

## BYLAWS FOR BLACKRIDGE CIVIC ASSOCIATION

### Article I: Name and Principal Office

**Section 1:** Name. The name of the Corporation shall be Blackridge Civic Association, hereinafter referred to as “the Corporation.”

**Section 2.** Principal Office. The principal office of the corporation shall be located at 1200 Beulah Road, Pittsburgh, PA 15235, or at such place as shall be designated by Board resolution from time to time.

**Section 3.** Other Offices. The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

### Article II: Non-Profit Purposes

**Section 1.** IRC Section 501(c)(3) Purposes. The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**Section 2.** Specific Objectives and Purposes. The specific objectives and purposes of the Corporation shall be to provide charitable and educational support to individuals, nonprofit organizations, and public interest groups, and to maintain a community center and public park property for the use of all to strengthen the fabric of the community.

**Section 3.** Authorization and Limitations. The Board shall have the authority to exercise all powers conferred upon nonprofit organizations formed under the law of the Commonwealth of Pennsylvania, including but not limited to the power to accept donations, or any interest therein, provided that only such powers be exercised as permitted by a nonprofit corporation that qualifies as a corporation described in Section 501(c)(3) of the Internal Revenue Code. It shall not engage directly or indirectly in any activity which would cause the loss of such qualification. In all circumstances, the authority of the Corporation shall be limited by the operation of law.

### Article III: Directors

**Section 1.** Number. The number of Directors shall be a minimum of five (5) and a maximum of twenty (20) and shall be known as the Board of Directors (herein the “Board,” with individual Board members as the “Directors”). The Board may increase or decrease the number by amendment of the Bylaws, but no decrease shall shorten the term of any incumbent Director.

**Section 2.** Powers and Compensation. Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken, the activities and affairs of the Corporation shall be conducted and all

corporate powers shall be exercised by or under the direction of the Board. The Directors receive no compensation but may be reimbursed for reasonable expenses as determined by the Board.

**Section 3.**     Duties. It shall be the duty of the Directors to:

- (a)     Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b)     Appoint and remove, employ, supervise, and discharge, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation;
- (c)     Meet at such times and places as required by these Bylaws.

**Section 4.**     Election and Term of Office. Directors shall be elected by the Board. Each Director shall be elected to a term of three (3) years and except in the case of the resignation, removal, death or incapacity, Directors shall hold office until the expiration of their terms and election of their successors. No more than fifty percent (50%) of the Board should be changed at any time to ensure organizational continuity. Directors in place as of the date of implementation of these Bylaws shall serve out their original terms as scheduled, and may then be elected to new terms if desired. The nomination and election procedures used for the election of Directors may be established by the Board, provided, however, that such procedures are consistent with these Bylaws.

**Section 5.**     Election procedures. Any Director or paid member in good standing may nominate a candidate to the slate of nominees by presenting a petition at least sixty (60) days prior to the election, supporting nomination to the Board. Candidates shall be elected by the majority vote of Directors and paid members in good standing using secret written ballot collected by a designated sitting Director. Absentee ballots shall be provided thirty (30) days prior to the election.

**Section 6.**     Removal. Upon the vote of a majority of the Directors then in office, the Board may remove any Director for cause at any regularly scheduled meeting of the Board or any special meeting of the Board called for that purpose. Grounds for terminating a Director include, but are not limited to, acts or behavior detrimental to the purposes of the Corporation and continued non-attendance at Board Meetings.

**Section 7.**     Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the Board. The resignation shall take effect on the date the notice is given or at any later time as specified in the notice. The acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

**Section 8.**     Vacancies and Newly Created Directorships. The Board, by vote of a majority of the Directors then in office, may elect Directors to fill any newly created directorships and any vacancies on the Board. Directors so elected shall serve a regular two (2) year term.

**Section 9.**     Place and Time of Meetings. The Board shall hold regular meetings, at least quarterly, for the transaction of business, and at these meetings shall include the (re)election of those

Directors and Officers with expiring terms of office, as needed. The location of these meetings shall be at such place as determined by the Board.

**Section 10.** Special meetings. Special meetings may be called by the President or a simple majority of the Board and shall be held at such time and place as those calling it shall designate.

**Section 11.** Notice of Meeting. Notice of the time and place of each regular or special meeting of the Board shall be given to each Director in writing at least five (5) days in advance. The notice of a special meeting shall state the purpose for the meeting. Notice of a meeting need not be given to any Director who submits a signed waiver of notice, or who attends the meeting without protesting lack of notice.

