

BY-LAWS
Lawrenceville United

ARTICLE 1. NAME

The name of the Corporation shall be Lawrenceville United.

ARTICLE 2. PURPOSE

The purpose of Lawrenceville United will be to improve the quality of life of all Lawrenceville residents through grass roots organizing, advocacy, and planning, by tax-exempt activities under IRS Section 501 © (3) and to acquire real property and create green space to encourage improvement of blighted deteriorating city areas as an exempt activity under IRS Section 501 © (3) and to provide green space in blighted city areas to relieve a governmental burden

ARTICLE 3. LOCATION

The registered office in the Commonwealth of Pennsylvania shall be located at 4825 Butler Street, Pittsburgh, Pennsylvania, 15201, Allegheny County or at such address in the neighborhood of Lawrenceville, in Pittsburgh, Pennsylvania as the Board of Directors may from time to time determine.

ARTICLE 4. AREA BOUNDARIES

The boundaries of the area that Lawrenceville United shall be concerned with shall be the 6th, 9th, and 10th wards of the City of Pittsburgh.

ARTICLE 5. GENERAL AND ASSOCIATE MEMBERSHIP

Section 1. General and Associate Membership Eligibility:

All residents of Lawrenceville shall be eligible for General Membership in Lawrenceville United. There is no age restriction for General Membership, however, only those person 18 years or older may vote in the Board elections. Non-Residents are eligible to become Associate Members.

Section 2. General and Associate Membership Dues:

Membership in Lawrenceville United can be obtained by paying a membership fee to be determined by the Board of Directors, but not to exceed the National Hourly Minimum Wage or by volunteering for two hours in a project approved by the Board of Directors. The length of membership is one year. Membership dues will be payable to the Treasurer.

Section 3. Powers of General Members:

General Members 18 years and older, who have been members for 60 days or more, elect the Board of Directors. (See Article 6) In addition, General Members are encouraged to join and participate in Standing and Ad Hoc committees created by the Board of Directors. Such committees will provide recommendations to be approved by the Board of Directors.

Section 4. Powers of Associate Members:

Associate Members are encouraged to join and participate in Ad Hoc committees created by the Board of Directors. Such committees will provide recommendations to be approved by the Board of Directors.

Section 5. Membership Meetings:

There will be at least two Membership meetings per year open to both General and Associate Members; the first is in May and second in October. A bi-annual report will be presented at both membership meetings.

Section 6. Special Membership Meetings:

Special meetings may be called by the Board of Directors, or on the petition of 15 members to the Board of Directors, provided also that 15 days written notice is given to the membership.

Section 7. Notification:

Membership meetings will be announced approximately 15 days prior to the meeting date in a neighborhood-serving newspaper or by a mailing.

Section 8. Proxy:

Members may not vote by proxy.

ARTICLE 6. ELECTIONS

Section 1. Board Appointments in First Year, Elections Every Year After:

For the first year after the Incorporation, the Board of Directors will be appointed by the Incorporators of Lawrenceville United. Every year after, the Board of Directors will be elected by the General Membership. However, to ensure staggered elections, seven of the initially appointed Board Members, will remain on the Board for a second year. (See Article 6, Section 2: Staggered Elections) Lawrenceville United elections will be conducted annually at the May General Membership meeting.

Section 2. Staggered Elections:

Lawrenceville United will have staggered elections. "A" year elections will be conducted in odd years beginning in May 2003, with six Board seats vacated and open for election to two-year terms.

"B" year elections will be conducted in even years beginning in May 2004, with the remaining four to seven Board seats vacated and open for election to two-year terms.

Section 3. Ward Specific and At-Large Elections:

During “A” year elections, two Board seats may be filled by candidates who live in the 6th Ward of Pittsburgh, two Board seats may be filled by candidates who live in the 9th Ward of Pittsburgh, and two Board seats may be filled by candidates who live in the 10th Ward of Pittsburgh.

The four to seven Board seats at stake in “B” year elections will be at-large Board seats.

