

**BYLAWS
OF THE
MT. WASHINGTON COMMUNITY DEVELOPMENT (MWCDC)**

ARTICLE I

Section 1. Name. The name of the corporation shall be the ~~MT.~~ MOUNT WASHINGTON COMMUNITY DEVELOPMENT CORPORATION (the “MWCDC”).

Section 2. Definition of Bylaws. These Bylaws constitute the code of rules adopted by the MWCDC for the regulation and management of its affairs.

Section 3. Area of operation. The MWCDC ~~service area is~~ works to the benefit of the neighborhoods of Mount Washington and Duquesne Heights in the City of Pittsburgh ~~Postal Zone 15211. Grand View Park is also part of MWCDC’s service area.~~

**ARTICLE II
TERM**

The term of the MWCDC shall be perpetual.

**ARTICLE III
PURPOSES AND POWERS**

Section 1. Purposes. The mission of the MWCDC shall be to cultivate growth, development and community investment. The organization goals are to:

- A. Preserve and enhance the neighborhood ~~and its institutions~~;
- B. Promote environmental, visual and physical improvements;
- C. Conduct and implement master planning for future neighborhood business, housing, park, green space and real estate development;
- €D. Facilitate collaboration between the community, other entities within the community, local government, and private developers as well as leverage funding for development; and
- ~~D.E.~~ Provide forums for community involvement and engagement in neighborhood improvement and development.

Section 2. Powers. The MWCDC is organized and, notwithstanding any other provisions of the Certificate of Incorporation, shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder, as the same now exist and may hereafter be amended from time to time.

**ARTICLE IV
OFFICES**

The registered office of the MW CDC shall be 301 Shiloh Street, Pittsburgh PA 15211, or at such other place within the service area as may be determined by the Board of Directors.

ARTICLE V MEMBERS

Section 1. Qualifications. Any resident, homeowner, property owner, business, institution or organization located in the service area that is interested in supporting the purposes of the MW CDC may become a member of the MW CDC by filing an annual application in such form as the Board of Directors shall prescribe, ~~and subject to the payment of such dues as the Board of Directors shall establish from time to time.~~ There are two classes of voting members:

- A. Individual Members: Any individual of legal voting age who is a resident and/or property owner in the service area.
- B. Group Member: Any business, institution, or organization located in the MW CDC service area.

Section 2. Voting. Each ~~i~~Individual Member or ~~g~~Group ~~m~~Member shall be entitled to one (1) vote in the MW CDC Board of Directors elections ~~and at such meetings of the membership at which a vote is taken~~, provided that the member is in good standing with the member's annual application filed dues paid no less than thirty (30) days prior to such ~~meeting or~~ election. If the representative of a Group Member also holds an ~~i~~Individual Mmembership, that person may exercise only one (1) vote. Any Mmembers must be present to vote in the Board of Directors elections.

Section 3. ~~Dues. The annual dues payable to the MW CDC by members will be in the amount determined by resolution of the Board of Directors. The Board shall have the power to establish dues classifications. The annual dues shall be for the calendar year in which they are paid.~~

~~Membership Quorum.~~ A quorum shall consist of the members in good standing present at such meeting.

ARTICLE VI COMMUNITY FORUM MEETINGS

Section 1. Purpose. Community Forum Meetings are held for the purpose of providing a forum for ~~all~~ny community members (regardless of membership status) to: (i) offer opinions, guidance, and advice to the Board of Directors of the MW CDC on the affairs of the MW CDC and the interests of the community; (ii) update the community on the affairs of the MW CDC and the community at large; and (iii) to allow other community groups, local government, community businesses and developers to solicit opinions and guidance from the community.

Section 2. Community Forum Meetings. Community Forum meetings shall be held in the service area on a schedule established by the Board of Directors at their first meeting after elections. ~~Public notice will be given at least seven (7) days prior to the meeting.~~

Section 3. Special Community ~~Forum~~ Meetings. Special Community ~~Forum~~ ~~m~~Meetings may be called by the Executive Committee of the Board of Directors to discuss pressing community issues. ~~Public notice of these meetings will be given at least three (3) days prior to the date.~~

ARTICLE VII BOARD OF DIRECTORS

Section 1. Management. The governance and control of the MWCDC shall be vested in a Board of Directors, members of which shall be elected in the manner provided in these bylaws.

