



By-Laws for SoWe Lead

The Lancaster Southwest Committee Board (**SoWe Lead** or **The Board**) is an advisory committee of the Lancaster Housing Opportunity Partnership (**LHOP**) with the specific purpose of leading the implementation of the Southwest Lancaster Revitalization Strategy (**SoWe Plan** or **The Plan**) adopted in 2016. SoWe Lead serves as the chief advocate for the neighborhood and is a vehicle for community input and assistance in the mobilization of area resources to help meet neighborhood related interests and needs of the community. **South West Lancaster Neighborhood Collaborative (SWLNC)** is a collaborative, formalized by a memorandum of understanding, of partner organizations that work on issues of mutual importance to broaden and streamline services that propel the Southwest neighborhood to implement the Southwest Lancaster Revitalization Plan.

I. ORGANIZATION

A. Voting Members

1. The SoWe Lead is comprised of between fifteen (15) and twenty-five (25) people who are residents, representatives of stakeholder organizations of SoWe as defined in The Plan, and other persons who bring critical skills and/or expertise that can assist in implementation of The Plan.
2. At least one (1) LHOP board member shall also be a member.
3. At least three (3) SWLNC organization members shall be a members

B. Proxies

1. At times, and with Board approval, a proxy may sit in for a Board member.
 - a) Notification of the use of a Proxy must be given in advance in writing to the SoWe Neighborhood Director.
 - b) A Proxy is instructed to vote based upon directions from the Board member they represent.
 - c) A Proxy may not be used more than three (3) times in a calendar year, without prior approval of the Executive Committee.

C. Approval of LHOP. SoWe Lead membership is to be approved periodically by the LHOP Board of Directors.

II. QUALIFICATION. SoWe Lead members must:

- A. Be over eighteen (18) years of age
- B. Have a vested interest in SoWe in at least one (1) of the following ways:
 1. Be a resident of SoWe
 2. Own or be employed by a business that is physically located within SoWe
 3. Be part of a non-profit organization that is located within or does extensive work within SoWe
 4. Be a stakeholder who brings critical skills and/or expertise that can assist in implementation of SoWe initiatives

III. TERMS OF SERVICE

A. Terms of Service

1. The term of service for a SoWe Lead members is three (3) years.
2. There are no term limits for members of SoWe Lead.



B. Vacating a Position

1. Should a SoWe Lead member vacate a position before the end of their term, they must notify The Board in writing.
2. A special election will be held to fill vacant seats as the Officers of SoWe Lead see fit. This member will fill out the remainder of the term of the vacated member.

- C. Removal of a Member.** Should a member of SoWe Lead fail to live up to the expectations entrusted in them, The Board may vote to remove the member from their position. Removal of a member must be with a $\frac{2}{3}$ majority of a Quorum of The Board. If a member is removed, they will immediately be relieved of all rights and responsibilities.

IV. ELECTIONS

A. Regular Elections

1. Every year, $\frac{1}{3}$ of the membership of SoWe Lead is up for election.
2. Elections are held at the December SoWe Lead meeting, with terms beginning on January 1 of the following calendar year.
3. Votes shall be cast by secret ballot of existing SoWe Lead members. The SoWe Neighborhood Director and a witness will tally the votes and announce the results.
4. Candidates must have a simple majority of votes in favor.
5. Should there be more successful candidates than positions available, Members will be elected based on number of "in favor" votes (i.e. there are two seats left: Joe gets 10 votes, Jane gets 17 votes, and John gets 15 votes. John and Jane would get the positions).
6. All members must be approved by the LHOP Board of Directors.

B. Election of Interim Members

1. A special election will be held to fill vacant seats as the Officers of SoWe Lead see fit. This member will fill out the remainder of the term of the removed member.
2. Candidates are put forth by the Nominating Committee.
3. Votes are cast by secret ballot of existing SoWe Lead members
 - a) The SoWe Neighborhood Director and a witness will tally the votes and announce the results.
4. Candidates must have a simple majority of votes in favor.
5. Should there be more successful candidates than positions available, Members will be elected based on number of "in favor" votes (i.e. there are two seats left: Joe gets 10 votes, Jane gets 17 votes, and John gets 15 votes. John and Jane would get the positions).
6. All members must be approved by the LHOP Board of Directors.

V. LEADERSHIP

A. SoWe Neighborhood Director

1. The SoWe Neighborhood Director is an employee of LHOP, and reports to LHOP and the SoWe Board who sees to the day-to-day operations.
2. While the SoWe Neighborhood Director sits on the Board, the position does not have any voting power or authority.



