARTICLE X MODIFICATIONS**

238
239 10.1. These bylaws may be modified to adapt to evolutionary changes in the
240 Organization's objectives and operations, and to changes in applicable laws, rules, and
241 regulations. Only a member of the Board may initiate a motion to change the bylaws. Any
242 motion to change the bylaws shall cause the proposed change to be categorized as either
243 an amendment or as a revision, as determined by a two-thirds majority of all members of
244 the Board.
245

246 10.2. Amendments: Substantive changes to the structure, procedures, and other content
247 that materially alter the Organization's objectives and/or affect the way it operates or
248 governs itself, shall be addressed as amendments. To be accepted as a permanent
249 change to the bylaws, a proposed amendment must be submitted to all full members of the
250 CCC for approval. The text of the proposed amendment along with the reasons for the
251 change and the voting deadline, shall be made available to all full members at least
252 fourteen (14) days prior to that deadline. To be approved, at least two thirds of all the
253 votes cast, must be in favor.
254

255 10.3. Revisions: Changes in administrative data, as listed in this Article X, Section 4, or to
256 clarify existing language, or that have no effect on the way the Organization operates or
257 governs itself, may be addressed as revisions. To be accepted as a permanent change to
258 the bylaws, a proposed revision must be submitted to all members of the Board for

259 approval.

260
261 10.4. The current administrative data is as follows:

262 (a) Legal address of the Corporation:

263 127 Hewett Road

264 Wyncote, PA 19095

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

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

267 (d) E-mail address: cheltenhamchamberofcitizens@gmail.com

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

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

270 (g) Bank: Wells Fargo Bank

271
272 10.5. History of Changes: All amendments and revisions shall be maintained as an
273 inseparable attachment to these bylaws. This Attachment #1 shall contain the full text of
274 the deletions and additions that comprise the modification, along with the date of
275 affectivity. The first page of the bylaws shall identify the date of the most recent
276 modification.

277 278 **ARTICLE XI COMMUNICATION**

279
280 11.1. Notices and communications to the membership, as required in these bylaws, must,
281 at a minimum, be distributed by an electronic mailing using the membership database.

282
283 11.2. Notices and communications to and between Board members, as required in these
284 bylaws, may be distributed by any of, but not be limited to:

285 (a) Electronic mail.

286 (b) Telephone or fax.

287 (c) Paper, mailed via the US Postal Service.

288 (d) Telephone conference call, when and to the extent feasible.

289
290 11.3. The Board shall make a best effort to notify the entire membership about elections,
291 meetings, other events relevant to the issues, and revisions to these bylaws.

292

293 **ARTICLE XII MISCELLANEOUS**

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295 12.1. Dues and fees, as determined by the Board, shall be due and payable when a
296 person joins, and upon annual renewal. The Board shall set the level of dues for all
297 classes of membership.

298

299 12.2. When there is a dispute among the members of the Board, or during the annual
300 business meeting, as to procedures, then the current “Roberts Rules of Order” shall be
301 followed.

302

303 12.3. A quorum of any general meeting of members where CCC business is to be voted
304 upon shall be at least five percent (5%) of the number of those entitled to vote. Upon
305 failure of a quorum to attend, the vote shall be conducted electronically or deferred until
306 the next meeting of members.

307

308 12.4. These bylaws, including the attachments, shall be available on the CCC website.

309

310 12.5. All affairs of the Corporation shall be conducted in accordance with the laws of the
311 United States and the Commonwealth of Pennsylvania. Powers, rights, duties, and options
312 not specifically addressed or foreclosed by the Articles of Incorporation and these bylaws
313 remain open to the Corporation.

314

315 **ARTICLE XIII DISSOLUTION**

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

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Attachment #1

History of Bylaws Changes

This attachment documents formally approved revisions and amendments (see Art VII-5)

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