Section 2. Number of Directors. The MWCDC shall be governed by a Board of Directors which shall consist of no less than thirteen (13) members and no more than twenty-one (21) members. These members shall be representative of the community at large and at least one-third (1/3) of the board shall live within a Community Development Block Grant ("CDBG") eligible census tract within the service area.

Section 3. Terms. Each Director shall be elected to serve for a term of three (3) years and may be re-elected twice, thus permitting him or her to serve for three (3) consecutive terms. After an absence of not less than twelve (12) consecutive months from the Board, a Director, who has served three (3) consecutive prior terms, may be re-elected to the Board.

Section 4. Election. The Board of Directors shall be elected at ~~the October~~ Membership Voting Meeting, held in October each calendar year, by a vote of the membership of the MWCDC. The exact date of such Membership Meeting shall be scheduled by the Board of Directors at their first meeting after elections. The terms of Board seats shall be staggered so that at least one third (1/3) of the seats on the Board of Directors are open for election each October. Candidates for Board seats must be a member of the MWCDC prior to the election and must be vetted and recommended by the Nominating Committee; nominations from the floor are not permitted.

Of the seats open for a given election, the minimum number of seats needed to maintain CDBG eligibility required by Section 2 of this Article will be established (the "CDBG Seats") and the Nominating Committee will identify and put forth a list of CDBG eligible candidates (the "CDBG Class") to be elected to these seats. Of the CDBG Class, those receiving the highest vote counts at the Membership Voting Meeting will fill the available open CDBG seats.

If the number of CDBG Seats is less than the total number of open seats, the Nominating Committee will also put forth a list of non-CDBG eligible candidates (the Non-CDBG Class) to be elected to those seats. Of the Non-CDBG Class, those receiving the highest vote counts at the Membership Voting Meeting will fill the available open Non-CDBG seats.

Section 5. Vacancy. Vacancies, however arising, shall be filled by appointment of the President with the approval of a majority of the Board of Directors. Such appointment shall be for the unexpired term of office of the vacancy being filled.

Section 6. Resignation and removal of members of the Board. Any member of the Board of Directors may resign by giving written notice of his or her resignation to the President or Secretary of the Board of Directors. Such resignation shall be effective at the time specified in such notice, and acceptance shall not be necessary to make it effective. Any member of the Board of Directors may be removed in the interests of the MWCDC by a two-thirds vote of all members of the Board of Directors.

Section 7. Ex Officio Members. ~~The Executive Director of the MWCDC shall serve as an ex officio, non-voting member of the Board of Directors.~~ The Board of Directors may designate additional ex officio members by the vote of a majority of the Board of Directors. No ex officio members shall have voting rights on the Board of Directors.

Section 8. Advisory Board. The Board of Directors, by resolution adopted by a majority of the Board of Directors, may designate one (1) Advisory Board composed of seven (7) interested professionals, local government representatives, and others, as needed, interested in supporting the MWCDC's mission and programs. The Advisory Board is invited and encouraged to offer suggestions as to the policies and activities of the MWCDC. The term of office for all members of the Advisory Board shall be at the discretion of the Board of Directors. Any vacancy in the Advisory Board may be filled and the Board of Directors may remove any member of the Advisory Board, either with or without cause. When developed, the members of the Advisory Board shall be appointed by the Board of Directors. Past members of the Board of Directors may be members of the Advisory Board. The Advisory Board shall not have or purport to exercise any powers of the Board of Directors nor shall it have the power to bind the MWCDC in any manner.

Section ~~9~~8. Compensation. The members of the Board of Directors shall serve without compensation. Should a member of the Board provide a particular professional service outside the scope of simply serving on the Board, that member of the Board shall receive the fair market value for the service provided. Reimbursement for actual expenses made by a Director may be authorized by the Board.

Section ~~10~~9. Director's Fiduciary Duties. A Director of the MWCDC shall stand in a fiduciary relation to the MWCDC 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, 15 Pa. C.S.A. s511(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 MWCDC.

