CASGED

COMMUNITY ALLIANCE OF
SPRING GARDEN – EAST DEUTSCHTOWN

1286 Spring Garden Avenue
Pittsburgh, PA 15212

CONSTITUTION AND BYLAWS
(THE "BYLAWS")
OF
THE COMMUNITY ALLIANCE OF
SPRING GARDEN AND EAST DEUTSCHTOWN

Article I: Name

This organization is known as The Community Alliance of Spring Garden-East Deutschtown ("**CASGED**" or the "**Corporation**").

Article II: Purpose and Philosophy

The Corporation is formed:

To receive and administer funds exclusively for scientific, educational and charitable purposes, without pecuniary gain or profit to its members. Its purpose is to improve the Community as defined below by:

- Coordinating with city, county, state and federal governments to bring benefit to the Community;
- Assisting in the planning, development and redevelopment of the Spring Garden and East Deutschtown neighborhoods (the "**Community**") as further defined in Article III;
- Enhancing the quality of life of the people of the Community;
- Developing and maintaining a sense of community;
- Attacking the physical deterioration and blight of residential and business structures in the Community;
- Rehabilitating housing in the Community for persons of low and moderate income;
- Supporting existing local businesses and attracting new business development.

The Corporation exists:

- To protect the individual and the property rights of all citizens, and to develop the various programs of rehabilitation, recreation, ecology and safety determined to be consistent with the common interest, and to secure for the good and welfare of the Community, the available aid and resources of city, county, state and federal governments;
- To develop the potential of the Community and to maintain a fair but firm voice in any future development of the Community that might be undertaken by any private, or city, county, state or federal body;

- To create an atmosphere conducive to the raising of families and improving the peace of mind of the elderly, and to project to all concerned the fact that collectively we are a community concerned with each other's welfare;
- To establish relations with civic and social agencies to aid in the solution of present-day civic and social problems, to have all citizens of the area enrolled in this organization, and to serve as a medium in which residents of the area may express their opinion and, when necessary, take united action on matters of interest to the Community.

Article III: Geographic Area

The geographic area served (the "**Area**") shall be bounded by the north shore of the Allegheny River to the south, and shall extend from Madison Avenue east to Troy Hill Road, north to Vinial Street, along the Spring Garden Valley to Williams Road, and west along Concord Street to Madison Avenue, including the portion of Itin Street between Chestnut and High Streets; all of High and Voskamp Streets; Firth Street; Cabin Street; Schubert Street; Lindell Street, and Baun Road. A map of the Area is attached to these Bylaws as Exhibit A.

Article IV: Membership

Membership in CASGED shall be open to all residents of the Area as defined in Article III and to any other persons owning property, or owning or managing a business within the Area. All such persons shall be deemed a "**Member**". Persons owning property, or owning or managing business but not residing within the Area shall be considered "**Non-Resident Members**".

To vote in an election, Members must attend at least three (3) meetings, either Community or committee meetings, in the 12 months prior to the election, as recorded and verified by the Secretary and Treasurer of CASGED's Board of Directors.

Article V: Board of Directors

- Section (1): The Board of Directors (the "**Board**") shall consist of seven duly-elected directors (each, a "**Director**"), with no more than two Non-Resident Members serving on the Board at any given time.
- Section (2): Elections for Board positions shall be held annually. Any Member in good standing can have his or her name placed on the ballot by notifying CASGED of his or her intent to run for election to the Board. The Board shall be free to solicit Members that it believes may be interested in running for office.
- Section (3): In every election in an even year, the minority of Board positions shall be open to election. In every election in an odd year, the majority of Board positions shall be open to elections. Each position will have a two-year term.
- Section (4): The Board shall have jurisdiction over all affairs relating to management of the Corporation.
- Section (5): Any vacancy on the Board caused by death or resignation shall be filled by the candidate who received the next-highest number of votes at the most recent election,

who would serve the remainder of the term. If there are no other nominated candidates in good standing, the Board shall then appoint a Member to serve the remainder of the term.

- Section (6): Within 30 days of the election, the Board shall hold an organizational meeting, at which time a president, vice president, secretary and treasurer (each, an "**Officer**") shall be elected by the Board from among the Directors. These Officers shall comprise the "**Executive Committee**".
- Section (7): The Board shall schedule Board meetings to take place at least quarterly, with special meetings called as needed by the Executive Committee.
- Section (8): Non-attendance by a Director at two consecutive Board meetings shall be considered a resignation unless the Director can demonstrate good cause for such absences. In the event of such a resignation, the Board shall invoke Section (5).
- Section (9): A majority of Directors, including at least two Officers, shall constitute a quorum necessary for the transaction of business.
- Section (10): No Director may serve on the Board concurrent with being an elected public official or while running for elected public office.

Article VI: Executive Committee

- Section (1): The Executive Committee shall be chosen as set forth in Article V, Section (6), by a vote of the Directors, following verbal nominations and acceptance by the nominees.
- Section (2): The Committee shall have the authority to act in emergencies without a meeting of the full Board, but all other procedures and programs shall be formulated and approved by the Board as a whole.
- Section (3): Decisions made at any Executive Committee meeting shall require a quorum of three Officers.
- Section (4): A vacancy in any office of the Executive Committee shall be filled by a vote of the Board following the procedure set forth in Article VI, Section (1).
- Section (5): Individual duties of the Executive Committee:
  President – Shall preside at all meetings of the organization, shall be an ex-officio member of all committees, and shall perform all other duties as may devolve upon this office.

  Vice President – Shall, in the absence of the President, assume the duties of President.

  Secretary – Shall keep the minutes of all meetings and all papers pertaining to the work of the Board. The Secretary shall give Directors a report of all action by the Executive Committee and minutes of all Board meetings.

