

LIFE CENTER ASSOCIATION

By-Laws

c. 1988

LIFE CENTER ASSOCIATION, INC.
BY-LAWS

ARTICLE I. NAME AND ADDRESS

The name of the organization is the Life Center Association, Inc. The registered office of the Association is 4722 Baltimore Avenue, Philadelphia, PA 19143.

ARTICLE II. PURPOSE

The purpose of the Life Center Association is to promote fundamental social change through nonviolent action, economic democracy, and the responsible use of resources. To this end, the Life Center Association works to develop and promote non-profit cooperative ownership and management of property, especially through land-trusting, among groups and individuals in the Delaware Valley, and to support similar work around the world.

ARTICLE III. CONSENSUS DECISION-MAKING

All decisions of the Association, the Board and the Association's committees shall be made by consensus.

ARTICLE IV. ASSOCIATION MEMBERSHIP AND MEETINGS

Section 1. Members of the Life Center Association, Inc. shall consist of any residents of the Delaware Valley who have applied to and been accepted by the Association Membership Committee. Criteria for membership will be defined by the membership of the Association.

Section 2. The Annual Meeting of the Association shall be the first Wednesday of November, unless otherwise set by the Board. The date of the Annual Meeting shall be announced by written notice to all Association members at least two weeks in advance of the meeting.

Section 3. All decisions of the Association shall be made by the members of the Association present at a meeting announced to all Association members at least two weeks in advance of the meeting. A quorum, consisting of one-quarter of the membership of the Association, is required for decisions.

ARTICLE V. ASSOCIATION BOARD

Section 1. The Life Center Association Board shall act as trustees of the properties owned by the Association, seeing that they are maintained in safe and livable conditions for long-term use, and shall exercise this trust on behalf of the members of the Association, and for the benefit of related individuals and community groups in the Delaware Valley.

Section 2. To carry out its responsibilities, the Board is empowered to exercise any and all powers granted the Association by the Commonwealth of Pennsylvania.

Section 3. The Board shall consist of no fewer than five members and no more than eight members. All members of the Board shall have been members of the Association at least one year prior to joining the Board.

Section 4. Any eligible Association member may seek membership on the Board. The Board shall solicit nominations from the membership of the Association as vacancies arise. All prospective Board members must be willing to make a commitment of at least one year. New Board members shall be appointed with the consent of the Association membership.

Section 5. The Board shall meet regularly and shall publish the dates and locations of all meetings in advance. The meetings shall be open to all members of the Association. A quorum, consisting of two-thirds of the Board's membership, is required for decisions.

Section 6. The Board shall keep minutes of all its decisions. Minutes and quarterly financial reports will be sent to members of the Association regularly. All minutes and financial reports will be publicly available in the registered office of the Association.

Section 7. In reaching decisions regarding long-range plans, finances, and uses of the properties of the Association, the Board shall seek the advice of interested members of the Association through special meetings and through the establishment of advisory groups or special committees. The Board is charged with involving members of the Association in the responsibilities of financial upkeep, maintenance and care of the properties. Major decisions about: a) buying or selling property, b) taking of or making loans in excess of \$2,000 in the name of the Association, or c) making major non-emergency expenditures in excess of \$2,000, must be publicized by written notice to the Association's membership within ten days after the decision is made.

Section 8. The Board may delegate any of its duties or tasks to a committee and will notify the Association membership of such delegation.

Section 9. Any action or decision of the Board may be challenged by any member of the Association in writing to the Board when signed by at least two other members within ten days of the written notice of said decision by the Board. Any decision of the Board may be set aside by the Association membership.

ARTICLE VI. OFFICERS

Section 1. Officers shall be the President, Secretary and Treasurer. All officers will be selected by the Association membership each year at the Annual Meeting. Vacancies in offices may be filled by the Board with the consent of the Association membership.

Section 2. The President shall see that regular Board meetings are held and shall sign any necessary documents.

Section 3. The Secretary shall see that: a) accurate minutes are taken of all Association, Board, and Committee meetings, b) minutes of Association and Board meetings are distributed to the Association membership, and c) minutes of Committee meetings are made available to the Association membership.

Section 4. The Treasurer shall be responsible for the monitoring of all funds and transactions and shall see that accurate financial records of the Association are kept. The Treasurer shall see that quarterly financial reports for the Association are prepared and presented to the Board for approval.

ARTICLE VII. COMMITTEES

Section 1. The Membership Committee shall be a standing committee of the organization charged with keeping accurate membership records, and receiving and acting on all applications for membership in the Association, using criteria adopted by the Association membership. Members of this Committee must be members of the Association.

Section 2. The Management Committee shall be a standing committee of the organization charged with overseeing the maintenance and management of the properties and their residents. Members of this Committee shall include at least one representative from each property owned by the Association and shall include at least one member of the Board. Members of this Committee do not need to be members of the Association.

Section 3. The Development Committee shall be a standing committee of the organization charged with promoting and expanding the goals of land trusting through networking with other groups and cooperatives, and related activities. Members of this Committee must be members of the Association, and shall include at least one member of the Board.

Section 4. Meetings of all committees shall be open to all members of the Association. All committees will keep minutes of their meetings and make them available to the Association membership. Committees will report on their work regularly to the Board.

Section 5. Committees delegated to carry out duties or responsibilities on behalf of the Board will fulfill all the requirements of the By-laws.

ARTICLE VIII. AUTHORIZATION, FINANCES AND ASSETS

Section 1. The Board may authorize with a written resolution any Association member to enter into contracts and/or sign checks or other orders for the payment of money.

Section 2. The fiscal year of the Association shall begin on the first day of October.

Section 3. All moneys received or collected by the Association shall be applied to the maintenance and operation or the furtherance of the lawful activities of the Association. In no case shall any assets be divided or distributed in any manner whatsoever among the members of the Association.

Section 4. In the event of dissolution of the Association, all remaining moneys and/or assets of the Association shall, with the consent of the membership, be turned over to another non-profit corporation with similar goals and concepts.

ARTICLE IX. AMENDMENTS

Section 1. The By-laws of the Association may be amended at the Annual Meeting or at a special meeting of the Association.

Section 2. Written proposals for amendments to the By-laws must be sent to the Association membership at least thirty days before the meeting at which they are to be decided.

Section 3. Proposals for amendments to the By-laws may come from the Board or from any group of at least five Association members.

These By-Laws of the Life Center Association, Inc. are approved as amended on this date of 29 March 1987.

For the Board of the Association:

Lillian Willoughby
Lillian Willoughby , President

Mary Spitzer
Mary Spitzer , Secretary

Seal of the Corporation