Section ~~10~~1. Conflict of Interest. The Board shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization, or (c) an organization in or of which a director of the Association is a director, officer, or legal representative, or in some other way has a material financial interest unless:

1. That interest is disclosed or known to the Board of Directors,
2. The Board approves, authorizes or ratifies the action in good faith,
3. The approval is by a majority of directors (not counting the interested Director),
4. At a meeting where a quorum is present (not counting the interested Director).

The interested Director may ~~not~~ be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

In furtherance of the forgoing, the Board of Directors shall adopt and maintain a Conflict of Interest Policy. Upon election or reelection to the Board of Directors, and before being able to vote as a member of the Board of Directors, each Director shall sign a statement declaring that the person received a copy of the Conflict of Interest Policy; has read and understands the Conflict of Interest Policy; and agrees to comply with the Conflict of Interest Policy.

ARTICLE VIII MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Purpose. The Board of the Directors shall conduct the business of the MWCDC in accordance with these bylaws.

Section 2. Regular Board Meetings. The Board of Directors shall have no less than six (6) regular board meetings each calendar year.

Section 3. Notice of Board Meetings. Written, telephone or electronic mail notice of the time and place of regular meetings shall be sent to each Board member at their place of business or residence at least five days prior to the date of such meetings. Written or electronic mail notice of special meetings shall be sent not less than three days prior to the date of such meeting or by telephone not less than two days prior to the date of such meeting.

Section 4. Quorum. A majority of the Board of Directors serving shall constitute a quorum for all meetings of the Board of Directors. One (1) or more Directors may participate in a meeting of the Board or any committee thereof by way of a conference telephone or similar communications equipment by which all persons participating in a meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence at the meeting.

Section 5. Voting. Each Director present, in person or by teleconference, at a meeting of the Directors shall be entitled to one vote. Except as otherwise provided by these by laws, the act of a majority of the Directors present in person or by teleconference at any meeting at which a quorum is present shall be the act of that Board.

Section 6. Unanimous Consent of Directors in Lieu of Meeting. Any action, which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed or approved by all of the Directors in office and shall be filed with the Secretary of the Corporation.

A. _____

B. _____

ARTICLE IX OFFICERS

Section 1. Officers. The officers of the MWCDC shall consist of a President, -a Vice President, a Secretary, a Treasurer, and assistant officers as may be deemed necessary by the Board. All officers must be members of the Board of Directors. Certain duties of the Officers may be assigned by the Board to an agent or employee of the MWCDC.

A. President. The President shall preside at all meetings of the Board of Directors, membership voting meetings and Community Forum meetings. The President shall be responsible for having all orders and resolutions of the Board of Directors put into effect. As authorized by the Board of Directors, the President shall execute on behalf of the MWCDC and may affix, or cause to be affixed, the corporate seal to all instruments requiring such execution, except to the extent that signing and execution thereof are expressly delegated to some other person. The President shall perform such other duties as are prescribed by the Board of Directors. Unless otherwise provided for in these by laws, the President shall be an ex officio voting member of each task force. To be eligible for the office of the President, a member of the Board of Directors must have served on the Board of Directors for one (1) year or more.

B. Vice President. The Vice President shall respectively have such powers and perform such duties as may be assigned to them by the Board of Directors or the President. In the absence or disability of the President, the Vice President shall perform the duties and exercise the power of the President.

C. Secretary. The Secretary shall attend all meetings of the Board of Directors and Membership Voting Meetings and record the proceedings of such meetings ~~in the minutes book~~. The secretary shall give, or cause to be given, notice of annual and regular meetings of the Board of Directors. The Secretary shall keep in safe custody the corporate seal of the MWCDC and, when authorized by the President or the Board of Directors, cause it to be affixed to any instruments requiring it. The Secretary shall perform such other duties as are prescribed by the Board of Directors or the President.

D. Treasurer. The Treasurer's duties shall assume the chairmanship of the Budget and Finance Committee, be the custodian of the Corporation's funds and bank account, sign checks authorizing expenditures of the Corporation, and assist the Executive Director in the preparation of Annual Budget.

Section 2. Term. Each officer shall be elected for a one (1) year term.

Section 3. Election. The Board of Directors shall elect the Corporate Officers at the first Board meeting following the October Membership ~~Voting~~ Meeting.