  Treasurer – Shall be the custodian of all monies of the organization and shall arrange for such funds to be deposited with local banks designated by the Board. All payments shall be authorized by the Treasurer and issued with checks signed by two members of the

Executive Committee who have been authorized to sign checks by resolution of the Board. The Treasurer shall have all accounts and books audited annually by a competent person.

At-Large Executive Committee Member – The Board may select an at-large member to serve on the Executive Committee.

- Section (6): Removal – To remove an Executive Committee member from his or her office, a vote against the person by a super-majority of Directors is required.
- Section (7): No Officer shall serve more than two (2) consecutive terms in the same office. However, an Officer may be elected to serve in a different capacity on the Executive Committee.

Article VII: Community Meetings

- Section (1): Annually there shall be at least four meetings of Community Members ("**Community Meetings**"), but others may be called by the Board. Notice of the time and place of Community Meetings will be given to Members no less than fifteen calendar days in advance. The notice shall be in a form determined by the Board.
- Section (2): Voting at Community Meetings shall be confined to Members in good standing as verified by the Secretary and Treasurer.
- Section (3): A mail-in ballot by the membership may be used on specific issues if approved by the Board.
- Section (4): Special Community Meetings – The President shall call a special Community Meeting if so directed by a resolution of the Board or the Executive Committee, or upon a petition signed by 33 percent of Members qualified to vote.
- Regardless of any other Community Meetings held or called, there shall be an election meeting or annual meeting scheduled every year.

Article VIII: Committees

Committees are appointed and are under the direction of the Board. At least one Director will serve on each committee. Each committee will elect a chairperson who will be responsible for updating the Board.

Article IX: Amendments to Bylaws

- Section (1): All proposed amendments to the Bylaws must be submitted in writing, endorsed by two Members in good standing, to the Board at least thirty (30) days prior to the next scheduled Community Meeting.
- Section (2): All proposed amendments shall be presented by the President to the next Community Meeting for first reading, along with announcement of the date and time of the next regular or special Community Meeting.

- Section (3): At the next Community Meeting, the President shall again present the motion to amend. After sufficient time is allowed for debate and explanation of the proposed amendment(s), the President may, at his or her own discretion, stop all debate and proceed with voting on the proposed amendment(s).
- Section (4): Ratification of the proposed amendments shall require an affirmative vote of a majority of the Members present at the Community Meeting.
- Section (5): The proposed amendments shall take effect at a date specified in conjunction with the final motion to amend the Bylaws.

Article X: Procedures and Authority

The most recent edition of Henry N. Roberts Rules of Order shall be the authority on parliamentary procedures on all questions and situations not specifically covered in these Bylaws.

Article XI: Dissolution

In the event of the dissolution of the Corporation, its assets remaining after payments of, or provision for payments of, all debts and liabilities shall be distributed to corporations that are organized and operate exclusively for charitable purposes and that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as the Board shall determine.

Article XII: Indemnification

- Section (1): Personal Liability of Directors: No Director shall be personally liable for monetary damages for any action taken or not taken unless it is determined by a court (or if it is ultimately judicially interpreted that such determination it to be made by the Board, then unless it is determined by the Board) that the Director has breached or failed to perform the duties of his office under the Director's Liability Act, 42 Pa. C.S.A. 8363, as amended, and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit the liability of a Director (i) for any responsibility or liability of such Director pursuant to any criminal statue, or (ii) for any liability of a Director for the payment of taxes pursuant to local, state or federal law. Any repeal or modification of this article shall be prospective only and shall not adversely affect any limitation on the personal liability of any Director existing at the time of such repeal or modification. (To protect Directors severally and individually, the Corporation at all times shall maintain Directors & Officers liability insurance with coverage limits determined in consultation with the insurance provider maintained by the Corporation, as generally adequate for the intended purposes.)
- Section (2): Indemnification of Directors and Officers – Each Director or Officer who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a

"proceeding") and whether or not by or in the right of the Corporation or otherwise, by reason of the fact that he, or a person of whom he is the heir, executor, or administrator, is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a Director or Officer of another corporation or of such a partnership, joint venture, trust or other enterprise, whether the basis of such proceeding is alleged action in an official capacity as a Director or Officer or in any other capacity as a Director or Officer shall be indemnified and held harmless by the Corporation to the fullest extent permitted by law, as the same exists or may hereinafter be amended, interpreted or implemented (but, in the case of any amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than are permitted the Corporation to provide prior to such amendment), against all expenses, liability and loss, including attorney's fees, judgments, fines, ERISA excise taxes, or penalties and amounts paid or to be paid in settlements, reasonably incurred or paid to such person in connection therewith; provided, however, that indemnification shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. Notwithstanding the foregoing, except as provided below, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if the proceeding (or part thereof) was authorized by the Board. The right to indemnification conferred in this section shall be a contractual right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of the final disposition thereof promptly after receipt by the Corporation of a request thereof stating in reasonable detail the expenses incurred; provided, however, that to the extent required by law, the payment of such expenses incurred by a Director or Officer in advance of the final disposition of a proceeding shall be made only upon receipt of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined by a court that he is not entitled to be indemnified under this section or otherwise. The right to indemnification and advancement of expenses provided herein shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors and administrators of such person.

- Section (3): <u>Payment of indemnification</u>: If a claim for indemnification herein is not paid in full by the Corporation within the thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim.
- Section (4): <u>Fidelity Bond</u>: The Corporation shall purchase a fidelity bond to cover all individuals employed by or affiliated with the Corporation whose responsibilities include collection and disbursement of funds.
- Section (5): <u>Non-Exclusivity of Rights</u> The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of a final disposition conferred shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses hereunder may be entitled under any bylaw, agreement, vote of Directors or otherwise, both as to actions in his or her official capacity and as to actions in any other capacity while holding that office.