

BY-LAWS OF THE CENTRAL NORTHSIDE NEIGHBORHOOD COUNCIL

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CENTRAL NORTHSIDE NEIGHBORHOOD COUNCIL

BY-LAWS

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is The Central Northside Neighborhood Council, a non-profit corporation in the Commonwealth of Pennsylvania, hereinafter referred to as "the council." Its registered office is located at 1310 Arch Street Pittsburgh, Allegheny County, Pennsylvania, 15212.

ARTICLE II

STATEMENT OF PURPOSE

Section 1

Description: The Council exists for the benefit of the Central Northside Neighborhood which is defined as the area within the following streets and other landmarks in the Northside of the City of Pittsburgh, Pennsylvania; Starting at the point where Anderson Street intersects the railroad tracks, and then north to N. Canal Street, east to Cedar Avenue, north to East North Avenue, east to James Street, north to Fountain Street, west to Henderson Street, west to Federal Street, north to Perrysville Avenue, west to O'Hern Street, west to Brighton Road, south to Ridge Ave, east to Merchant Street, and south to the railway tracks following them east until returning to the intersection with Anderson Street.

Section 2

Mission Statement: The Central Northside Neighborhood Council is dedicated to sustaining a diverse community, enhancing the lives for all residents and ensuring a sense of community cohesiveness by development of affordable housing, advocating for our neighbor's needs, promoting quality of life and providing a public forum.

meeting and any changes must receive approval by the membership at the annual meeting.

Section 4 Transfer of Membership: Membership in the Council may not be assigned or transferred under any circumstances.

Section 5 Termination of Membership: Membership in the Council may be terminated by:

1. The Board of Directors accepting a member's resignation, or
2. Non-payment of dues or any other indebtedness to the Council, as determined by the Council's Treasurer, or
3. Having been found to be in violation of the Council's By-Laws as in the process defined in Article III, Section 6.

Section 6 By-Laws Violation: Any member may submit charges against any other member of the Council for violating the By-Laws. These charges must be submitted in writing and addressed to the Board of Directors. Also, the Board of Directors may charge a member for violation of the By-Laws if they otherwise become cognizant of a violation. The Board of Directors shall then give written notice to the member charged with such violation and if, after inquiry and giving the member so charged an opportunity to be heard, the Board of Directors shall be satisfied of the truth of such charge, it may, by a majority vote of the entire Board, and with the consent of the members at any meeting or special meeting called for such purpose, expel such member.

Section 7 In the event of the termination of any membership, as herein provided, the holder of such membership shall not be entitled to reimbursement of any dues theretofore paid by such member.

Section 8 Membership List: The Council shall, at all times, maintain a confidential membership list kept by the Treasurer. It shall contain the members' names, addresses and record of dues payment and any other financial obligation.

Section 9 Providing By-Laws: Whenever a new member joins the Council that person shall be offered, according to the new member's preference, either an electronic or a physical copy of the By-Laws.

ARTICLE IV

MEMBERS MEETINGS

Section 1 Meetings: Meetings of the members shall be held at such place, within or without the Neighborhood as defined in Article II as determined by the Board of Directors and as designated by and stated in the notice of such meetings. There shall be at least six (6) such meetings each year, including the annual meeting referred to in section 2 of this article.

Section 2 Annual Meeting: The annual meeting for the election of Directors and the transaction of such other business as may properly come before the membership shall be held in the Month of May in each year at such time, date and place as shall be determined by the Board of Directors and as designated by and stated in the notice of such meetings.

Section 3 Special Meetings: Special meetings of members may be called at any time by the President of the Board of Directors. Also, special meetings may be called by thirty members or ten percent (10%) of full membership, whichever is the fewer, who shall make 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) not 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: Written notice of the time and place of each meeting of the members shall be given to or at the direction of the person or persons authorized to call the meeting to each member at least seven (7) 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 each member. Email is permissible when a member requests that email is the preferred means of contact. 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 at such meeting.

