

GREATER HAZLETON AREA CIVIC PARTNERSHIP

BY-LAWS

**AS AMENDED SEPTEMBER 1, 1999
AND APRIL 1, 2006**

ARTICLE I: NAME

The name of this organization shall be the Greater Hazleton Area Civic Partnership (GHACP).

ARTICLE II: MISSION

The mission of the Greater Hazleton Area Civic Partnership is to ensure that the Greater Hazleton Area is the best place in which to live, learn, work, worship and play.

ARTICLE III: PURPOSE AND OBJECTIVES

Section 1. The purpose of the Greater Hazleton Area Civic Partnership is to form a collaborative effort among public, private and non profit sectors, to build on current initiatives and to offer new strategies for the enhancement of the quality of life throughout the Greater Hazleton area.

Section 2. The Greater Hazleton Area Civic Partnership's objectives are based on six fundamental areas which address the needs of the region and the Partnership's vision and mission statements. These objectives are:

- A. Form a realistic and commonly accepted view of the community, taking into account its strengths and weaknesses.
- B. Build bridges among community organizations, blending the interest of their members with the broader interest of the community and translating that into effective action.
- C. Encourage open communication among leaders of every important segment of the community and facilitating the mediation of differences among competing interests.
- D. Nurture community leaders whose energy and efforts are directed toward projects and enterprises which will benefit the community.

E. Promote citizenship: fostering an atmosphere where members of the community become trustees of the community by taking personal responsibility.

F. Address issues affecting the public mood.

ARTICLE IV: ORGANIZATION

The Greater Hazleton Area Civic Partnership shall be comprised of the following bodies: GHACP Steering Committee, Executive Committee, GHACP Task Forces and the GHACP Assembly.

ARTICLE V: GHACP STEERING COMMITTEE

Section 1. The governing body of the Greater Hazleton Area Civic Partnership shall be the Steering Committee. It is the responsibility of this body to provide leadership, coordinate activities, set policy, evaluate results and provide overall administrative management.

Section 2. The Steering Committee shall be made up of an odd number of individuals numbering not more than fifteen (15) members. The total number of members should be divisible by three (3) to allow proper rotation of terms.

Section 3 A. At-large membership on the Steering Committee shall be determined through election held at the annual meeting of the GHACP Task Forces. Elections shall be determined by a majority vote of those in attendance at this annual meeting of all Task Forces. The newly elected Steering Committee members shall be installed immediately. Representatives of those organizations holding permanent seats on the Steering Committee shall be designated by their respective organizations.

Section 3 B. The Steering Committee shall consist of one representative from each of the following organizations and fields plus individuals elected at large:

- The Greater Hazleton Ministerium
- The Mountain Council of Governments
- The Greater Hazleton Chamber of Commerce
- CAN DO, Incorporated
- Social Service Agencies in the Greater Hazleton area
- Health Care Community
- Education

In addition, the duly elected State Representative of the 116th Legislative District shall serve as an ex-officio member of the Steering Committee. The Partnership's Executive Director will also be a non-voting member of the Steering Committee.

Section 3 C. A Nominating Committee comprised of three (3) representatives of the Steering Committee, two (2) representatives of the Task Forces and two at large members shall be selected by the Chairperson to determine the nominations to the Steering Committee. Their report shall be filed with the Secretary of the GHACP prior to the annual meeting of the Task Forces.

Section 4. Steering Committee members shall be elected to a **six (6)** year term. Members may serve two (2) consecutive terms. They must then rotate off for at least two years before being able to serve again.

Section 4 B: In order to establish a rotation of terms, Effective July 1, 1999, existing members of the Steering Committee, will through a random selection, be assigned to an equal number of one, two and three year terms. Upon expiration of these terms, subsequent terms will be for full three-year duration. This Section expires June 30, 2002.

Section 5. In the event of a vacancy on the Steering Committee, the Chairperson shall select a new member from the GHACP Assembly to serve the duration of the unexpired term. In the case of appointments from specified organizations, vacancies will be filled by recommendation of the organization involved. Vacancies will be filled for the remainder of the term involved. In either case, the nominee must be approved by at least two thirds of the members present at the Steering Committee meeting.

Section 6 A. The Steering Committee shall elect the following officers from its ranks: Chairperson, Vice Chairperson, Treasurer and Secretary. Officers may serve no more than two consecutive four-year terms in each position. An officer may serve more than two terms in a position, so long as the service does not constitute more than two consecutive terms.

Terms of individuals elected as officers supercede their regular terms on the steering committee.

Officers completing terms may be appointed immediately to serve on the Steering Committee.

Officers are considered part of the Steering Committee and count toward the total number of members permitted. A resignation by an officer constitutes a resignation from the Steering Committee.

Section 6 B. The duties of these officers shall be:

Chairperson: The Chairperson shall conduct meetings, call special meetings as necessary, serve as ex-officio member on all Task Forces and nominate new members to the Steering Committee when a vacancy occurs.

Vice Chairperson: The Vice Chairperson shall assist the Chairperson as needed and serve as presiding officer at meetings and for official matters of the GHACP in the absence of the Chairperson, when needed.