3. The SoWe Neighborhood Director is responsible for reporting each month to the members important information so they may make informed decisions regarding the implementation of The Plan and other actions.
- B. Officers
1. The Chairperson shall:
 - a) Preside over meetings of The Board;
 - b) Be a spokesperson for The Board;
 - c) Be the liaison between LHOP staff and The Board;
 - d) Such other duties as needed.
 2. The Vice-Chairperson:
 - a) Shall preside at meetings of the SoWe Lead in the absence of the Chairperson; and
 - b) Can be assigned other duties by the Chairperson.
 3. The Secretary:
 - a) Shall be responsible for ensuring that minutes of meetings of The Board are taken, preserved and provided to LHOP staff and Board of Directors; and
 - b) Can be assigned other duties by the Chairperson
 4. Additional Officers
 - a) A Recording Secretary may be appointed to take notes during SoWe Lead meetings to ensure the Secretary can participate fully. The Recording Secretary is responsible for taking these notes and creating the official meeting minutes. The Recording Secretary shall not be a member of SoWe Lead.
 - b) Additional officers may be added to the role after creation of the position is ratified by the SoWe Lead and approved by the LHOP Board of Directors.
- C. Committee Officers. Each committee shall include a Chairperson and Vice-Chairperson. Committee Officers shall be SoWe Lead members.
1. Committee Chairs shall be appointed by the SoWe Lead Chairperson.
 2. The Chairperson of each committee:
 - a) Shall preside over meetings of their respective committee, be a spokesperson for their committee, and be the liaison between their committee and The Board.
 - b) Shall provide a regular report to The Board on its discussions and planned activities.
 - c) Shall create agendas for their committee meetings.
 - d) Shall be held responsible for the actions of their committee, including hitting target objectives set forth by the Board.
 3. The Vice-Chairperson of each committee:
 - a) Shall preside at meetings of their respective committee in the absence of the Chairperson;
 - b) Shall act as spokesperson for their committee in the absence of the chairperson; and
 - c) Can be assigned other duties by the Committee Chairperson.



D. Election and Terms

1. Officers shall be elected by a vote of SoWe Lead on a bi-annual basis, at the regular December meeting.
2. Votes shall be cast by secret ballot of existing SoWe Lead members. The SoWe Neighborhood Director will tally the votes and announce the results. The candidate with the most votes will be elected to the position. Should there be a tie, the CEO of LHOP will act as the tiebreaker.
3. All elected officers must be approved by LHOP Board of Directors.
4. Officer terms are two (2) years.

VI. COMMITTEES

- A. Executive Committee. An Executive Committee, composed of the officers and up to two (2) additional members of SoWe Lead, may be established to act on behalf of the Board between meetings of the Board. The (2) additional members shall be selected by the officers and approved by the Board by a simple majority. This selection shall occur during the January meeting after the biannual December meeting in which officers have been elected and be subject to approval by the LHOP Board of Directors. At least one of the additional members shall be a neighborhood resident. The Executive Committee shall:
1. Act as a sounding board for staff on emerging issues and initiatives
 2. Provide evaluation of staff in cooperation with LHOP management
 3. Assist in the development and review of budgets and agreements
 4. Vet and recommend any changes to the Bylaws.
- B. Finance Committee. A Financial Committee, composed of the officers of the Board and the chairpeople of the seven (7) standing committees, may be established to govern and advise on matters involving monies overseen by SoWe Lead. The Finance Committee shall:
1. Act as advisors on the budget, provide financial oversight for the organization, including budgeting and financial planning, financial reporting
 2. The creation and monitoring of internal controls and accountability policies
- C. Standing Committees. SoWe Lead shall establish a committee for each of the six major categories of the strategy groupings in The Plan (Neighborhood Connections, Housing, Parks and Public Realm, Community Safety, Education, and Economic Opportunity). Additional standing committees include Executive, Finance, and Communications Committees. The committees shall be responsible for providing guidance on, and assist in, the implementation of the strategies within their respective categories. Each of the standing committees may be responsible for such other duties as assigned by the Chairperson in furtherance of the Plan.
1. Neighborhood Connections (**SoWe Connect**) will ensure that the residents of Southwest Lancaster are closely connected to each other, celebrating the diversity of racial/ethnic backgrounds and sharing a sense of joint responsibility.