Section 5

Waiver: Whenever any notice is required to be given to members, a waiver thereof in writing or in an e-mail (if indicated as preferred means of contact), 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

Adjournment of Meetings: Any annual or special meeting of members may be adjourned, except as otherwise provided by law, from time to time, by a majority of such members present, whether or not a quorum is present. 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

Quorum: The presence of ten percent (10%) of all members entitled to vote shall constitute a quorum. In case more than one (1) continuance of the meeting is called for the election of Directors, the members who attend the second reconvened meeting, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing Directors.

Section 8

Presiding over Meeting: Meetings of the members shall be presided over by the President of the Council, or in his/her absence, the Vice President. The duties of the Secretary of such meetings shall be performed by the Secretary of the Council. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 9

Voting: At all meetings of members, each member shall be entitled to one (1) vote, providing he/she is (A) present at the meeting, (B) has attended at least one other regular membership or special membership meeting as a dues paid member within the last twelve (12) months, (C) is a member listed in the membership list on the record date as established under Article III, Section 1 of these By-Laws and (D) is current with dues.

Section 10

Member Respect: At any CNNC meeting a member may not commit an act of violence, threaten an act of violence, or repeatedly use obscene language.

ARTICLE V

BOARD OF DIRECTORS

Section 1

Number and qualifications: The affairs of the Council shall be governed by a board of directors composed of not less than seven (7) nor more than fifteen (15) persons. The Directors shall be broadly representative of community interests. All Directors must be members of the Central Northside Neighborhood Council. Any change in the number of directors will be determined by the General Membership at the annual meeting held for the election of officers and will require a 2/3's vote of the active membership present at that meeting. At least one-third of the members of the Board of Directors must be

residents of low-income neighborhoods, or low-income persons, or elected representatives of low-income organizations.

Section 2 Special Provisions: The Board of Directors may establish a maximum of four (4) Board Emeritus positions to be filled by Central Northside residents whom the Board of Directors and membership wish to honor for their service to the community. These Emeritus positions are non voting and life-time appointments.

Section 3 Governing powers: The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of this Council. The Board of Directors may in the case of emergency or other immediate need vote on and take action that is in the best interest of the Council and consistent with the Council's stated mission. Any such action must be presented to the general membership at the next membership meeting of the Council. Any action by the council or individual members that will cause the Council to be involved in litigation or lawsuit must have the approval of the Board of Directors and be approved by the general membership at a regularly scheduled or special meeting.

Section 4 Annual Meeting: The Board of Directors shall hold an annual meeting of the Board of Directors within thirty (30) days of board elections at any date, time and place as the Board of Directors may determine for the purpose of electing officers.

Section 5 Election and terms of office: A director's term will be two (2) years and will expire when his/her elected successor is duly qualified at the subsequent board meeting. Election to the Board of Directors will be held at the annual May membership meeting held for that purpose.

When deemed necessary, an Election Committee will be formed and will be comprised of five (5) members, two (2) of whom will be members of the Board of Directors and three (3) from the General Membership. The members of the Election Committee from the membership shall be nominated and elected at the general membership meeting in January. Members of the Election Committee are ineligible to stand for election.

These are the responsibilities of the Election Committee:

1. At the February general membership meeting, the committee will announce that nominations will be taken from the floor for the upcoming Board of Directors election.
2. At the March and April general membership meetings, the committee will take nominations for candidates for the upcoming Board of Directors election.
3. After the April general membership meeting, when all nominations have been received, the committee will confirm that all candidates are members in good standing.
4. The committee will write up a ballot listing all candidates in an order determined by random selection (e.g. picking names out of a hat).
5. A third party monitor will oversee the election process and supervise tellers.
6. The committee will print out all paper ballots to be used at the election.
7. The committee will announce the candidates that the objective 3rd party determined to be the winners of the election.
8. The committee chair will present a typed Teller's Report to be filed with the minutes.

Election will be by a plurality vote.

In the event of a special election for Directors of the Board, the Election Committee should fulfill all the responsibilities listed above, but ignore the named months, instead simply begin the process by electing committee members from the general membership

five months prior to the Board of Directors election and then follow the prescribed committee duties month by month.

Section 6 Vacancies: Vacancies in the Board of Directors caused by any reason, including removal of a Director, shall be filled by a plurality vote of the members in good standing at a regularly scheduled meeting. Each person so elected shall be a Director until a successor is elected at the next annual meeting.

