

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 P.O. Box 6255 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 Stockton Avenue, 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 Avenue, east to Merchant Street, and south to the railroad tracks following them east until returning to the intersection with Anderson Street.

Section 2

Mission Statement: To enhance the quality of life for all Central Northside residents.

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 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. 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) 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 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.

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 Council 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 15 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 Council shall stand in a fiduciary relation to the Council 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 Council.

Section 16 Liability of Directors Officers: As provided in 42 Pa. C.S.A. §8332.2, no Director or officer of the Council 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 to know that the act or omission created 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) . 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 President: The President shall be the chief executive officer of the Council. He/she shall preside over all meetings of the Board of Directors and general membership meetings. He/she shall have all the general powers and duties which are usually vested in

the office of the President of a corporation, including the power to appoint such committees from time to time that he/she may deem appropriate to assist in the conduct of the affairs of the Council.

Section 5 Vice President: There shall be one or more Vice Presidents, as the Board of Directors and general membership shall from time to time determine. In the absence or disability of the President, any one of the Vice Presidents designated by the President shall perform the duties and exercise the powers of the President. The Vice President (s) shall also perform such other duties as shall be proscribed by the Board of Directors.

Section 6 Secretary: The Secretary shall keep the minutes of all meetings of the Board of Directors. He/she shall have custody of the seal of the Council and of such other books and records of the Council as the Board of Directors may provide. He/she shall perform the duties and functions customarily performed by the Secretary of a corporation together with such other duties as the Board of Directors may provide.

Section 7 Treasurer: The Treasurer shall have custody of the corporate funds and securities, and shall keep full and accurate account of all receipts and disbursements in books belonging to the Council and, when necessary and proper, shall deposit all monies and other valuable effects in the name of and to the credit of the Council in such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the Council as may be ordered by the Board of Directors, taking proper vouchers for such disbursements and shall render an account of all his/her transactions as Treasurer and of the financial condition of the Council whenever called upon to do so. These tasks may be delegated to staff with proper oversight of the Treasurer.

Section 8 Succession of Officers: In the event the President of the Council is not present at a Board of Directors or general membership meeting, the Vice President shall preside at the meeting. In the event the President and Vice President are both absent the Secretary shall preside at the meeting.

ARTICLE VII

COMMITTEES

Section 1 The President, with the approval of the Board of Directors and general membership may establish commissions, task forces, technical advisory committees, or any other type of committee on a standing or ad hoc basis to advise and assist the President, Board of Directors and membership with programs, projects, or problems of the Council. All actions of representatives of the commissions, task forces, or committees must receive membership approval. All recommendations must be made to the Board of Directors and membership at regularly scheduled Board or membership meetings.

Section 2 Permanent Committees: The Council shall have the following permanent committees: Finance Committee, Housing/Development Committee, By-Law committee.

Section 3 Finance Committee: There will be a Finance Committee composed of a minimum of 3 members. The Council President and Council Treasurer shall be members of the committee. All other committee members shall be chosen from either the board of directors or the general membership. The committee will coordinate with the board in developing annual operating budgets, financial plans, prepare monthly financial statements and annual audits. The Council Treasurer shall chair this committee.

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 7 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 8 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 9 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 Council 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.