

**BYLAWS OF
THE HAWTHORNE EMPOWERMENT COALITION
(A Pennsylvania Non-Profit Corporation)**

The undersigned Director, for the purpose of establishing Bylaws of a nonprofit corporation founded pursuant to the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, hereby certify that on January 22, 2002 these Bylaws were adopted by an affirmative vote of the members of the Hawthorne Empowerment Coalition.

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ARTICLE I: PURPOSE

SECTION 1.1. Purpose

The Hawthorne Empowerment Coalition (hereinafter "the HEC") strives to strengthen the role of its members in establishing, advocating, coordinating and overseeing a neighborhood association to serve all people who live within the boundaries of the Hawthorne community. The boundaries of the Hawthorne community are defined as area inclusive from 11th Street to Broad Street and from South Street to Washington Avenue.

The purposes of the HEC are:

- (a) To advocate for information and resources to assure the highest practicable quality of life within the Hawthorne community.
- (b) To strengthen the role of neighborhood associations with their respective state and local government, with other civic and charitable groups; with the media and with the community-at large.
- (c) To provide a forum for the communication of information and the exchange of experiences among and between other neighborhood associations and civic groups as appropriate.
- (d) To develop recommendations to guide the HEC and to provide a representative to serve as a member on standing committees both within and outside the HEC.
- (e) To improve the quality of survey and information gathering programs and to coordinate these activities with related activities both within and outside the Hawthorne community.
- (f) To promote the development of community leaders of tomorrow through the HEC "Millennium Youth Council by providing annual scholarships and other opportunities for professional interaction, access to relevant role models, and training programs.
- (g) To promote the professional development of its Board members as related to community leadership and development.
- (h) To engage in any other lawful act or activity necessary to carry out the purposes listed above.

SECTION 1.2. Principal Office

The principal office for the transaction of the business of the corporation is hereby fixed and located at:

Hawthorne Empowerment Coalition
Hawthorne Cultural Arts Center Building
1200 Carpenter Street
P.O. Box 18054
Philadelphia, PA 19147

The Board of Directors is hereby granted full power and authority to change said principal office from one location to another. The Recording Secretary opposite this section shall note any such change in the bylaws, or this section may be amended to state the new location.

SECTION 1.3. Registered Agent

The registered agent for service of process or other legal notice in the Commonwealth of Pennsylvania is _____, Attorney at Law whose address is _____.

ARTICLE II: MEMBERSHIP

SECTION 2.1. Voting Members

There shall be two classes of voting members: (1) an attending member is a voting member who has attended at least five (5) general meetings within a year and is eligible to vote on all community issues, to vote in the annual election and on financial matters of HEC; (2) a general member is a voting member eligible to vote on all community issues. Each voting member shall be entitled to one vote on any question brought before the membership of HEC. Business Members shall be entitled to one vote per Business and must assign a designee to represent said Business. The Treasurer of HEC shall certify that the voting member is an attending member or general member before the voting member shall be eligible to cast his/her vote or assign a limited or unlimited proxy vote. Voting members will be identified at the time of entry by a mark next to their names on the sign-in sheet or in such other manner as may be designated by the Board of Directors.

SECTION 2.2. Honorary Members

An honorary member is a nonvoting member. An honorary member shall be a person or organization who has provided exceptional service or support to the organization. Such person or organization shall become a member upon approval of a majority of the Board of Directors, and may attend any general membership meeting, participate in discussions, and serve on committees. Honorary members shall not attend board meetings or executive meetings of the HEC, except by invitation of the respective bodies. An honorary member shall not be assessed dues in any amount. All past-presidents of the HEC shall be afforded honorary membership status.

SECTION 2.3. Membership Classes

The following membership classes may be established with approval of a two-thirds (2/3) majority of the voting members present in person or represented by written proxy at a general membership meeting:

- 1) Seniors and Disabled
- 2) Individual
- 3) Individual Patron
- 4) Small Business (1-15 employees)
- 5) Medium Business (16-35 employees)
- 6) Large Business (36+ employees)

SECTION 2.4. Guests

Persons or organizations other than members may be invited by consensus of the Board to attend any general membership or Board meeting, except an Executive Committee meeting of the HEC.

SECTION 2.5. Membership Dues

The dues for the various classes of HEC membership shall be determined by the Board of Directors and distributed annually. Membership dues, payable strictly on a voluntary basis, are not a requirement for membership in HEC.

ARTICLE III. MEMBERSHIP MEETINGS

SECTION 3.1. Annual Nominations Meeting

Notice shall be circulated to the membership to announce an annual membership meeting, which shall be held each year during the month of June at a time and place as determined by the Board of Directors. Robert's Rules of Order shall govern the conduct of the annual nominations meeting. All questions shall be decided by a majority of those voting members present or represented by written proxy, except as specified in Article X.

In April, the Past President, who serves as the Chair of the Nominating Committee, will announce to the membership that nominations are being accepted for the Board of Directors. In May, all nominees will be allowed a specified period of time to articulate their qualifications and vision for the HEC. In June, the annual election will be held at a date and time specified by the Board of Directors and the Chair of the Nominating Committee. These may be separate from the general membership meetings, if determined by the Board of Directors.

SECTION 3.2. General Meetings

General meetings shall be held on the 2nd Tuesday of each month at a time and place to be determined by the Board of Directors.

SECTION 3.3. Special Meetings

Special meetings of the membership for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the President, or by a majority of the Board of Directors, or by at least one-third (1/3) of the membership, or such meeting may be held at any time without call or notice upon unanimous consent of all members. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner and pursuant to the same notice provisions as for the annual nominations meeting of the members. Notices of any special meeting shall state, in addition to the place, day and hour of such meeting, the purpose or purposes of the meeting. Business transacted at any special meeting of the members shall be limited to the purposes stated in the notice.

Any person or persons empowered to call a special meeting may request one by providing written notice to the President, or if the President is absent or disabled, to the Vice-President, or in the absence of the Vice-President, to the Corresponding Secretary. If notice of such officer is the Corresponding Secretary, he or she shall provide notice of the meeting to the members. If such officer is the President or Vice-President, he or she shall cause the Corresponding Secretary to provide such notice. The notice shall inform the members that the meeting has been called for the purpose or purposes stated in the request and will be held at a specified time. The officer originating the notice shall specify the time, which shall be fixed at not less than thirty (30) nor more than sixty (60) days after receipt of the request.

SECTION 3.4. Voting List

The officer or agent who has charge of the Membership List of the corporation shall, before each membership meeting, prepare, as of forty-eight (48) hours prior to the convening of such meeting, a list of all members entitled to vote at such meeting, arranging the names alphabetically. Such officer or agent shall produce such list and shall keep it open at a place where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held during the business hours of at least one (1) full day immediately preceding the convening thereof and until the close of such meeting, and it shall be subject to inspection at any time during such period by any member or person representing a member.

SECTION 3.5. Quorum

A quorum at any given meeting of the membership shall consist of one-half of the attending members; either present or represented by written proxy.

SECTION 3.6. Order of Business

The order of business at general meetings, and so far as practicable at all other meetings of the members shall be as follows:

- 1) Call meeting to order;
- 2) Calls roll and check proxies;
- 3) Proof of notice of meeting;
- 4) Read any unapproved minutes;
- 5) Reports of officers with the Treasurer's Report to include a compilation of the Financial Statements of the corporation for the preceding year (month as related to monthly general