

BYLAWS OF CARRICK COMMUNITY COUNCIL

Preamble

We, Citizens of the Commonwealth of Pennsylvania, associate ourselves for the purpose as set forth in our Articles of Incorporation.

Article 1. Naming

Section 1. This Council shall be named, know, and styled as:

CARRICK COMMUNITY
COUNCIL

Section 2. The Carrick Community Council is organized exclusively for charitable, educational purposes aimed at fostering a vibrant and dynamic neighborhood by responding to community needs, building strong partnerships, engaging current and future residents, businesses, and visitors, and promoting an overall sense of pride, ownership and belonging within the meaning of section 501 (C) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Article 2. Membership

Section 1. Any person shall be eligible for membership regardless of race, color, creed, disability, national or ethnic origin, citizenship, religion, sex, gender identity (including gender expression), sexual orientation, disability, age, marital status, family/parental status, income derived from a public assistance program, political beliefs, current or prior civil rights activity, veteran or military status

Section 2. The council may designate different classes of Members who shall or shall not be entitled to vote at a General Membership meeting.

Article 3. Rights and Obligations of Members

Section 1. A Member is considered to be in good standing if annual dues are paid and she/he has attended at least one General Membership meeting in the past one year.

Section 2. Only Members in good standing will have the right to vote or hold office.

Section 3. No Member may transfer his or her membership to another person.

Section 4. Any Member may have her/his membership revoked, with or without cause, by a

two-thirds vote of Members who are present at a meeting at which there is a quorum.

Article 4. Dues

Section 1. The organization may set annual dues for members.

Article 5. Location

Section 1. The principal mailing address of this Council shall be located in the City of

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Pittsburgh, Commonwealth of
Pennsylvania.

Article 6. Meetings

Section 1. A General Membership meeting shall be held at least once every six (6) months.

Section 2. The Board of Directors shall meet at least quarterly.

Section 3. Special meetings of the general membership may be called by the President at such times as she/he may deem necessary; or upon the written request signed by five Directors; or upon the written request signed by twenty Members.

Section 4. Special meetings of the Board of Directors shall be called by the President whenever she/he shall deem necessary; or at the written request signed by three Directors.

Section 5. Meetings may be held by conference call or similar technology if all members can simultaneously hear one another and everyone has the ability to speak.

Article 7. Notices

Section 1. Notice of all Board of Directors meetings, regular or special, shall be provided to each Director via mail, email, telephone, or other agreed upon methods at least seven days in advance of the meeting.

Section 2. Notice of all membership meetings shall be provided to each member via mail, email, telephone, or other method previously provided by member at least seven days in advance of the meeting.

Article 8. Board of Directors

Section 1. The Board of Directors shall consist of a minimum of nine (9) and a maximum of twenty-one (21) Directors.

Section 2. Should the Board of Directors fall below the minimum number of Directors required by the bylaws, the only action the Board shall take will be to appoint interim Directors.

Article 9. Duties and Powers of the Board of Directors

Section 1. The business and affairs of this Council shall be governed by the Board of Directors.

Section 2. Any action which may be taken at a meeting of the Directors, may be taken without a meeting, if consent in writing set forth the action so taken shall be signed by all the Directors and filed with the Secretary.

Section 3. Any Director may be removed, with or without cause, by a two-thirds vote of the Board present at any meeting at which there is quorum.

Section 4: Any Member may be removed, with or without cause, by a two-thirds vote of the Board present at any meeting at which there is quorum.

Article 10. Nominations, Elections, and Terms of Office

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Section 1. Nominations for open Director positions shall occur at a General Membership meeting. A listing of nominees shall be distributed to Members at least two weeks prior to a General Membership meeting at which elections will take place. Nominations and elections shall take place during the last quarter of the calendar year.

Section 2. Each Director shall hold office for a term of two years. No Director shall serve more than five consecutive full terms. After serving the maximum time allowed, a person is eligible to serve again after being off the Board of Directors for one year.

Section 3. Vacancies occurring between elections may be filled until the next election by a majority vote of Directors.

Section 4. A simple majority vote of the Members present at a meeting at which there is a

quorum shall be required to elect a Director.

Section 5. Any Member in good standing shall be eligible to serve as a Director.

Section 6. A Director will be automatically removed from office when they are absent from any combination of six consecutive Board or General Membership meetings, unless a simple majority of the Board of Directors votes to retain the Director.

Article 11. Officers

Section 1. The Officers of the Board of Directors shall be the President, Vice President, Secretary, and Treasurer.

Section 2. All Officers must be Directors.

Article 12. Duties of Officers

Section 1. The President shall preside at and conduct all meetings of the Board of Directors and of the Executive Committee. The President may sign all contracts and agreements in the name of the Council after they have been approved by the Board, serve as the representative of the Council in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office.

Section 2. The Vice President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President.

Section 3. The Secretary shall maintain accurate records and minutes of all meetings of the Council; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the Minutes Book of the Council and a current listing, with phone numbers and addresses of Members and Directors.