**Section 12.** Quorum and Voting. The presence of a majority of the Directors then in office shall constitute a quorum of the Board for the transaction of business.

**Section 13.** Action by the Board. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes. Participation of one or more Directors by telephone conference or other equipment allowing all persons participating to hear each other at the same time shall constitute presence at a meeting.

**Section 14.** Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

#### **Article IV: Officers**

**Section 1.** Officers and Duties. At the annual meeting of the Board in January, the Board shall elect officers of the Corporation, consisting of a President, Vice President, Secretary and Treasurer which constitute the Executive Committee. The term of office for officers shall be two (2) years. If, when an Officer's term nears the end of the two (2) year period of his or her Board term and the Officer declines to serve another Board term, the Board shall elect a subsequent Officer to serve in that Officer's position. The Board may elect such other officers as it determines necessary and may appoint them to the Executive Committee. It is recommended that the Officers run for one additional consecutive term, but are invited to run for other positions, for a recommended maximum of ten (10) terms all together.

(a) President. The President shall preside at meetings of the Board and the Executive Committee. The President, or her/his designee, is the official spokesperson and chief executive officer of the Corporation, and subject to the control of the Board, shall, in general

(i) administer all of the business and affairs of the Corporation;

(ii) appoint agents and employees of the Corporation, define their powers, duties, terms and compensation and to delegate authority to them;

- (iii) have authority to sign, on behalf of the Corporation, documents or instruments necessary or proper for the Corporation's regular business;
- (iv) report to the Board; and
- (v) perform all duties incident to the office of President.

The President's authority is subject to Board rules. Upon expiration of his/her term, the President becomes Past President and is part of the Executive Committee for one (1) year.

- (b) Vice President. The Vice President shall have duties as assigned by the President and the Executive Committee, and assumes the President's duties if he/she is unable to serve.
- (c) Secretary. The Secretary shall be custodian of records, responsible to give notice of and attend meetings, conduct all correspondence, maintain contact information for each Officer, Director and employee, to track the attendance of all meetings/events and minutes.
- (d) Treasurer. The Treasurer shall perform all duties customary to that office and shall keep full and accurate records of all funds, receipts, and disbursements in the Corporation's books. The Treasurer shall deposit monies in the Corporation's name as the Board directs.

**Section 2.** Qualifications. Any person may serve as officer of the Corporation, as long as they maintain a current membership.

**Section 3.** Removal. Upon a majority vote, the Board may remove any Officer.

**Section 4.** Resignation. Any Officer may resign at any time via written resignation to the Board, effective as specified in the notice. The acceptance of the resignation is not necessary to be effective.

**Section 5.** Vacancies. The Board may elect Officers to fill vacancies.

**Section 6.** Compensation. The Officers shall perform their duties voluntarily and without pay, except that they shall be reimbursed for any reasonable expenses approved by a majority of the Board.

## **Article V: Committees**

**Section 1.** Committees. The Corporation may have such committees as designated by Board resolution, and which may consist of non-Directors. They shall act in an advisory capacity.

**Section 2.** Meetings and Action of Committees. Meetings and action of committees shall be governed by and held in accordance with the provisions of these Bylaws concerning Board meetings.

## **Article VI: Membership**

**Section 1.** Membership. The Corporation shall have no members, in that it shall not be a membership organization under the legal definition of the term. This shall not preclude it from having paying members of the services provided by the Corporation in the vernacular sense.

#### **Article VII: Corporate Records**

**Section 1.** Maintenance of Records. The Corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors and committees of the Board;
- (b) A copy of the Corporation's Articles of Incorporation and Bylaws;
- (c) Adequate and correct books and records of its corporate bank account(s);
- (d) Copies of all correspondence and filings with the IRS.

#### **Article VIII: Conflict of Interest**

**Section 1.** Conflict of Interest. No Director or Officer may enter into a contract or receive compensation from the Corporation without approval of a majority of the Board. A Director may be compensated for services if he/she abstains from a vote in which the Board invokes this clause and authorizes the services. All interested party transactions must meet the following requirements.

- (a) The transaction must be in the best interests of the Corporation.
- (b) The transaction must be determined to be fair and reasonable to the Corporation.
- (c) The transaction must be approved without the participation of the interested party in the discussion of the transaction and the approval process.
- (d) The minutes of the meeting at which such a transaction is approved shall reflect that:
  - (i) disclosure of the benefit to the interested party was provided;
  - (ii) the interested party abstained from voting; and
  - (iii) it was determined that the Corporation could not obtain a more advantageous transaction with an unrelated party.

