

BYLAWS

South Side Community Council of Pittsburgh, Inc.

DBA

South Side Community Council

AND NOW, the ____ day of _____ 2019, the South Side Community Council of Pittsburgh, Inc. adopts the following bylaws for the regulation and management of its affairs; and by this act revokes, invalidates, and otherwise replaces all prior bylaws.

Article 1. NAME

1.01. Name. The name of this Pennsylvania non-profit Corporation shall be the “South Side Community Council” (hereinafter, SSCC). This Corporation is organized as “South Side Community Council of Pittsburgh, Inc.” and is officially operating under the fictitious name “South Side Community Council.”

Article 2. CORPORATE OFFICES

2.01. Principal Office. The principal office of SSCC shall be located within the geographic boundaries identified at Section 3.03 of these Bylaws.

2.02. Registered Office. SSCC’s registered office with the Pennsylvania Corporations Bureau shall at all times be located within the Commonwealth of Pennsylvania.

Article 3. PURPOSE

3.01. Purpose Statement. The SSCC’s mission is to maintain, improve, and protect the quality of life for the residents of the South Side.

3.02. Vision Statement. SSCC’s vision is for the South Side to be a community that is safe, clean and desirable; and that it be diverse in both residents and businesses.

3.03. Geographic Boundaries. The geographic boundary of the SSCC is the “South Side Flats” neighborhood as defined by the City of Pittsburgh, as published in the City’s neighborhood map on April 8, 2019; being described as follows:

All the land north of the Norfolk Southern Rail Line that runs through the Josephine Street corridor, with a northern border of the Monongahela River, between the Liberty Bridge to the west and the border line between the City of Pittsburgh and Baldwin Borough to the East.

3.04. Land Control. SSCC may own or take control of land by any legal deed, easement, agreement, memorandum, or other arrangement; however, when accepting control of land, SSCC must decide and advertise whether the land is held as park land or if it is closed to the public to be used to further the mission statement of SSCC. Advertisement may be performed by posting notice on the controlled land.

3.05. Public Use. Park lands managed by SSCC shall be open for the use of all members of the public at no cost.

3.05.1. Reasonable Restrictions. SSCC may make reasonable restrictions to the time, place, and nature of the use of park lands.

3.06. Earnings. No part of the net earnings of SSCC shall inure to the benefit of, or be distributable to its directors, officers, members, or other private persons, except that SSCC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes.

3.07. Restriction. Notwithstanding any other provision of these Bylaws or the formation documents of SSCC, or any provision of the Commonwealth of Pennsylvania governing or pertaining to SSCC, SSCC shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in Section 501C(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any applicable future federal income tax law) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any applicable future federal income tax law).

Article 4. POWERS

4.01. SSCC Powers. SSCC shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which SSCC is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of SSCC may include, but not be limited to the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

4.02. Limitation of Power. SSCC is a Pennsylvania non-profit corporation. No Director, Officer, Employee, Member, or representative of SSCC shall take any action or carry on any activity, by SSCC or on behalf of SSCC, that is prohibited for exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or by any organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

Article 5. MEMBERSHIP

5.01. Membership Classes. SSCC shall have one (1) class of members which is designated as general members.

5.02. Qualifications for Membership. The General Membership of SSCC shall be open to all individuals who meet the following qualifications:

1. Members must reside within the Geographic Boundaries identified in Section 3.03 of these Bylaws.
2. Members must be persons above the age of 18.

5.03. Dues. The Board of Directors may set annual dues by resolution; however, the amount set for dues may not exceed any applicable statutory limit.

5.04. General Members Meetings. SSCC shall have two General Members Meetings. One General Members Meeting in March, and one in September.

5.05. Annual Meeting. SSCC's Annual Meeting shall be held at the September General Member's Meeting.

5.06. Special Members Meetings. Special meetings of the Members may be called by any of the following:

1. The Board of Directors.
2. The President.
3. Any other four (4) Directors.
4. At least ten (10%) percent of the membership entitled to cast votes at the Annual Meeting of the Members as identified above.