Section 4. Voting by Mail:

Mail Ballot Voting is permitted in the Board of Director elections. Only Mail Ballots authorized by the Membership and Elections Committee will be accepted as official votes. The Membership and Elections Committee must ensure that double voting does not occur.

Section 5. Board Eligibility:

Only individuals who have been Lawrenceville United General Members for at least six months prior to an election are eligible to become a candidate for that election.

Section 6. New Board Member Start Date:

Newly elected Board members will begin their term at the June Board meeting.

Section 7. Nominating Committee

A Nominating Committee appointed by the Board shall nominate a single slate of Board members to be elected by the members.

ARTICLE 7. BOARD OF DIRECTORS

Section 1. Defined:

The Board of Directors is that group of persons vested with the management of the business and affairs of the Corporation.

Section 2. Voting:

All Board members shall be entitled to one vote at all regular and special meetings.

Section 3. Proxy:

Voting by proxy is not permitted

Section 4. Board Size:

The number of Directors of the Corporation is no fewer than 10 and no more than 13.

Section 5.Board Member Removal:

Any director may be removed from the board by an affirmative vote of the majority of directors present at an official meeting for cause, such as absence from two (2) consecutive meetings without notifying the President. Advance notice of removal will be given to each director, including the director affected.

Section 6.Board Member Replacement:

When a Director resigns, dies or is removed, the Board will first ask the first runner-up of the last election to replace the departed Board member. If this person declines the opportunity, the Board will nominate a replacement and upon a simple majority vote of the Board, this person will serve for the duration of the unexpired term.

Section 7.Board Member Compensation and Reimbursement:

Directors shall receive no compensation. The Directors may be reimbursed for ordinary expenses incurred in the necessary transaction of corporate business. Expenses over \$30.00 must be authorized in advance by the Board before payment is made.

Section 8.Board Member Attendance:

Board Members are permitted to miss up to two Board meetings per year.

ARTICLE 8. BOARD MEETINGS

Section 1.Board Meeting Requirements, Notification and Agenda:

At least 11 regular monthly meetings of the Board shall be held each year at a consistent location, on a consistent day of the month and at a consistent time. The location, day and time will be established at the first meeting of the newly elected Board. The time, date and location as well as an agenda of all Board meetings will be mailed in a Board packet at least seven days prior to the Board meeting.

Section 2.Special Meetings:

Special Board meetings may be called by the Secretary or Executive Director as requested by two or more Board Members, as needed. All Board Members are to be notified by telephone at least two days before the proposed meeting. The agenda of special meetings shall only be concerned with the issue that the meeting was called for.

Section 3.Rules of Order:

All meetings of the corporation shall be conducted in accordance with the most recent edition of Roberts Rules of Order and shall govern the corporation in all cases to which they apply and in which they are not consistent with these By-Laws and any special rules of order which the Board of Directors may from time to time adopt.

ARTICLE 9. QUORUM

At monthly Board meetings, the presence of six Directors will constitute a quorum. At Committee Meetings a quorum will be reached when 40% of the members are present. At the May General Membership Meeting, a quorum will be reached when 40% of the membership is present or has returned a ballot by mail. At the October General Membership Meeting, a quorum will be reached when 10% of the members are present.

ARTICLE 10. OFFICERS

Section 1. Establishment of:

The Board of Directors shall elect a President, Vice President, Secretary, and Treasurer. No two of these offices shall be held by the same person at the same time.

Section 2. Election of Board Officers:

Board Officers will be elected annually by the Board of Directors at the first Board meeting of the new calendar year, which will begin at the June Board meeting. Each Board member may cast one vote for each officer position. Voting for Board Officers will be conducted anonymously. The nominee receiving the most votes will become an Officer.

Section 3. Officer Terms:

The term of office for any officer will be one year. Directors may hold an Officer position for up to three full consecutive years. Directors must wait one year before running again for the same Office.

