



BY-LAWS  
Grow Avalon

ARTICLE 1. NAME

The name of the Corporation shall be Grow Avalon.

ARTICLE 2. PURPOSE

Grow Avalon is a resident-driven non-profit 501(c)(3) organization that works to improve and protect the quality of life for all Avalon residents.

ARTICLE 3. LOCATION

The registered office in the Commonwealth of Pennsylvania shall be located at 640 California Ave, Avalon PA 15202, Allegheny County or at such address in the neighborhood of Avalon, as the Board of Directors may from time to time determine.

ARTICLE 4. AREA BOUNDARIES

The boundaries of the area that Grow Avalon shall be concerned with shall be the borough of Avalon.

ARTICLE 5. GENERAL MEMBERSHIP

Section 1. General Membership Dues:

Membership in Grow Avalon can be obtained by paying a yearly membership fee to be determined by the Board of Directors, but at least one membership tier not to exceed the National Hourly Minimum Wage.

Section 2. Powers of General Members:

Active General Members 18 years and older elect the Board of Directors. (See Article 6) In addition, General Members are encouraged to join and participate in Standing and Ad Hoc committees as created by the Board of Directors.

Section 3. Membership Meetings:

There will be at least two Membership meetings per year open to General Membership; the first is in the spring and second in the fall. A bi-annual report will be presented at both membership meetings.

Section 4. Notification:

Membership meetings will be announced approximately 15 days prior to the meeting date in a neighborhood-serving newspaper, via social media, and/or by posting to Grow Avalon's website.

Section 5. Proxy:

Members may not vote by proxy.



## ARTICLE 6. ELECTIONS

### Section 1. Annual Elections:

Grow Avalon elections for the Board of Directors will be conducted annually at the spring General Membership meeting.

### Section 2. Voting Methods

Voting in the Board of Directors elections may be conducted in person, by mail, and electronically. The Board of Directors must ensure that double voting does not occur. Only votes on ballots deemed valid by the Board of Directors may be counted.

### Section 3. Board Eligibility:

Only individuals 18 years or older who have been Grow Avalon General Members as of March 1<sup>st</sup> in an election year are eligible to become a candidate for that election.

### Section 4. New Board Member Start Date:

Newly elected Board members will begin their term at the June board meeting.

### Section 5. Board Applicant Review

The current Board of Directors shall review Board applicants for eligibility before submitting the ballot to the membership.

## ARTICLE 7. BOARD OF DIRECTORS

### Section 1. Defined:

The Board of Directors is that group of persons vested with the management of the business and affairs of the Corporation.

### Section 2. Dues

All Board members shall be required to contribute yearly dues in the amount of \$100.00 per year.

### Section 2. Voting:

All Board members shall be entitled to one vote per person at all regular and special meetings.

### Section 3. Proxy:

Voting by proxy is not permitted.

### Section 4. Board Size:



The number of Directors of the Corporation is no fewer than 5 and no more than 10. If the number of Directors of the Corporation falls fewer than 8, the remaining Board members will carry out the responsibilities of the Board until new Board members can be placed. The remaining Board members will replace the open positions with all due haste.

Section 5. Board Member Removal:

Any director may be removed from the board by an affirmative vote of the majority of directors present at an official meeting for cause. Advance notice of removal will be given to each Director, including the Director affected.

Section 7. Board Member Replacement:

When a Director resigns, dies, or is removed, the Board will first ask the first runner-up of the last election to replace the departed Board member. If this person declines the opportunity, if there is a tie for runner-up, or if there are multiple vacancies within a year, the Board will nominate a replacement and upon a simple majority vote of the Board, this person will serve for the duration of the unexpired term.

Section 8. Board Member Compensation and Reimbursement:

Directors shall receive no compensation. The Directors may be reimbursed for ordinary expenses incurred in the necessary transaction of corporate business. Expenses over \$30.00 must be authorized in advance by the Board before payment is made.

Section 9. Board Member Attendance:

Expectations for attendance and notification of absences will be outlined in the Board Member Agreement.

## ARTICLE 8. BOARD MEETINGS

Section 1. Board Meeting Requirements, Notification, and Agenda:

At least 10 regular monthly meetings of the Board shall be held each year at a consistent location, on a consistent day of the month and at a consistent time. The location, day and time will be established at the first meeting of the newly elected Board. An agenda will be provided to all members of the Board prior to the start of the meeting.

Section 2. Special Meetings:

Special Board meetings may be called as needed. All Board Members are to be notified by telephone at least two days before the proposed meeting. The agenda of special meetings shall only be concerned with the issue for which the meeting was called.

Section 3. Rules of Order:

All meetings of the corporation shall be conducted in accordance with the most recent edition of Roberts Rules of Order and shall govern the corporation in all cases to which they apply and in which they are not inconsistent with these By-Laws and any special rules of order which the Board of Directors may from time to time adopt.



## ARTICLE 9. QUORUM

At monthly Board meetings, the presence of four Directors will constitute a quorum. At Committee Meetings a quorum will be reached when 40% of the members are present.

## ARTICLE 10. OFFICERS

### Section 1. Establishment of:

The Board of Directors shall elect a President, Vice President, and Treasurer. No two of these offices shall be held by the same person at the same time.

### Section 2. Election of Board Officers:

Board Officers will be elected annually by the Board of Directors at the May Board meeting, or the final Board Meeting of the Officer Term. Each Board member may cast one vote for each officer position. Voting for Board Officers will be conducted anonymously. The nominee receiving the most votes will become an Officer.

### Section 3. Officer Terms:

The term of office for any officer will be one year beginning after the conclusion of the May Board Meeting. Directors may hold an Officer position for up to three full consecutive years. Directors must wait one year before running again for the same Office.