5.07. Notice of Members Meetings. Electronic, written, or printed notice, stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the special meeting is called, must be delivered no less than five (5) nor more than forty (40) days before the date of the members meeting; either personally, by mail, or by e-mail; or at the direction of the President, the Secretary, or the officers or members calling the meeting, to each member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage prepaid. If sent by email, the notice will be deemed to be delivered upon sending the electronic communication.

5.08. Voting Rights of the Members. Each member of the general membership will be entitled to one vote on each matter submitted to a vote of Members. No member may vote by proxy. Members must be present in person to vote.

5.09. Quorum of Members. Fifteen (15) members present at a Members Meeting shall constitute of quorum of members. The vote of a majority of the votes entitled to be cast by the Members present at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Members.

Article 6, BOARD OF DIRECTORS and OFFICERS

6.01. Definition. The Board of Directors is a group of persons vested with the management of the business and affairs of this Corporation.

6.02. Structure. The Board of Directors of this Corporation will constitute a single class, the names and functions of which shall be designated in these Bylaws, or by other appropriate action under these Bylaws or applicable statute.

6.03. Qualifications. The qualifications for becoming and remaining a Director of SSCC are:

1. Directors must be Members of this Corporation.
2. Directors must have their dues paid in full.
3. Directors must attend the monthly Board meetings unless the absent member obtains excuse from the meeting by giving proper notice to the Board President.
 - a. Any Director who has three (3) unexcused monthly Board meetings in a calendar year shall be dismissed from the Board of Directors for lack of attendance. This shall occur by operation of the terms of the Bylaws and no vote of the Board of Directors shall be required.

6.04. Number. The government of the board shall be vested in a Board of Directors consisting of no less than fifteen (15) and no more than twenty-one (21) Directors. The number of Directors may be increased at any time by majority vote of the Directors.

6.05. Powers. The Board of Directors shall have the power to appoint all committees and to remove any member or members of the same; to elect all officers of SSCC; To remove all officers from office; to prescribe the duties and functions of all officers of SSCC; to determine and promulgate rules and regulations for the conduct or the affairs of SSCC; to call meetings of the members of SSCC; to control and manage the affairs and the property of SSCC; and to do any and all legal acts not prohibited by these bylaws.

6.06. Terms. Directors will be elected for a term of three (3) years. Each Director will hold office for the term for which elected and until a successor has been selected and qualified. The successor will assume office at the October meeting of the Board of Directors. Any Director may be removed from the Board of Directors with or without cause by a 2/3 majority vote of the remaining Directors.

6.07. Election of Board Members. An election to select Board Members shall occur each year at the Annual Meeting. Each Member present at the Annual Meeting shall be entitled to cast a vote on each candidate presented; however, each Member may only vote for the membership of as many Directors as there are vacancies on the Board of Directors. The candidates receiving the most votes shall fill the vacancies on the Board. If there is a tie, the Members shall revote on only the tied candidates to break the tie.

6.08. Vacancies. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by election by the Directors. The new Director elected to fill the vacancy will serve for the un-expired term of the predecessor in office.

6.09. Voting on Appointment or Removal of a Director or Officer. When voting to appoint a new, or remove a current Director or Officer, two thirds of the Directors must vote in favor of the motion.

6.10. Resignation. Any Director may resign at any time by delivering a written resignation to the Board Chairman. Such resignation is effective upon its receipt by the Board President.

6.11. Place of Directors Meetings: Meetings of the Board of Directors, regular or special, will be held at the registered office of the Corporation or at any other place within or without the Commonwealth of Pennsylvania, as provided, or such place or places as the Board of Directors designates by resolution duly adopted.

6.12. Time of Directors Meetings. The board of directors will hold regular meetings of the Board of Directors at such dates and times as set. Members will be given appropriate notification in advance.

6.13. Director Attendance. Any Director may attend a meeting by electronic device, so long as the electronic device can accurately convey sound on both ends without disrupting the meeting. Further, any meeting of the Directors may be held solely by electronic means, so long as each Director can hear the others, and be heard themselves.