Section 4. Vacancy. Vacancies among the Officers, however arising, shall be filled by the President, with approval of a majority vote of the Board at any

regular or special meeting. Such appointments shall be for the unexpired term of the vacant office. In the case of vacancy of the Presidency, the Vice President shall preside at the next regular or special Board meeting and a new President shall be elected by a majority of the Board.

Section 5. Transition. If the then current President of the Board of Directors is not running for reelection or is not reelected to the Board of Directors, then, at the first Board meeting following the October Membership Meeting, the Board of Directors shall first elect an interim President to run the meeting and election of the Board of Director officers. Otherwise, the current board President shall continue in that capacity, organizing and running the first Board meeting following the October Membership Meeting.

ARTICLE X COMMITTEES

Section 1. Standing Committees of the MWCDC shall be:

A. Executive Committee. The Executive Committee shall have the power to act on behalf of the full board between regular board meetings, or in the case of emergency. This committee shall consist of the officers of the MWCDC and other board members as appointed by the board. Actions taken by the committee must be ratified by the board at its next meeting.

B. Nominating Committee. A Nominating Committee of at least three persons, one of whom shall be a member in good standing but not be a member of the Board of Directors, shall be appointed by the President and confirmed by the Board of Directors. The Nominating Committee shall vet candidates for board positions based on criteria

developed by the Board and published to the community. The Nominating Committee shall produce a list of vetted, qualified candidates and identify each as either CDBG eligible (as defined in Article VII, Section 2) or non-CDBG eligible (except that a CDBG eligible candidate may request to be identified as a non-CDBG eligible candidate). The Nominating Committee shall also assist the President to fill vacancies on the Board of Directors as they may occur between elections.

C. Tellers Committee. ———The Tellers Committee shall be appointed by the President and confirmed by the Board of Directors every August. The Tellers Committee is responsible for the following in the October elections: preparing the ballots; distributing ballots to those qualified to vote; monitoring campaigning by candidates; collecting the ballots and counting the votes; reporting the election results at the October annual meeting; and, in general, assuring a fair election. The Tellers Committee has four (4) to six (6) members. A maximum of two members of the Tellers Committee can be members of MW CDC and it is preferred that they are not members of the Board of Directors.

D. Budget and Finance Committee. The Treasurer is chair of the Finance Committee, which includes ~~three-two~~ (2) other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures and reviewing the annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be as defined in Article XV. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

E. Governance Committee. The Governance Committee shall be chaired by the Vice President and its membership shall consist of the President and two (2) other members of the Board of Directors selected by the Board of Directors. Its responsibilities include, but are not limited to, monitoring the participation and contribution of Directors, recommending changes in the committee structure of the Board of Directors and recommending revisions to these Bylaws. It will focus on developing annual and long range plans while maintaining a process to assure that the MW CDC is in compliance with all laws as well as the related policies and procedures of the MW CDC.

Section 23. Program Committees and Task Forces. The Board of Directors of the MW CDC may establish such Program Committees or Task Forces as the Board may from time to time deem necessary. Such Program Committees or Task Forces shall perform such duties as the Board may direct. The Board of Directors may disband a Program Committee or Task Force and withdraw their authority whenever in the Board of Director's judgment the best interests of the MW CDC will be served.

~~D.A.~~ Program Committee or Task Force Chairpersons. The Chairpersons shall be proposed by the President and confirmed by the Board of Directors at a regular meeting of the Board of Directors.

B. Power. Program Committees or Task Forces shall only have such power and authority as delegated by the Board of Directors and shall regularly report on their activities and advise the Board in the areas of responsibility assigned.

Section 4. Director Participation. Each member of the Board of Directors shall join and actively serve on at least one (1) Standing Committee, Program Committee or Task Force.

ARTICLE XI EXECUTION OF DOCUMENTS

Section 1. Checks. All checks, drafts and orders for payment of money shall be signed in the name of the MWCDC and shall be countersigned by the President, Treasurer, Executive Director, or by such officers or directors as the Board of Directors shall from time-to-time designate for that purpose.

Section 2. Contracts, Conveyances. The Board of Directors shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of this MWCDC.