Section 7 Removal of a Member of the Board of Directors: Removal of Directors of the Board of Directors must be at any general membership or special membership meeting duly called. Any one of the Directors may be removed with or without cause by a vote of two-thirds (2/3) of the membership present and authorized to vote. A successor Director must then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed must be given written notice of such action at least thirty-five (35) days prior to the meeting where their removal is proposed and shall be give an opportunity to be heard at this meeting. A Director shall be removed by the Board of Directors at a Board of Directors meeting for failure to attend four (4) board meetings within the Council's Fiscal Year. The proposed removal shall be sent to the Director to be removed in writing by the Secretary or other appointed representative of the Council.

Section 8 Compensation: No compensation shall be paid to Directors for their services as Directors of for their services in any other capacity, or pursuant to any other contractual arrangement whatever. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties as authorized.

Section 9 Regular Meetings: Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. There shall be at least six (6) meetings per year.

Section 10 Special Meetings: Special meetings of the Board of Directors to deal with specific items may be called by the President on three (3) days notice to each Director, given personally, or by mail, telephone, or email, which notice shall state the time, place and purpose of the meetings. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least three (3) Directors.

Section 11 Waiver of Notice: Before or at any meeting of the Board of Directors, any Director can, in writing or by email, waive notice of such meeting and such waiver shall be deemed equivalent to the receipt of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him/her of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting. To the extent permitted by law, any lawful action of the Board of Directors may be taken without a meeting if written consent to such action is signed by all the Directors and filed with the minutes of the Board.

Section 12 Quorum: At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except where a larger number is required by law, the Articles of Incorporation or these By-Laws. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice, if a quorum is present.

Section 13 Resignation: Any Director may resign at any time by giving written notice, or notice by email, to the President or to the Secretary of the Council. The resignation of any director shall take effect at the time specified therein, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 14 Liabilities of Directors: Except for responsibility or liability of a Director pursuant to any criminal statute or for payment of taxes pursuant to local, state or Federal law, a Director of the Corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action unless (a) such Director has breached or failed to perform his fiduciary duties as provided in Section 6.2 hereof and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 15 Director's Fiduciary Duties: A Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his duties as a Director (including as a member of any committee of the Board) in accordance with the standards set forth in Section 511 (a) of the Association Code, 15Pa. C.S.A. §511(a), as the same may be amended from time to time. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interest of the Corporation.

Section 16 Liability of Directors Officers: As provided in 42 Pa. C.S.A. §8332.2, no Director or officer of the Corporation who serves without compensation, other than reimbursement for actual expenses, shall be liable for any civil damages as a result of any acts or omissions relating solely to the performance of his duties as a Director or officer, unless (a) the conduct of such Director or officer fails substantially below the standards generally practiced and accepted in like and (b) it is shown that the Director or officer did an act or omitted doing an act which he/she was under a recognized duty to another to do knowing or having reason t know that the act or omission crated a substantial risk of actual harm to the person or property of another.

Section 17 Conflict of Interest: If the Board, or a Director individually, faces a matter that presents a conflict of interest as defined in the Conflict of Interest Standard Operating Procedures that party must follow the proper procedure of that document.

ARTICLE VI

OFFICERS

Section 1 Designation: The principal officers of the Council shall be a President, a Vice President, a Secretary and a Treasurer. The Directors may appoint an Assistant Secretary, an Assistant Treasurer and such other officers as in their judgment may be necessary.

Section 2 Election of Officers: The officers of the Council shall be elected annually by the Board of Directors at its annual June meeting (See Article V, Section 4) unless sooner if removed by the Board or membership, the officers shall serve a term of one (1) year and until their elected successors are duly qualified at the next board meeting. Any vacancies occurring in offices shall be filled by the Board of Directors from time to time. The Board shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers.

Section 3 Removal: Upon an affirmative vote of the majority of the members of the Board of Directors, any officer may be removed either with or without cause, and his successor elected at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

Section 4. Housing/Development Committee: There will be a Housing/Development Committee composed of a minimum of 3 members. The Chairperson of the committee shall be a member of the Board of Directors. The Housing/Development Committee will prepare a master housing plan and strategy for the area served by the Council and will revise and update this strategy on an annual basis.