### Section 4. Officer Removal:

Any Officer may be removed from office by a 2/3 majority of Directors present at an official meeting. Advance notice of at least seven days of this vote and the alleged cause will be given to each director, including the Director affected.

### Section 5. Officer Replacement:

If an Officer resigns, is removed or dies, the Board will elect another Director to fill the vacant Officer position. This will be a simple majority vote. The new Officer will serve for the duration of the unexpired term.

## ARTICLE 11. DUTIES OF THE OFFICERS

### Section 1. President:

The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President shall preside at all Board Meetings and have other powers and perform such duties as are normally associated with the office of President, and as the Board of Directors may from time to time, determine.

The President may also limit any speaker at an official meeting to five minutes.



## Section 2. Secretary:

The Secretary shall make or cause to be made the minutes of all meetings of the Board of Directors, and perform all duties incident to the office of the Secretary of a Corporation and such other duties as may be required by law, the Articles of Incorporation or these By-Laws, or that may be assigned from time to time by the Board of Directors.

## Section 3. Treasurer:

The Treasurer shall supervise the financial activities of the Corporation. Specifically, the Treasurer shall see that (a) full and accurate accounts of receipts and disbursements are kept, (b) a system is in place such that all monies and other valuable effects are deposited in the name and to the credit of the Corporation in such depositories as shall be designated by the Board, (c) the Directors receive quarterly, or whenever they may require it, an account of the financial condition of the Corporation

## ARTICLE 12. COMMITTEES

### Section 1. Power to Establish Committees:

The Board of Directors may establish Standing and Ad Hoc Committees.

### Section 2. Committee Operations:

All Committees will have at least one Board member who must be the Committee Chair. Standing Committee Members may include other Board Members and/or General Members. Ad-Hoc Committee Members may include other Board Members and Associate Members. The Committee Chair will be appointed by the President of the Corporation. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these By-Laws, the Articles of Incorporation, or State laws.

### Section 3. Standing and Ad-Hoc Committees Defined:

The Standing Committees of Grow Avalon could include: (1) Membership, Fundraising and Events, (2) Finance (3) Governance and Elections, (4) Housing, and (5) Public Safety. Ad-Hoc Committees shall be authorized by the Board of Directors with a specific set of duties or purposes and shall report on their progress regularly or as requested by the Board.

### Section 4. Purpose and Powers of Committees:

The studies, findings, and recommendations of Committees will be reported to the Board of Directors for consideration and action, except as otherwise ordered by the Board of Directors.

## ARTICLE 13. FISCAL YEAR

The fiscal year of the Corporation will be January 1<sup>st</sup> to December 31<sup>st</sup>.

## ARTICLE 14. DISCRIMINATION



In carrying out its purpose, the corporation will not discriminate in any way whatsoever on the basis of race, ethnicity, gender, gender identity, age, socio-economic status, national origin, immigration status, language, sexual orientation, disability, political affiliation, or religion.

#### ARTICLE 15. AMENDMENTS

Amendments to these bylaws may be adopted after 30 days published notice to the membership and a vote of all active members at the time of the published proposed change.

#### ARTICLE 16. DISSOLUTION

Upon a 2/3 vote of the Board of Directors to dissolve the corporation, the Board of Directors will dispose of all of the assets of the corporation exclusively for the purpose of the corporation or to organizations that are then qualified as tax-exempt 501(c) 3 organizations.

#### ARTICLE 17. CHECKS

All checks or demands for money and notes of the Corporation over \$ 3,000.00 shall be signed by two authorized representatives of the corporation. Signatories may be one Officer and the Executive Director, or two Officers.

#### ARTICLE 18. INDEMNIFICATION

##### Section 1. Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, Director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall insure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person



with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, Directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, Director, or employee under this Article shall apply to such officer, Director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## Section 2. Committee Members

For purposes of this Article 19, any member of a committee of the Corporation pursuant to Article 12 of these Bylaws shall be deemed an agent of the Corporation.

## Section 3. Liability Insurance

The Corporation, upon authorization by the Board of Directors, may purchase and maintain insurance on behalf of any authorized representative (as defined in Section 1 hereof) against any liability asserted against him or her or incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Corporation would be authorized or required to indemnify him or her by law or under these Bylaws.

# ARTICLE 19. POLICIES AND PROCEDURES

## Section 1. Membership Welcome Packet:

General and Associate Members will receive a welcome message via email that will contain Grow Avalon's Mission statement and contact info. It will also include links to Grow Avalon's by-laws and information on how to become involved in the organization. In the event that the new member does not have email access, accommodations will be made to mail a welcome packet to their address.

## Section 2. Member Participation at Board Meetings:

Meetings of the Board of Directors will be open to General Members unless the Board determines by a simple majority vote that the agenda of the meeting requires a closed door meeting. Members may not vote at Board meetings. Member participation in Board discussion will be determined by the Board President and may change throughout the meeting depending on the subject matter, time constraints, sensitivity of issues, or for any reason presented by the President.

## Section 3. Summaries of Board Candidates:

Candidates for seats on the Board of Directors are obliged to write a short biography summarizing their views and/or accomplishments prior to the application deadline. These summaries will be made available at the General Membership meeting and on the Grow Avalon website.



Section 4. Nomination of Board Members for Officers of the Board:

Board Members may nominate themselves in Officer elections.

Section 5. Board Member Follow-up after Missed Board Meeting:

Board Members who are absent from a Board meeting must contact the Board President to hear a synopsis of that meeting. In addition, the Board member must read the Meeting Minutes of the missed meeting

Approved August 31, 2022