6.14. Notice of Special Directors Meetings. Electronic, written or printed notice stating the place, day and hour of any special meeting of the Board of Directors will be delivered to each Director not less than two (2) nor more than ten (10) days before the date of the meeting, either electronically, personally or by first class mail, by or at the direction of the President, or the Secretary, or the Directors calling the meeting.

6.15. Call of Special Board Meetings. A special meeting of the Board of Directors may be called by either:

1. The President; or
2. Three (3) Officers of the Board of Directors.

6.16. Quorum of Directors. A majority of the whole Board of 15 Directors will constitute a quorum; provided, that in no event will a quorum consist of less than 51% of the whole Board.

6.17. Officers. The Officers of SSCC shall be a President, First Vice-President, Second Vice-President, a Secretary, and a Treasurer. The Officers shall be selected from the Directors of the Corporation.

6.17.1. President. The President will be the Chief Executive Officer of this Corporation and will be subject to the control of the Board of Directors or Directorial Committees, and supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

6.17.2. First and Second Vice President. The First and Second Vice Presidents shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The First and Second Vice Presidents shall perform such other duties as may be prescribed from time to time by the Board of Directors.

6.17.3. Treasurer. The Treasurer will have charge and custody of all funds of this Corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports and accounting to the Directors and to the Members as required by the Board of Directors or Members or by law, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

6.17.4. Secretary. The Secretary will keep minutes of all meetings of Members and of the Board of Directors, will be the custodian of the Corporate Records, will give all notices as are required by law or by these Bylaws, and, generally, will perform all duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The Secretary shall cause the minutes of the meetings of the Board of Directors to be publically published within fourteen (14) days from the date they are adopted by the Board.

6.18. Selection of Officers. Each of the Officers of this Corporation will be elected annually by majority vote by the Board of Directors, from the current Membership of the Board. Such election will take place at the regular meeting of the Board of Directors in October with Officers beginning their terms with the first Board of Directors meeting held in November.

If any Officer quits or is removed from the Board prior to their term as Officer, a new Officer will be elected to complete the un-expired term by the Board of Directors from the current Membership of the Board.

6.19. Appointment of Officers. If an Officer is removed from office, or is unwilling or unable to continue their function as an Officer; then the Board members shall nominate and appoint an interim Officer to serve until the next October Directors Meeting.

6.20. Removal of Officers. Any Officer elected or appointed to office may be removed by the Board of Directors whenever, in their judgment, the best interests of this Corporation will be served.

6.21. No Compensation. No Officer or Director shall receive compensation for carrying out their duties as an Officer or Director.

6.22. Professional Compensation. Directors are not restricted from being compensated for professional services provided to SSCC. Compensation under this section shall be reasonable and fair and must be reviewed and approved by the Board of Directors.

6.23. Liability of Directors. No person who is or was a Director of this Corporation shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a Director unless:

- a) The Director has breached or failed to perform the duties of her or his office as set forth in Section 511 of the Pennsylvania General Corporation Act of 1988 (15 Pa. C. S. A. Section 511) or the corresponding provisions of any subsequent law of the Commonwealth of Pennsylvania; and
- b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

This provision of the By-Laws shall not apply to:

- a) The responsibility or liability of a Director pursuant to any criminal statute; or
- b) The liability of a Director for the payment of taxes pursuant to local, state or federal law.

6.23.1. Amendment to Applicable Law. If Pennsylvania Law hereafter is amended to authorize the further elimination or limitation of the liability of Directors, then the liability of the Director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania Law.

Article 7. COMMITTEES

7.01. Committees. The President of SSCC, with express approval of the Board of Directors, may establish committees on a standing or ad hoc basis to advise and assist the President and/or the Board of Directors and shall appoint the Chairs of those committees. All actions and recommendations of a committee must receive Board approval. Appointment to membership on

all committees is open to all Directors and other Members. Attendance at committee meetings is open to all Directors and all persons affiliated with a Member Organization and any guests invited by the committee, provided however that any Committee may enter executive session at the discretion of the Committee Chair. The President of SSCC or their designee shall be a member of all committees by virtue of their office.

