West Park Court

By-Laws

Revised ____ 2025

ARTICLE 1 PURPOSE

West Park Court (hereinafter referred to as the "Corporation") is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The organization will promote the provision of affordable housing for the elderly.

ARTICLE 2 NON-MEMBERSHIP

The ~~membership of~~ the Corporation shall ~~consist of one member which shall be the Central North Side Neighborhood Council, (hereinafter referred to as the "Council") a Pennsylvania nonprofit corporation.~~have no members.

ARTICLE 3 ~~MEMBERSHIP MEETINGS~~Intentionally left blank

~~Section 1. Meetings of the Corporation shall be held at such place as determined by the Board of Directors and as designated by and stated in the notice of such meetings.~~

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~~Section 2. The annual meeting of the Corporation for the election of directors and the transaction of such other business as may properly come before the meeting shall be held concurrent with the September meeting of the Board of Directors.~~

~~Section 3. Special meetings of the Corporation may be called at any time by the President of the Corporation, the Board of Directors of the Corporation or the Board of Directors of the Council, who shall make a written request for a special meeting to the Secretary, who will call the special meeting to be held at such time as the Secretary may fix, not less than seven (7) nor more than sixty (60) days after such request. If the Secretary shall neglect or shall refuse to issue such call, the person or persons making the request may do so.~~

~~Section 4. Written notice of the time and place of each meeting of the Corporation shall be given by or at the direction of the person or persons authorized to call the meeting to the Council at least five (5) days prior to the date fixed for such meeting. Such notice shall be given either personally or by sending a copy thereof through the~~

~~mail, postage prepaid, to the address of the Council. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail for transmission. All such notices shall specify the place, day and hour of the meeting and in the case of a special meeting shall specify the general nature of the business to be transacted as such meeting.~~

~~Section 5. Whenever any notice is required to be given to the Council a waiver thereof in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.~~

~~Section 6. Any annual or special meeting of the Corporation may be adjourned, except as otherwise provided by law, from time to time, by a majority of the membership present, whether or not a quorum is present, but any meeting at which directors are to be elected shall be adjourned only from day to day until such directors have been elected. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting other than by an announcement at the meeting at which such adjournment is taken.~~

~~Section 7. The presence of ten percent (10%) of the individual members of the Corporation entitled to vote shall constitute a quorum. In case more than one (1) adjournment of the meeting called for the election of directors shall have been taken, the members of the Corporation who attend the second adjourned meeting, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors.~~

~~Section 8. Meetings of the Corporation shall be presided over by the President. The duties of the Secretary of such meetings shall be performed by the Secretary of the Corporation.~~

~~Section 9. At all Corporation meetings at which an issue is presented to the membership of the Council, each member shall be entitled to one vote, provided they are present at the meeting.~~

ARTICLE 4 DIRECTORS

Section 1. The Board is a staggered Board comprised of seven (7) directors who will be elected in odd number years for a two year term and seven (7) directors in even number years for a two year term. ~~In addition, the President of the Central Northside Neighborhood Council shall be a member of the Board of Directors of West Park Court and shall serve as long as he/she remains the President of the Council.~~

Section 2. Meetings of the Board of Directors may be held at such time and place as may be determined from time to time by the Directors and unless otherwise set forth, the Fourth Tuesday of each month.

Section 3. Special meetings of the Board of Directors may be called by the President or shall be called by him/her upon a written request of any four members of the Board of Directors. Any such meeting shall be deemed to have been duly called provided in the notice thereof, stating the time and place of such meeting shall have been given to each Director at least five (5) days prior to the date fixed for such meeting.

Section 4. Whenever any written notice is required to be given to any Director, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 5. Meetings of the Board of Directors shall be presided over by the President, or in the absence of the President, by the Vice-President. The duties of the Secretary of meetings of the Board of Directors shall be performed by the Secretary of the Corporation, or in his absence, by any Director.