Section 4. Officer Removal:

Any Officer may be removed from office by a 2/3 majority of Directors present at an official meeting. Advance notice of at least seven days of this vote and the alleged cause will be given to each director, including the Director affected.

Section 5. Officer Replacement:

If an Officer resigns, is removed or dies, the Board will elect another Director to fill the vacant Officer position. This will be a simple majority vote. The new Officer will serve for the duration of the unexpired term.

ARTICLE 11. DUTIES OF THE OFFICERS

Section 1. President:

The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President shall preside at all Board Meetings and have other powers and perform such duties as are normally associated with the office of President, and as the Board of Directors may from time to time, determine.

The President may also limit any speaker at an official meeting to five minutes.

Section 2. Vice President:

It will be the duty of the Vice-President to act in the absence or disability of the President and to perform such other duties as may be assigned to him or her by the President or the Board. In the absence of the President, the execution of the Vice-President on behalf of the corporation of any instrument will have the same force and effect as if it were executed on behalf of the corporation by the President. The Vice-President, with the assistance of the Executive Director, shall present two bi-annual reports, one at each General Membership meeting.

Section 3. Secretary:

The Secretary shall make or cause to be made the minutes of all meetings of the Board of Directors. The Secretary shall be responsible for the timely mailing or delivery of all notices of the Board of Directors, shall affix the corporate seal at the direction of the President and, generally, will perform all duties incident to the office of the Secretary of a Corporation and such other duties as may be required by law, the Articles of Incorporation or these By-Laws, or that may be assigned from time to time by the Board of Directors.

Section 4. Treasurer:

The Treasurer shall supervise the financial activities of the Corporation. Specifically, the Treasurer shall see that (a) full and accurate accounts of receipts and disbursements are kept, (b) a system is in place such that all monies and other valuable effects are deposited in the name and to the credit of the Corporation in such depositories as shall be designated by the Board, (c) the Directors at the regular meetings of the Board or whenever they may require it, receive an account of the financial condition of the Corporation, and (d) an annual audit of the Corporation's books and records is performed by an auditor selected by the Finance Committee and approved by the Board. (The first annual audit will be conducted at the end of the second full fiscal year.) In performing these functions, the Treasurer may rely on employees of the Corporation who possess special financial training and skills and whose employment responsibilities include management of the Corporation's financial affairs.

ARTICLE 12. COMMITTEES

Section 1. Power to Establish Committees:

The Board of Directors may establish Standing and Ad Hoc Committees.

Section 2. Committee Operations:

All Committees will have at least one Board member who must be the Committee Chair. Standing Committee Members may include other Board Members and/or General Members. Ad-Hoc Committee Members may include other Board Members, General Members, and/or Associate Members. The Committee Chair will be proposed by the President of the Corporation, who will be appointed with the Board's approval by secret ballot. The Committee Chair and the Executive Director will work together to recruit

committee members. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these By-Laws, the Articles of Incorporation, or State laws.

Section 3. Standing and Ad-Hoc Committees Defined:

The Standing Committees of Lawrenceville United are: (1) Membership and Elections, (2) Fundraising, (3) Finance (4) Nominating, (5) Housing, and (6) Public Safety. Ad-Hoc Committees shall be authorized by the Board of Directors with a specific set of duties or purposes and shall report on their progress regularly or as requested by the Board.

Section 4. Purpose and Powers of Committees:

The studies, findings and recommendations of Committees will be reported to the Board of Directors for consideration and action, except as otherwise ordered by the Board of Directors.

ARTICLE 13. STAFF

An Executive Director may be appointed by the Board of Directors. The Executive Director shall be the Chief Operating Officer of the Corporation and shall have general and active management responsibility for the business of the Corporation within the scope of contract adopted by the Board. The Executive Director shall see that all orders and resolutions of the Board of Directors are carried into effect and shall assist Board Committees in their work. The Executive Director shall have such other powers and perform such other duties as the Board of Directors may from time to time determine.