7.02. Limitation on Committee authority. No Committee of SSCC shall have the authority of the Board in reference to affecting any of the following in any way:

1. Submission to Members of any action requiring approval of Members under the Nonprofit Corporation Law of 1972.
2. Filling of vacancies on the Board.
3. Adoption, amendment, or repeal of Bylaws.
4. Amendment or repeal of any resolution of the Board.
5. Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.

Article 8. OPERATIONS

8.01. Execution of Documents. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by the Treasurer and countersigned by the President. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the Secretary and countersigned by the President, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

8.01.1. Exempt Contracts. The President and Treasurer are authorized to enter into contracts on behalf of the Corporation without prior authorization from the Board of Directors if the maximum total liability to the Corporation under the contract is less than \$500.00.

8.02. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

8.03. Checks, Drafts, etc. The President and Treasurer are authorized to make payments on behalf of the organization up to \$500.00. Any payments that need to be remitted over \$500.00 shall be signed by both the President and Treasurer. Any indebtedness issued in the name of the corporation, shall be approved by resolution by the officers.

8.04. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

8.05. Books and Records. This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members, Board of Directors, and

Directorial Committees. The Corporation will keep at its registered office a membership register giving the names, addresses, and showing other details of the Membership of each, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

8.06. Fiscal Year. The Fiscal Year of this Corporation will be the calendar year.

8.07. Nonprofit Operations. This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this corporation will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors, or Officers.

Article 9. COMPENSATION AND CONTRACTS

9.01. Contracts with Members, Directors, or Officers. No Member Organization, Director, or Officer shall be interested directly or indirectly in any contract relating to the operations conducted by the Corporation, nor in any contract for furnishing services or supplies to the Corporation, unless such contract shall be expressly authorized by the Board of Directors and unless the fact of such interest shall have been disclosed or known to the Board of Directors at the meeting at which such contract is so authorized.

Article 10. GENERAL PROVISIONS

10.02. Agents and Representatives. The Board of Directors may appoint such agent and representatives of the Corporation with such powers to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these By-Laws, to the extent authorized or permitted by law.

10.03. Corporate Status. The Corporation shall do all things necessary to have and to continue to have the status of a corporation which is exempt from federal and state income taxation under section 501c(3) of the Internal Revenue Code and which is other than a private foundation as defined in section 509 of the Internal Revenue Code and these Bylaws shall be construed accordingly and all powers hereunder shall be limited consistent therewith.

10.04. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action is a prohibited transaction or would result in the denial for the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

10.05. Conflict of Interest. A conflict of interest can occur when an individual's personal activities or interests are in competition with, or contrary to the best interests of South Side Community Council. In any transaction with other business or professional entities, all South Side Community Council directors are expected to act in the best interests of the organization and not their own or another's private advantage. Directors are not to use their position with the organization in any way to induce or coerce anyone to provide any financial benefit to themselves, their immediate

family, or anyone else. If there is any actual or potential conflict of interest, you must disclose it to The Board of Directors. If a conflict of interest is determined to exist, South Side Community Council will take such steps as it deems necessary to reduce or eliminate this conflict.

10.06. Equal Opportunity. SSCC does not discriminate on the basis of race, color, gender, gender identity, creed, religion, national original, sexual preference, age, non-job-related disability, or marital status.

Article 11. DISSOLUTION

11.01. Process. Dissolution of corporation shall be conducted by an affirmative vote of two-thirds of Directors present at two successive meetings of the Board of Directors, provided that such notice of the proposal to dissolve this corporation was included in advance of the first meeting and written notice is provided to the Member Organizations in advance of the second meeting.

11.02. Distribution of Assets. Upon dissolution of the corporation, no member, Director, officer, or employee of, or member of a committee of, or personnel connected with the Corporation, or any other private individual shall receive at any time or be entitled to share in the distribution of any of the corporate assets of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to a non-profit development corporation, charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and it's regulations as they now exist or as they may hereafter be amended.

11.03. Restriction on Private Inurement. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of SSCC is expressly prohibited.

Article 12. AMENDMENT OF BYLAWS

12.01. Modification of Bylaws. The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Board of Directors.