

## The Bylaws of Friends of Ogden Park (EIN: 45-4650945)

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- I. **Name:** The name of this Corporation is Friends of Ogden Park.
- II. **Duration:** The Corporation shall have perpetual existence.
- III. **Purpose:** In addition to the specific and general purposes outlined in the Articles of Incorporation, namely “To protect and preserve community green space called Ogden Park and located in Philadelphia,” said Corporation is organized exclusively for charitable, educational, environmental, and historical purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Such purposes include but are not limited to:
  - a. To acquire and hold or control parcels of land that create community green space commonly known as Ogden Park, located within but not limited to 854-862 N. Uber Street (5 parcels) and/or 853-861 N. Opal Street (4 parcels) and/or 855-859 N. 20th Street (3 parcels) in Philadelphia.
  - b. To build community participation and increase support for the Corporation.
  - c. To maintain a clean and safe environment for the benefit of the surrounding community.
  - d. To regularly improve and/or update Ogden Park with additional services or designs.
  - e. To educate the community residents on the history of the surrounding area.
  - f. To educate and inform the community about local, organic, and sustainable farming.
  - g. To assist and advise the community in the review of proposed changes to land use, zoning, or related concerns within the Corporation’s Service Area.
- IV. **Board of Directors**
  - a. **Board Role:** The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these Bylaws and the laws of the Commonwealth of Pennsylvania, to conduct the affairs of the Corporation in accordance with these Bylaws. The Board of Directors may by general resolution delegate to committees of their own number, or to Officers of the Corporation, such powers as they deem appropriate.
  - b. **Election and Terms:** The Corporation shall designate a Board of Directors who shall initially be appointed by a majority of the incorporators to serve as Directors until such Director’s death, resignation, or removal as provided by these Bylaws. Election of new Directors or election of current Directors to an additional term will occur as the first item of business at the annual meeting of the Corporation. Directors will be elected by a majority vote of the membership of the organization-at-large (including all Community Supporters and all current Directors). All Board members shall serve three (3) year terms, but are eligible for re-election.
  - c. **Size:** The initial number of Directors shall be eleven (11) and may be increased or decreased without further amendment of these Bylaws. Four (4) seats shall be continuously reserved for the Officers of the Corporation. One (1) seat shall be continuously reserved for a representative from the Francisville Neighborhood Development Corporation, as long as that organization remains in existence and in good standing. At no time may the number of Directors be less than seven (7).
  - d. **Compensation:** Directors shall receive no compensation for their service as Directors.
  - e. **Vacancy:** Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors, though less than a quorum. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting.
  - f. **Resignation, Removal, and Absences:** Resignation from the Board must be in writing and received by the Officers of the Corporation. Any Director may be removed by a three-fourths vote of the remaining Directors for failure to act in the best interests of the Corporation, or for lack of sympathy with the stated purpose of the Corporation, or for three unexcused absences from Board meetings in a year.

- V. Officers:** The Officers of the Board of Directors shall consist of a President, Vice President, Secretary, and Treasurer nominated by the Board. Elected Officers will serve a term of three years. The President shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the office. The Vice President shall assume the duties of the President in case of the President's absence. The Secretary shall be responsible for the minutes of the Board, keep all approved minutes in a minute book, and send out copies of minutes to all. The Treasurer shall keep record of the organization's budget, manage and maintain accounts at any bank or financial institution, and prepare financial reports and legal documents as needed.
- VI. Community Supporters:** The Corporation may solicit assistance and input from any person that becomes a Community Supporter of said Corporation through a specific process as determined by the Board of Directors. All residents of Francisville or citizens of the surrounding community that believe they receive a unique or significant benefit from The Corporation may become a Community Supporter. Community Supporters may be asked by The Corporation to further the purposes outlined in these bylaws or any additional purposes identified by the Board of Directors. Community Supporters shall have no authority in The Corporation but after one year of service may be recommended for election to the Board of Directors when a vacancy occurs. Community Supporters are eligible to vote in elections for the Board of Directors provided they register at least seven (7) days in advance of the election.
- VII. Meetings:** The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place. Special meetings may be called by any Officer of the Board of Directors. Notice of each meeting shall be given to each voting member, by mail or email, not less than three days before the meeting and shall include an agenda.
- VIII. Voting:** A majority of Board members constitutes a quorum. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date. Passage of a motion requires a simple majority.
- IX. Committees:** The Board of Directors may appoint standing and ad hoc committees as needed.
- X. Conflict of Interest:** Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.
- XI. Fiscal Policies:** The fiscal year of the Board shall be January 1 to December 31. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.
- XII. Amendments:** These Bylaws may be amended by a three-quarters vote of Board members present at any meeting, provided a quorum is present and that a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.
- XIII. Boundaries and Service Area:** The Service Area for the Corporation shall be defined as the geographic area in Philadelphia, PA within the Boundaries as established by Girard Avenue to the north, Broad Street to the east, Fairmount Avenue to the south, and Corinthian Avenue to the west.