

CONSTITUTION AND BYLAWS
OF THE
MIDTOWN ACTION COUNCIL
HARRISBURG, PENNSYLVANIA
ESTABLISHED NOVEMBER 14, 1977

ARTICLE 1.

NAME, BOUNDARIES, AND PURPOSE OF CORPORATION

Section 1. This corporation shall be known as the Midtown Action Council, hereinafter referred to as "MAC".

Section 2. The term "neighborhood" as used hereinafter shall mean that area in the City of Harrisburg, Pennsylvania, commonly referred to as "Historic Midtown", which shall for the purposes hereof be defined as follows:

MAC shall encompass the area bounded on the east by the rear property line of all properties which abut the eastern right-of-way line of North Third Street; on the south by the centerline of Forster Street; on the west by the low waterline of the Susquehanna River; and on the north by the rear property line of all properties which abut the northern right-of-way line of Verbeke Street. The Broad Street Market and any businesses abutting these boundaries shall be included in MAC. MAC may conduct any activity that furthers the purposes of MAC, as defined in Section 3. In conducting any activity outside of MAC's boundaries, MAC shall act in that location with respect toward and in coordination with local residents and any active local neighborhood association whose boundaries do not encompass the boundaries of MAC.

Section 3. The purposes of MAC shall be as follows:

- a) To increase and improve communication regarding neighborhood interests and needs amongst residents, businesses, and property owners and to give voice and action to such needs in communication with the public, private, and non-profit sectors and to cooperate in effecting a citywide leadership effort, including with other neighborhood associations, to address such needs within the neighborhood and on a citywide basis when such needs are in common with other areas of the city;
- b) To promote and improve public and personal safety for all who live, work, and visit in historic midtown;
- c) To promote public improvements, public services, public-private-citizen partnerships, economic development, property restoration and renewal, environmental improvements, job creation, and other projects which would make the neighborhood a better and safer place to live, work and visit;
- d) To facilitate a spirit of mutual respect, community purpose, civic action, goodwill and cooperation amongst residents, businesses and property owners of our neighborhood and adjoining neighborhoods;
- e) To review, recommend, and when appropriate, assist in the implementation of public policy and programs in the furtherance of the purposes of the Association

and to establish and implement such policies and programs within the Association to achieve the same; and

- f) To partner with private, public, and non-profit agencies, as well as, individual citizens, citizen and civic groups, businesses and business organizations to achieve the foregoing purposes; provided, however, that MAC shall not endorse candidates for public office nor engage in political lobbying in a manner that would be contrary to its standing as a nonpartisan neighborhood organization nor engage in any activity that would be contrary to the limitations imposed by law or rule regarding the Association's non-profit and/or tax-exempt status.

ARTICLE 2. **MEMBERSHIP**

- Section 1. Membership in MAC shall include all individual residents of the neighborhood eighteen years of age and older. Membership in MAC shall also include all non-resident individuals who own property or a business within the neighborhood.
- Section 2. Members of MAC shall continue to be bona fide residents or owners of property or a business in the neighborhood as a condition for the good standing of their membership.
- Section 3. Each member shall have one vote at any regular or special meeting of the membership at which he or she is present and voting. Proof of individual membership may be required by the President at the time of the taking of any such vote.

ARTICLE 3. **MEETINGS OF THE GENERAL MEMBERSHIP**

- Section 1. Regular meetings of the general membership of MAC shall be held at a date, time and place as determined by the Board of Directors or the President. At least one such meeting shall occur annually in the month of January.
- Section 2. Special meetings of the general membership of MAC may be called by a concurring majority of all members of the Board of Directors or by the President.
- Section 3. A quorum for conducting business at any general membership meeting shall consist of twenty (20) members in good standing.
- Section 4. Robert's Rules of Order shall govern all general membership meetings, except where they may be inconsistent with this Constitution and Bylaws; provided, however, that a majority vote of the general membership present at any meeting shall serve to waive said Rules of Order for any portion of such meeting.

ARTICLE 4. GOVERNMENT

Section 1. The general management of the affairs of MAC shall be vested in the general membership, except as hereinafter specifically delegated to the Board of Directors or to individual officers.

Section 2. The Board of Directors shall consist of no more than seventeen (17) members, of whom no more than one-third may reside outside of MAC's borders, as defined in Article 1, Section 2.

Section 3. The officers of MAC shall consist of a President, a Vice-President, a Treasurer and a Secretary.

Section 4. The duties, powers and responsibilities of the Board of Directors shall be the following:

- a) To set the agenda for all meetings of the general membership;
- b) To provide for the general flow of information to and among residents of the neighborhood by such means as may be determined by the Board of Directors;
- c) To make recommendations to the general membership in any matter consistent with the purposes of MAC;
- d) To act on behalf of the general membership in any matter;
- e) To expend funds of MAC, provided however, that no officer or member of the Board of Directors may expend more than two hundred dollars (\$200.00) without approval of a majority of those present at a meeting of the Board of Directors;
- f) To state the full limits of any individual or committee acting in the name of MAC and to grant or deny authority to any individual to represent MAC or to use the name of MAC in any capacity expressing or implying a representative status for such individual;
- g) To conduct or cause to be conducted an audit of all funds, monies and accounts of MAC in any fiscal year in which expenditures exceed \$25,000 and to report the results of said audit to the general membership;

Section 5. The President shall convene meetings of the Board of Directors and shall provide adequate notice thereof, as determined by the Board of Directors, to all members of the Board of Directors, at least two (2) days prior thereto. In lieu of action by the President, meetings of the Board of Directors may be called by the Vice-President

or by mutual consent of one-third of the members of the Board of Directors subject to the same notice requirement.