2. Housing (**SoWe Live**) will ensure Southwest Lancaster is a residential neighborhood of choice that offers a variety of housing option, including high-quality, well-managed rental house and extended homeownership opportunities for a full spectrum of household income levels.
3. Parks and Public Realm (**SoWe Play**) will ensure the streets, open spaces, parks, and other public spaces in Southwest Lancaster are clean, safe and inviting.
4. Community Safety (**SoWe Protect**) will ensure Southwest Lancaster is a safe and peaceful neighborhood through the ongoing collaboration of residents, community organizations, and public safety agencies.
5. Education (**SoWe Teach**) will ensure Southwest Lancaster schools offer high-quality learning environment and supportive services so that every student can attain success. Additionally, adults can find many opportunities for continuing education/technical training.
6. Economic Opportunity (**SoWe Work**) will ensure Southwest Lancaster has economic vitality as evidenced by a revitalized Manor Street commercial corridor and ample supportive programs for entrepreneurs and small business owners.
7. Communications (**SoWe Communicate**) will be responsible for the development and implementation of communication strategies with (i) neighborhood residents and stakeholders, and (ii) with media outlets.

D. Additional Committees

1. Nominating Committee
 - a) Responsible for vetting and recommending new members to act as interim members when openings on The Board occur.
 - b) Only meets as needed.
 - c) Comprised of three (3) to five (5) members of The Board.
2. Additional Standing Committees may be created via a vote from SoWe Lead.

E. Temporary, Sub, or Auxiliary Committees

1. The Board may establish other committees it deems necessary and prudent to assist in its work.
2. Committees may form subcommittees as deemed necessary and prudent to assist in their work.

F. Committee Membership

1. SoWe Lead reserves the right to remove a committee person from a committee should they not live up to the expectations put forth by The Board. Removal of a committee member is through majority vote.
2. Each member of the SoWe Lead shall serve on at least one (1) Standing Committee.
3. Committee membership may include residents, stakeholders, or other persons who bring critical skills and/or expertise that can assist in implementation of committee initiatives that are not current members of The Board.



4. Committee chairpeople will determine membership numbers to ensure proper productivity of the committee.

VII. MEETINGS & ATTENDANCE

A. Regular Meetings

1. SoWe Lead and its committees shall meet at least quarterly to carry out its responsibilities. All members of The Board and committees shall be provided with timely notice of meetings.
2. All regular meetings shall be open to the public.
3. Minutes of the Board meetings shall be taken and provided to the LHOP Board of Directors.

B. Special Meetings

1. Special meetings may be called by the Chairperson or a majority of Executive Committee as deemed necessary. These meetings are in addition to regular meetings.
2. Special meetings do not need to be open to the public.

C. Meeting Etiquette. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the SoWe Lead in all cases to which they are applicable and in which they are not inconsistent with any special rules of order that SoWe Lead may adopt.

D. Attendance

1. Meetings

- a) Attendance is mandatory for all SoWe Lead members, including for committees they participate in.
- b) If attendance is not possible, 48 hours' notice (except in the case of emergency) is necessary to the
 - (1) SoWe Neighborhood Director in the case of the Board Meeting.
 - (2) Committee Chair in the case of the Committee Meeting.
- c) Failure to attend 50% of regularly scheduled meetings within a six month period without prior notification may result in expulsion from SoWe Lead and/or the committees.

2. Events

- a) SoWe Board members are required to participate in a volunteer capacity for at least one (1) SoWe event per calendar year.
- b) SoWe Lead members should make every effort to attend events supported and/or sponsored by SoWe.

VIII. VOTING

- A. No action may be taken by the Board unless a quorum of the Board - being 50% plus one of the appointed membership - is present.
- B. Board members that have a conflict of interest shall abstain from discussion (unless otherwise requested by The Board) and voting on matters in which a conflict exists. Members who have a conflict of interest should identify - and state what the conflict is - prior to discussion beginning.
- C. Any action passed must have 50% plus one of the eligible voting members in favor of the action.