Section 4. The Treasurer shall oversee: the deposit of funds of the Council into the proper accounts of the Council; the recondition of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the Council; the preparation of financial reports of the accounts for each Board meeting; and the preparation

and filing of all end of the year financial reports federal and state tax reports. The Treasurer shall serve as Chairperson of the Finance Committee.

Section 5. If neither the President nor Vice President is present at any meeting of the Board of Directors, the Directors who are present at the meeting will determine who will conduct the meeting by a simple majority vote.

Article 13. Quorum

Section 1. A quorum for the purpose of holding any meeting of the Members shall be at least a simple majority of the Members who are in good standing.

Section 2. A quorum for the purpose of holding any meeting of the Board of Directors shall be the simple majority of the Directors.

Article 14. Majority Vote

Section 1. A majority shall be required to pass any motion at any meeting of the Members or Board of Directors, unless otherwise provided.

Article 15. Committees

Section 1. The Board of Directors may create such committees with such powers as it deems wise to have. The President shall appoint persons to chair and serve on those committees, including persons who are not Directors. All such appointments must be approved by the board, either prior to the appointments or be ratified at the next board meeting.

Section 2. Executive Committee: The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer.

Article 16. Council Seal

Section 1. The Council shall have a seal, upon which shall be inscribed the name of the Association, and the words "Corporate Seal, 1972, Pennsylvania."

Article 17. Compliance

Section 1. No part of the net earnings of the Carrick Community Council shall inure to the benefit of, or be distributable to its Members, Directors, Officers or other private persons, except that the Carrick Community Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of Section 501 (C) (3) purposes. No substantial part of the activities of the Carrick Community Council shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Carrick Community Council shall not participate in, or intervene in

(including the publishing or distribution of statement) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Carrick Community Council shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501 (C) (3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under section 170 (C) (2) of the Internal

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Revenue Code (or corresponding section of any future Federal tax code), or shall be distributed to the Federal Government, or to a state or local government of a public purpose.

Article 18. Duality of Interest

Section 1. Any Member, Director, Officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Council for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable the abstention from voting and participation, and whether a quorum was present.

Article 19. Indemnification

Section 1. The Council shall indemnify its Directors and Officers to the fullest extent permitted by the Commonwealth of Pennsylvania statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the corporation) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(C)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

Article 20. Exoneration

Section 1. To the fullest extent permitted by the Commonwealth of Pennsylvania statutory or decisional law, as amended or interpreted, no Director or Officer of this Council shall be personally liable to the Council or its members for money damages; provided, however, that the foregoing limitation of Director and Officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986) or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors and Officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

Article 21. Insurance

Section 1. The Council shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or who, while a Director, Officer, employee or agent of the Council is or was serving any of the entity at the request of the Corporation, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Council would have the power to indemnify him or her against such liability under the

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provisions of the
Article.

Article 22. Miscellaneous Provisions

Section 1. Except to the extent prohibited by law, the indemnification provided in Article 20 shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent of the Council and shall enure to the benefit of the heirs, executors, administrators of such person

Article 23. Compensation

Section 1. The Directors and Officers of the Council shall serve without compensation for their services as Directors and Officers. Directors and Officers may be reimbursed for all expenses reasonably incurred on behalf of the corporation. In addition, nothing in this paragraph is intended to preclude a Director from receiving compensation for his/her service to the Council

in some other capacity.

Article 24. Corporate Records

Section 1. The Council shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and all committees, and shall keep at the principal office of the Council a record of the names and addresses of the Directors as well as its articles of incorporation, current bylaws, and board approved policies. The corporation shall make available to the public its application to the IRS for tax exempt status, its IRS determination letter, and its most recently filed IRS form 990. All books and records of the Corporation may be inspected by any Director within three (3) business days of written request.

Article 25. Signature Authority

Section 1. All checks, notes, acceptances, and orders for payment of money shall be signed by any two of the President, Vice President, Secretary, or Treasurer, or other agents of the Council designated by the Board of Directors. All contracts, leases and deeds of any kind shall be signed by the President, Vice President or any other agent of the Council designated by the Board of Directors.

Article 26. Fiscal Year

Section 1. The fiscal year of the Council shall be from July 1 to June 30.

Article 27. Definitions

Section 1. "Written request" shall encompass email communications.

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Section 2. "Supermajority" refers to a two-thirds vote.

Article 28. Amendments

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Section 1. The Members of this Council may, by a supermajority vote of the Members present and voting, alter, amend, suspend, or annul these bylaws at any regular meeting or special meeting called for this purpose. Notice of the proposed amendments must be provided at least two weeks prior to the meeting date.

Article 29. Dissolution

Section 1. The Council may be dissolved by a two-thirds vote of the Members provided that notice of the proposed dissolution has been submitted to the Members in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board of Directors shall dispose of all of the net assets of the Council exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Council is then located, exclusively for such purposes or to such organizations.

Article 30. Parliamentary Authority

Section 1. The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the proceedings of this council in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the council may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

Adopted by the Board of Directors on

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President _____ Date: ____ / ____ / ____

Vice-President _____ Date: ____ / ____ / ____

Treasurer _____ Date: ____ / ____ / ____

Secretary _____ Date: ____ / ____ / ____