- Section 6. A quorum of the Board of Directors shall consist of the majority of the members of the Board of Directors.
- Section 7. The President shall preside at all general membership meetings and at all meetings of the Board of Directors. The President shall be the spokesperson for MAC in any matter. The President shall further act on behalf of MAC in any matter duly authorized by the Board of Directors.
- Section 8. The Vice-President shall perform all the duties of the President in the latter's absence and any duties delegated by the President.
- Section 9. The Treasurer shall have charge of all receipts and monies of MAC and shall deposit same in the name of MAC in a bank in the City of Harrisburg approved by the Board of Directors. The Treasurer shall keep regular accounts of all receipts and disbursements, shall give an itemized statement of the same at all regular meetings of MAC and at such meetings of the Board of Directors as requested. Together with the President, the Treasurer shall sign all checks and withdrawals on behalf of MAC. In the absence of either the President or the Treasurer, the Vice-President shall sign checks and withdrawals on behalf of such officer.
- Section 10. The Secretary shall keep minutes and records of attendance of all general membership and Board of Directors meetings and shall perform such other duties as may be required by the provisions hereof or by the Board of Directors.
- Section 11. The President and Secretary shall, upon being so authorized, sign all leases, contracts or other instruments in writing.
- Section 12. The President shall have the authority to appoint a parliamentarian for any meeting of MAC.
- Section 13. Any officer or member of the Board of Directors who misses three (3) consecutive or four (4) total meetings of the Board of Directors may be removed from office or from the Board of Directors by a majority vote of those present at a meeting of the Board of Directors.
- Section 14. The officers and Board of Directors shall not engage in any activity that would create a conflict of interest nor any activity that would jeopardize MAC's non-profit or federal tax-exempt status and, further, shall adhere to the standards set forth in Appendix A, attached and made a part of this Constitution and Bylaws.

ARTICLE 5. NOMINATIONS, ELECTIONS AND VACANCIES IN OFFICE

Section 1. All members of the Board of Directors and all officers of MAC shall serve a term of office commencing at the time of their election or appointment and concluding with the following January general membership meeting.

Section 2. A Nominating Committee shall be appointed in February of each year.

- a) The Nominating Committee shall consist of one member appointed by the President, one member appointed by the Board of Directors and one member chosen by the previous two appointees. It shall elect its chairperson from among its membership.
- b) As and when any vacancy in office or the Board of Directors arises, the Nominating Committee shall nominate one or more individuals for the office or the Board of Directors and present its nominations during a meeting of the Board of Directors.
- c) Prior to the December Board of Directors meeting, the Nominating Committee shall nominate at least one (1) candidate for each office and each member of the Board of Directors to be voted on during the January general membership meeting. The Nominating Committee shall present its recommendations at the December Board of Directors meeting.

Section 3. At least one (1) week prior to the January general membership meeting, the Board of Directors shall publish the report of the Nominating Committee together with the names of any other members who have submitted their intention to the Board of Directors in writing to be nominated and stand for election.

Section 4. Nominations shall be made at a January general membership meeting at which the election also is to be held. Nominations shall include those named in the report of the Nominating Committee and any that may be made and seconded from the floor.

Section 5. In all elections, the candidate for each position receiving a majority of all votes cast shall be elected; provided, however, that if no candidate receives a clear majority vote then a second election shall be held at that same meeting, in which the only eligible candidates shall be the two (2) candidates from the preceding election who received the largest number of votes. The candidate then receiving the majority vote shall be elected.

Section 6. In the event of a vacancy in the office of President, the unexpired term of office shall be filled by the Vice-President.

Section 7. In the event of a vacancy in any office other than the President or a vacancy on the Board of Directors, the Nominating Committee shall nominate an individual to fill the vacancy and the Board of Directors may appoint the individual to the vacant position through a majority vote of those present at a meeting of the Board of Directors.

ARTICLE 6. COMMITTEES

Section 1. The Board of Directors or the President may create committees and chairpersons thereof. The President shall be a voting member of all committees, except the Nominating Committee, unless the President is a member of the Nominating Committee pursuant to the provisions of Article 5, Section 2.

ARTICLE 7. COMPENSATION

Section 1. No member of the Board of Directors shall receive any salary or compensation for services rendered to the organization. This provision shall not be construed so as to prohibit the reimbursement to any member for any duly authorized service or expense incurred on behalf of the organization. This provision also shall not be construed so as to prohibit the Board of Directors from hiring a person to execute any task as required of the Board of Directors.

ARTICLE 8. NOTICE

Section 1. It shall be the duty of the Board of Directors to prepare and disseminate notice, in writing, of all general membership meetings not later than seven (7) days prior thereto; said notice shall include, at a minimum, the date, place, time and preliminary agenda of such meeting.

ARTICLE 9. AMENDMENTS

Section 1. This Constitution and Bylaws may be amended only by a majority vote of MAC members who are in attendance at a general membership meeting of MAC; provided, however, that notice of the purpose of the proposed amendment has been stated in the notice of the meeting.