Secretary: The Secretary shall assure the preparation and maintenance of accurate records of membership, legal records, Steering Committee meeting minutes and other documents of the Greater Hazleton Area Civic Partnership, excluding financial information.

Treasurer: The Treasurer shall assure the preparation and maintenance of accurate records and audits of the Greater Hazleton Area Civic Partnership.

Section 7. Meetings

A. Schedule - The Steering Committee shall meet as often as necessary but not fewer than six (6) times per year. If a member should miss more than 3 consecutive meetings without contacting the GHACP before the meeting, regarding the absence, the member will be dropped from membership.

B. Quorum - If there are fifteen (15) members on the Steering Committee, eight (8) members shall constitute a quorum. If there are less than fifteen (15) members of the Steering Committee, then one (1) more than half the total number of members shall constitute a quorum

C. Order of Business - Using Robert's Rules of Order, the Chairperson shall determine the order of business and agenda for each meeting.

D. Proxy - There shall be no voting by proxy.

ARTICLE VI: EXECUTIVE COMMITTEE

The Officers and three other appointees selected by the Chairperson will act, as necessary, in the role of Executive Committee to recommend policy and address financial, personnel and other proprietary issues. Meetings will be at the call of the Chairperson.

ARTICLE VII: TASK FORCES

Section 1. The Task Forces shall be assigned by the Steering Committee as needed and determined by a visioning process, which will be the initial activity of the Greater Hazleton Area Civic Partnership.

Section 2. The Task Forces shall develop solutions to problems and challenges faced in our community and identified by the GHACP Assembly. They shall also seek to aid in the implementation of the solutions.

Section 3. Each Task Force shall be made up of members of the GHACP Assembly. Task Force membership is voluntary.

Section 4 A. Each Task Force shall have a Chairperson. The Chairperson is elected by the members of each Task Force. The Chairpersons shall serve for a period of one year but may be re-elected.

Section 4 B. Duties of the Task Force Chairperson shall include:

- A. Recruit membership from the GHACP Assembly
- B. Identify the scope of their task Force activity
- C. Identify projects within the scope of their Task Force.
- D. Coordinate each project with the Steering Committee
- E. Implement approved projects
- F. Submit an annual budget to the Steering Committee

Section 5. Each Task Force shall meet as necessary and shall conduct an annual meeting for the sole purpose of the election of the Steering Committee.

ARTICLE VIII: GHACP ASSEMBLY

Section 1. The GHACP Assembly is the body of general membership for the Greater Hazleton Area Civic Partnership.

Section 2. The membership of the GHACP Assembly shall be open to any individual residing in the Greater Hazleton area.

Section 3. The GHACP Assembly shall be responsible for identifying problems and challenges affecting the Greater Hazleton area.

Section 4. The GHACP Assembly shall conduct a general membership meeting annually. Additional meetings may be called by the Steering Committee as necessary.

ARTICLE IX: FINANCE

Section 1. The Greater Hazleton Area Civic Partnership shall establish itself as a non profit organization under Section 501 (c) (3) of the IRS Tax Code.

Section 2. The Steering Committee may actively seek funds from foundations, businesses, government agencies and others. Ten percent of all funds received over \$500 will be used for administrative costs of the GHACP unless specifically prohibited by the provider.

Section 3. All Task Force requests for financial resources must be submitted to the Steering Committee. Expenditures relating to the Task Forces must be reviewed and approved by the Steering Committee.

Section 4. Expenditures occurring for the daily operation of the Greater Hazleton Area Civic Partnership must be reviewed and approved by the Chairperson and Treasurer.

Section 5. The Greater Hazleton Area Civic Partnership shall be audited IAW the rules of the IRS for a 501 C (3) non-profit organization.

Section 6. The fiscal year of the Greater Hazleton Area Civic Partnership shall run from July 1 to June 30.

ARTICLE X: INDEMNIFICATION

To the extent permitted under Pennsylvania law, the Greater Hazleton Area Civic Partnership shall indemnify any and all of its directors, officers, employees or agents (or former directors, officers, employees or agents) against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them are made parties or a party by reasons of being or having been directors, officers, employees or agents of the Greater Hazleton Area Civic Partnership.

ARTICLE XI: DISSOLUTION

The Greater Hazleton Area Civic Partnership shall use its funds only to accomplish the objectives and purposes specified in these by-laws. No part of said funds shall inure, or be distributed to the members of the GHACP. On dissolution of the GHACP, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, philanthropic or community development organizations to be selected by the Steering Committee.

ARTICLE XII: AMENDMENTS

These by-laws may be amended by the two thirds vote of the members present at the annual general Task Force meeting.

ARTICLE XIII: DATE OF EFFICACY

If approved, these by-laws shall take effect July 1, 1998.

Adopted by the Greater Hazleton Area Civic Partnership Assembly on the 17th day of March in the year 1998.

Amended by majority vote of those in attendance at the Annual Meeting of the Greater Hazleton Area Civic Partnership on the 1st day of September in the year 1999.

Amended by majority vote of those in attendance at the Annual Meeting of the Greater Hazleton Area Civic Partnership on the 1st day of April in the year 2005.