D. Non-election votes are to be taken by a recording of one of the following for each Voting Member:

1. Yay - in favor of the action
2. Nay - against the action
3. Abstain - has an established conflict of interest and not able to vote upon the action
4. Absent - not present for the vote

E. A written record of voting will be kept for posterity.

IX. RESPONSIBILITIES

A. Duties. Members of The Board are responsible to ensure the success of The Plan by assisting in ways that include but are not limited to:

1. Community Engagement
 - a) Mobilize the residents and stakeholders in the neighborhood to implement The Plan.
 - (1) Continuously monitor progress on implementation and help make adjustments to The Plan as necessary.
 - (2) Continuously encourage innovation in engaging residents and stakeholders.
 - b) Represent neighborhood residents by:
 - (1) Advocating for the addressment of their concerns
 - (2) Advocating for concerns that will directly impact their quality of life.
 - (3) Advocating to appropriate government, private, and philanthropic organizations.
 - c) Appoint of one (1) member of The Board as a representative to Lancaster Equity Community Development Corporation.
2. Community Improvement
 - a) Establish priorities regarding social service and capital program needs.
 - b) With the assistance of LHOP staff, present recommendations to appropriate City officials, departments, and other agencies.
 - c) Coordinate resident and stakeholder participation in community service projects.
3. Advocate for the Community, the Board, and the Plan
 - a) SoWe Lead members are expected to be advocates for SoWe at all times, including on Social Media.
 - b) SoWe Lead members are expected to conduct themselves in a manner that reflects positively upon all interested parties, including on Social Media.
 - c) While it is understandable that members may not agree with all decisions made by the Board, it is not appropriate for members to publicly address those grievances, including on Social Media.
4. Fund Raising
 - a) Raising funds to implement the Plan, to include specific programs and/or projects and staffing.



- b) Develop an annual budget for programs, services, and capital needs to be provided to the LHOP Board of Directors for approval.
- c) Collaborate with and receive reports from agencies providing services in the neighborhood and use of funds.
- d) Comply with Wells Fargo Regional Foundation and other agency implementation funding requirements.

- B. Confidentiality. At times, SoWe Lead members will be privy to private or sensitive information. Any information and/or material that is labeled as such is considered privileged - and not allowed to be discussed or disclosed to anyone outside The Board, unless otherwise indicated.
- C. Dereliction of Duty. Failure to live up to any of these responsibilities could result in consequences up to and including removal from The Board.

X. COMPENSATION

- A. No member of the SoWe Lead shall be entitled to or shall receive any remuneration or compensation for attendance at meetings or for services rendered, unless the Board of Directors of SoWe and LHOP approves in advance such remuneration or compensation because its nature or extent exceeds what would reasonably be expected of a volunteer. The Board of Directors of SoWe and LHOP shall have the power, in its discretion, to reject or reduce any request for reimbursement or compensation from any member of SoWe Lead.
- B. Expenses for attending conferences, training sessions, etc. may be reimbursed as funding permits, but the appropriate LHOP finance policy must be adhered to.
- C. Approved items purchased specifically for SoWe purposes may be reimbursed as funding permits, but the appropriate LHOP finance policy must be adhered to.

XI. EMPLOYEES

- A. SoWe Lead, through the parent organization of LHOP, may maintain employment of person(s) who are responsible with execution of The Board's directives.
- B. Positions are to be determined based upon need and availability. Individual job descriptions will be created as required.
- C. All positions must be voted upon by The Board and approved by LHOP.
- D. All employment standards will be in accordance with traditional hiring practices.
- E. All employment standards will conform to Federal, State, and Local laws.

XII. INDEMNIFICATION AND INSURANCE

- A. LHOP shall, to the fullest extent permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect, indemnify against all expenses (including all expenditures, attorneys' fees and all other similar expenditures), judgments, fines, penalties and amounts paid in settlement which are actually and reasonably incurred by any member of SoWe Lead.
- B. LHOP shall maintain insurance in accordance with LHOP's Bylaws for persons who represent the Corporation, including SoWe Lead.

XIII. MISCELLANEOUS

- A. Members of SoWe Lead must abide by LHOP policies and procedures with respect to finance and organizational management.



- B. The affairs of LHOP, including the SoWe Lead, shall be conducted in such a manner and at all times as to maintain its charitable character and status, and to qualify for tax-exempt status pursuant to §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and that of maintaining LHOP's status as a certified Community Development Financial Institution (CDFI) by the U.S. Department of the Treasury.
- C. SoWe Lead members will make no endorsements of political or religious positions in their role as a member of The Board.
- D. Should any part of these bylaws be found to be unlawful, against the guidelines of LHOP, or otherwise unable to be executed, it does not invalidate the Bylaws as a whole. Only the affected section is considered null and void.

XIV. AMENDMENTS TO BYLAWS

- A. These bylaws may be amended only by a majority vote of SoWe Lead.
 - 1. Amendments must be in writing.
 - 2. Original versions of the Bylaws should be preserved for posterity.
 - 3. Any amendments to be approved by LHOP.