#### **Article IX: IRC 501(c)(3) Tax Exemption Provisions**

**Section 1.** Limitation on Activities. No substantial part of the Corporation's activities shall be propaganda or attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign by any candidate for public office. The Corporation shall not carry on any activity prohibited to one defined by Section 501(c)(3) of the Internal Revenue Code.

**Section 2.** Prohibition Against Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, trustees, Officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of its purposes.

**Section 3.** Distribution of Assets. Upon the dissolution of the Corporation, its assets remaining after payment of all debts shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to a government for a public purpose. Such distribution shall be made in accordance with all applicable laws.

#### **Article X: Fiscal Year**

**Section 1.** Fiscal Year. The Fiscal Year for the Corporation shall end on December 31.

#### **Article XI: Amendment of Bylaws**

**Section 1.** Amendment. These Bylaws may be altered, amended, or repealed and new Bylaws adopted by the majority vote of Directors and paid members in good standing at any meeting. Revisions must be advertised to the eligible voting members at least thirty (30) days prior to the meeting at which the approval is to be requested.

#### **Article XII: Construction and Terms**

**Section 1.** Integration. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation, the provisions of the Articles of Incorporation shall govern.

**Section 2.** Procedure. If the Bylaws are silent as to any procedural aspect of any action or meeting, the procedures used shall be determined by a quorum of the Board or by the Executive Committee in the interests between the meetings of the Board.

**Section 3.** Invalidity. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions shall be unaffected.

**Section 4.** IRC. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

#### **Article XII: Indemnification**

**Section 1:** Indemnification. Subject to the limitations of this Article XII, the Corporation shall indemnify a person who is or was an Officer or Director to the extent authorized by law.

(a) The Corporation shall indemnify any Director or Officer against expenses and liabilities actually or reasonably incurred personally in a proceeding to which the Director or Officer was a party because he or she is or was a Director or Officer, unless liability was

incurred because the Director or Officer breached or failed to perform a duty he or she owed to the Corporation and the breach or failure to perform constituted any of the following:

- (i) a willful failure to deal fairly with the Corporation or its members in connection with a matter in which the Director or Officer had a material conflict of interest;
- (ii) a violation of criminal law;
- (iii) A transaction from which the Director or Officer derived an improper personal profit; or
- (iv) Gross negligence or willful misconduct.

The termination of a proceeding by judgment, order, settlement or conviction, or upon plea of no contest or equivalent does not alone create a presumption against indemnification.

(b) Indemnification is not required if the Director or Officer has previously received indemnification or allowance of expenses in connection with the same proceeding.

(c) Unless otherwise provided by written agreement between the Director or Officer and the Corporation, the Director or Officer seeking indemnification shall make a written request which shall designate one of the following means for determination:

- (i) By majority vote of a quorum of the Board or a committee of Directors consisting of Directors who are not then parties to the same or related proceeding;
- (ii) By independent legal counsel selected by a quorum of the Board or its committee or if unable to obtain such a quorum or committee, by a majority vote of the full Board, including Directors who are parties to the same or related proceeding;
- (iii) By arbitration; or
- (iv) By an affirmative vote of a majority of the Directors provided, however, that Directors who are at the time parties to the same or related proceedings, as plaintiffs or defendants or in any other capacity, may not vote in making the determination.

Any eligible expenses shall be paid to the person requesting indemnification within sixty (60) days of the Corporation's receipt of the written request.

(d) If a Director or Officer is determined to be entitled to indemnification as to some claims or matters, but not as to others, the indemnification may be limited as appropriate.

(e) The Board may provide indemnification and/or expenses in advance of a final

determination of any proceeding in which an employee or agent was a defendant because of his/her actions in that capacity, provided the Board first determines the employee or agent acted in good faith, reasonably believing the action to be in the Corporation's best interest.

(f) The rights to indemnification and advancement of expenses provided by, or granted pursuant to this Section, shall inure to his/her heirs, executors and administrators.

(g) No amendment or repeal of this Section shall reduce the obligations of the Corporation with respect to any proceeding based upon prior occurrences.

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**Resolution to Adopt Bylaws**



We, the undersigned, are a majority of the Directors of the Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws as the Bylaws of the Corporation.

Effective Date: \_\_\_\_\_

Names:

Addresses:

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