Section 6. A quorum of the Board of Directors shall consist of a majority of the Board, and the acts of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, provided that if all of the Directors shall severally or collectively consent in writing to any action taken or to be taken by the Board, such action shall be as valid corporate action as though it had been authorized at a regularly convened meeting of the Board of Directors.

Section 7. Any meeting of the Board of Directors at which a quorum is present may be adjourned from time to time by vote of a majority of the Directors present. At the adjourned meeting, any business may be transacted or other action taken which might have been transacted or taken at the meeting as originally called and no notice need be given of any adjourned meeting or of the business to be transacted thereat other than by an announcement at the meeting at which such adjournment is taken.

Section 8. Any Director may resign at any time by giving written notice to the Present or the Secretary of the Corporation. The resignation of any Director shall take affect at the time specified therein and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 9. A vacancy on the Board is filled by appointment and the newly appointed Director shall serve for the remainder of his predecessor's term which may not necessarily expire at the next election.

Section 10. A Director can be removed by 2/3 majority of the members of the Board of Directors.

Section 11. The Board of Directors shall submit monthly reports of the Corporation activities to the Council, directed to the Council's Secretary.

ARTICLE 5 OFFICERS

Section 1. The Corporation shall have a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be a member of the Board of Directors. They shall have, respectively, such powers and duties as are provided under these By-laws and are usually and customarily vested in the holders of such offices, subject at all times to direction and control by the Board of Directors. The President shall be the chief executive officer of the Corporation, and the Vice-President shall have power similar to that of the President but which may be exercised only in the absence of inability of the President to act. The President of the Board of Directors may appoint an assistant Secretary or assistant Treasurer from time to time at their direction.

Section 2. The Secretary shall keep a correct record of all meetings of the Corporation and of the Board of Directors and shall send out such notices as are needed.

Section 3. The Treasurer can make disbursements without Board authority not exceeding $1,000.

Section 4. The officers shall be elected by a majority of the Board of Directors. Each officer shall hold office for a period of one year and until a successor shall have been chosen and qualified.

Section 5. Any elected officer may be removed with cause by the Board of Directors at a regular meeting thereof or at a special meeting called for that purpose.

Section 6. A vacancy in the office of any officer shall be filled by the Board of Directors, and the officer so appointed shall hold office until a successor shall have been elected.

ARTICLE 6 CONTRACTS, LOANS, NOTES, ETC.

Section 1. The Board of Directors, except as is provided otherwise in these By-Laws, may authorize officers, employees and agents or any of them to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances, and unless or authorized by the Board of Directors or by the provisions of these set forth in the By-Laws, no officer, employee or agent shall have any power or authority to bind the Corporation, except as otherwise provided by law, by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any property or to any amount.

Section 2. All notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers or the Corporation and in such manner as may from time to time be determined by resolution of the Board of Directors.

ARTICLE 7 COMMITTEES

The Board of Directors may from time to time establish such committees as it deems necessary to assist the officers in carrying out the business of the Corporation.

ARTICLE 8 FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of October and end on September 30th of each year.

ARTICLE 9 AMENDMENTS

The Board of Directors of the Corporation may modify these By-Laws by~~, however, such changes are subject to the approval of the~~ 2/3 vote of the Board of Directors acting at a meeting properly noticed with a quorum present.~~members of the Corporation.~~

ARTICLE 10 RIGHTS ON DISSOLUTION

In the event of termination, dissolution or winding up of this Corporation, assets shall be distributed to one or more non-profit organizations with 501(c)(3) tax exempt status that develop and or provide affordable housing services for the elderly or shall be distributed to a federal, state or local government entity for a public purpose.

ARTICLE 11 INTENTIONALLY LEFT BLANK~~TRANSFER OF MEMBERSHIP~~

~~Membership in the Corporation may not be assigned, transferred, sold or otherwise conveyed under any circumstance.~~

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ARTICLE 12 SEAL

The Corporation shall adopt a corporate seal which shall have inscribed thereon the name of the Corporation, the year of incorporation and the words “Seal” and “Pennsylvania”. The seal may be used by causing it, or a facsimile therof, to be impressed or affixed or reproduced.