Section 5. By-Laws Committee: There will be a By-Laws Committee composed of a minimum of three (3) members. The chairperson will be a Board Director. It shall be the duty of the By-Laws Committee to review the Council By-Laws on an annual basis and make recommendations for changes, if any, to the Council Board of Directors and general membership.

Section 6. Executive Committee: The Executive Committee shall be made up of the officers of the Council and the immediate past President of the Council. If the immediate past president of the Council is unable to serve, that position on the Executive Committee shall not be filled. The President of the Council shall serve as the Chair of the Executive Committee. The Executive Committee may act for the Board of Directors between meetings and shall meet at such times as the Chair may call, or on the petition of at least one-half of the members of the Executive Committee. At least 24 hours notice shall be given for such meetings of the Executive Committee. A quorum of the Executive Committee shall consist of at least three of the members of the Committee. The Chair shall present a full report of all Executive Committee decisions to the Board of Directors at the next regularly scheduled meeting of the Board.

Section 14. Vacancies: The President shall have the power to appoint replacements to fill vacancies on any committee. Appointments must be approved by the Board of Directors.

Section 15. Committee Reports: All permanent committees will make monthly written reports of their activities to both the Board of Directors and a verbal report to the General Membership. Written minutes should be kept at all committee meetings.

Section 16. Action by Consent: Any committee action may be taken by the committee chair or his/her designee with the written consent, by hand or email, of a majority of committee members and such consent is filed as a part of the minutes of its proceedings.

ARTICLE VIII

COUNCIL BUSINESS

Section 1 Fiscal Year: The fiscal year of the Council shall begin on the first day (1st) of June and end on the Thirty-first (31st) day of May of each year.

Section 2 Execution of Council Documents: With the prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the Council by either the President or Vice President and attested to by the Secretary or Treasurer, and all checks executed on behalf of the Corporation shall be executed by any one or more officers or designated agents as the Board of Directors shall determine from time to time.

Section 3 Fidelity Bonds: The Board of Directors may require that all officers and employees of the Council having custody or control of corporate funds furnish adequate fidelity bonds. The premium on such bonds shall be paid by the Council.

Section 4 Indemnity: Each present, former or future officer, director or employee of the Council shall be indemnified by the Council for reasonable expenses and against any liabilities (other than any amount paid to the Council), paid or incurred by him/her in

connection with any threatened or actual claim, action, suit or proceeding in which he/she may be involved, as a party or otherwise, by reason of his/her being or having been an officer, director or employee of this Council or of any other Corporation or organization, in which capacity he/she was serving at the request of the Council, except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in conjunction with matters covered by the settlement which a majority of the disinterested members of the Board of Directors or counsel for the Council, if requested by the Board of Directors, shall determine did not involve a breach of duty by the person to be indemnified. Any expense incurred by such person may be advanced by the Council upon receipt of a proper undertaking to repay the same in the event such person is determined not to be entitled to indemnification. The foregoing right of indemnification shall be in addition to and not in abridgement of any right of indemnification provided by law.

Section 5

No member of the board of directors shall be granted either a position as a paid employee or consultant to the Council for a period of one (1) year after leaving the board of directors.

ARTICLE IX

SEAL

Section 1

The Seal of the Council is a corporate seal which has inscribed thereon the name of the Council, the year of its incorporation and the words "Seal" and "Pennsylvania". The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or reproduced upon documents executed by the Council

ARTICLE X

DISSOLUTION

Section 1

In the event of termination or dissolution of this Corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to (and only to) one or more organizations described in Section 501 (c) (3) of the Internal Revenue Code.

Section 2

The Board of Directors is responsible for reviewing plans for distributing assets with the predominant funding sources.

ARTICLE XI

AMENDMENTS

Section 1

Except as otherwise required by Law, these By-Laws may be amended at any two (2) regular meetings of the general membership or at any special meeting of the general membership called for that purpose, provided written notice of the proposed amendment (s) shall be give to all members at least thirty (30) days prior to such meeting. All amendments shall require an affirmative of three-quarters (3/4) of the members present at the first meeting and a simple majority at the second. Notwithstanding any provision contained herein to the contrary, no amendment to the By-Laws shall be effective which shall be inconsistent with the Articles of Incorporation.