Section 3. Gifts. The Board of Directors may accept on behalf of the MWCDC any contribution, gift, bequest, or device for the general purposes or for any special purpose of the MWCDC.

Section 4. Gifts to others. No grant, gift or contribution to another organization shall be made without authorization of the Board of Directors.

Section 5. Borrowing. No officer, agent or employee of the MWCDC shall have any power or authority to borrow money on its behalf, to pledge its credit, or to pledge its property, except to the extent of the authority delegated to such officer, agent, or employee by a resolution of the Board of Directors.

Section 6. Power to Appoint Agents. The Board of Directors shall have power to appoint such agents as the Board may deem necessary for transactions for business of the MWCDC.

Section 7. Removal of Agents. Any agent may be removed by a two-thirds vote of the Board of Directors.

ARTICLE XII PROSCRIBED ACTIVITIES

Section 1. The MWCDC is nonprofit and no part of the MWCDC's income is distributable to its Directors or officers, and the MWCDC shall not have or issue shares of stock or pay dividends.

Section 2. The MWCDC is organized and notwithstanding any other provisions of the Certificate of Incorporation, shall be operated exclusively for charitable and educational

purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder, as the same now exist and may hereafter be amended from time to time.

Section 3. No substantial part of the activities of the MWCDC shall be the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the MWCDC participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. The MWCDC may make expenditures to influence legislation as allowed by the Federal Code for public charities. No such expenditures shall be made which would violate rules currently applying to 501(c)(3) organizations.

Section 4. The MWCDC shall not discriminate on the basis of race, color, religion, gender, national origin, handicap, or sexual orientation, in any way whatsoever including but not limited to terms or conditions of employment, and selection of members of the Board of Directors.

ARTICLE XIII INDEMNIFICATION

Section 1. Indemnification. The corporation shall indemnify any officer or Director or employee or other representative of the corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not by, or in the right of, the corporation by reason of the fact that such person is or was a representative of the corporation, against all expenses including attorney fees, judgments, fines and amounts paid in settlement as to actions taken, or omitted to be taken, in such person's official capacity as officer or Director and as to actions taken, or omitted to be taken, in another capacity while holding such official capacity, or in such person's capacity as employee or representative provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 2. Advancement of Expenses. Expenses incurred by a person entitled to indemnification pursuant to this Article in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation.

Section 3. Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director or employee or representative of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. Other Rights. This Article shall not be exclusive of any other right which the corporation may have to indemnify any person as a matter of law.

Section 5. Directors & Officers Insurance. The corporation shall be required to carry Directors & Officers insurance.

ARTICLE XIV PARLIAMENTARY AUTHORITY

The parliamentary authority for all matters of procedure not specifically provided for in these bylaws shall be Roberts Rules of Order Newly Revised.

ARTICLE XV FISCAL YEAR

The fiscal year of the MWCDC shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XVI SEAL

The corporate seal of the MWCDC shall have inscribed thereon “Mt. Washington Community Development Corporation” and the words “Corporate Seal, Pennsylvania.”

ARTICLE XVII AMENDMENTS OF BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds (2/3) vote of all Directors in office at any regular or special meeting of the Board of Directors, provided that no such action shall be taken if it would in any way adversely affect the MWCDC’s qualification under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any successor provision). Proposals to amend these by-laws shall be included with notice of the Board of Directors meeting at which each amendment is proposed. ~~Any bylaws change passed by the Board of Directors must then be approved by a majority of members present at the next available Membership Voting Meeting before it takes effect.~~

ARTICLE XVIII DISSOLUTION

In the event of the dissolution of the MWCDC, all its assets remaining after the payment of all debts and obligations of the MWCDC, shall be distributed to one or more organizations which have purposes and objects similar to those of this MWCDC and are exempt from United States income taxes under the provisions of Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors may select, and if more than one, in such shares and proportions as the Board of Directors may determine. Any such assets so disposed of shall be disposed at the District Court of the county in which the principal office of the MWCDC is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are operated and organized exclusively for such purposes.

APPROVED BY THE MWCDC MEMBERSHIP

| THE 3rd day OF February 2014.

SECRETARY ----- CORPORATE SEAL