ARTICLE 14. FISCAL YEAR

The fiscal year of the Corporation will be January 1st to December 31st.

ARTICLE 15. DISCRIMINATION

In carrying out its purpose, the corporation will not discriminate in any way whatsoever on the basis of race, religion, sex, color, age, sexual preference, income level, disability, political views, or national and ethnic origin.

ARTICLE 16. AMENDMENTS

Amendments to these bylaws may be adopted upon presentation in writing of the proposed change to all members and a 2/3 vote occurring at the May or October General Membership meeting.

ARTICLE 17. DISSOLUTION

Upon a 2/3 vote of the Board of Directors to dissolve the corporation, the Board of Directors will dispose of all of the assets of the corporation exclusively for the purpose of the corporation or to organizations that are then qualified as tax-exempt 501(c) 3 organizations.

ARTICLE 18.

CHECKS

All checks or demands for money and notes of the Corporation over \$ 300.00 shall be signed by two authorized representatives of the corporation. Signatories may be one Officer and the Executive Director, or two Officers.

ARTICLE 19.

INDEMNIFICATION

Section 1.

The Corporation shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to or who is called a witness in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding unless 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.

Section 2.

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 19 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, contract, vote of members or disinterested directors or pursuant to the direction, howsoever embodied, of any court of competent jurisdiction or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. It is the policy of the Corporation that indemnification of, and advancement of expenses to, directors and officers of the Corporation shall be made to the fullest extent permitted by law. To this end, the provisions of this Article 19 shall be deemed to have been amended for the benefit of directors and officers of the Corporation effective immediately upon any modification of the Pennsylvania Non-Profit Corporation Law (the "NPCL") or the Pennsylvania Director's Liability Act (the "DLA") which expands or enlarges the power or obligation of corporations organized under the NPCL or subject to the DLA to indemnify, or advance expenses to, directors and officers of such corporations.

Section 3.

The Corporation shall pay expenses incurred by any officer or director, and may pay expenses incurred by any other employee or agent, in defending a civil or criminal action, suit or proceeding 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 such amount if it shall ultimately be determined that ho or she is not entitled to be indemnified by this Corporation.

Section 4.

The indemnification and advancement of expenses proved by, or granted pursuant to, this Article 19 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5

The Corporation shall have the authority to create a fund of any nature which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner, its indemnification obligations, whether arising under these Bylaws or otherwise.

This authority shall include, without limitation, the authority to (i) deposit funds in trust or in escrow, (ii) establish any form of self-insurance, (iii) secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of the Corporation or (iv) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Article 19. The provisions of this Article 19 shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section I of this Article 19 but whom this Corporation has the power or obligation to indemnify, or to advance expenses for, under the provisions of the NPCL or the DLA or otherwise. The authority granted by this Section 5 shall be exercised by the Board of Directors of the Corporation.

Section 6.

Notwithstanding any other provisions of these Bylaws, the approval of the members shall be required to amend, alter, change, repeal or adopt any provision as part of these Bylaws which is inconsistent with the purpose or intent of this Article 19. The repeal or any amendment of this Article 19 which diminishes impairs or otherwise adversely affects the rights to indemnification or advancement of expenses afforded to such persons by this Article 19 shall be effective only with respect to acts or omissions occurring after the effective date of such repeal or amendment. The provisions of this Article 19 in effect immediately prior to such repeal or amendment shall be determinative as to the rights to indemnification and advancement of expenses afforded to such persons with respect to acts or omissions occurring at any time prior to such repeal or amendment.

Section 7. Committee Members

For purposes of this Article 19, any member of a committee of the Corporation pursuant to Article 12 of these Bylaws shall be deemed an agent of the Corporation.

Section 8. Liability Insurance.

The Corporation, upon authorization by the Board of Directors, may purchase and maintain insurance on behalf of any authorized representative (as defined in Section 1 hereof) against any liability asserted against him or her or incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Corporation would be authorized or required to indemnify him or her by law or under these Bylaws.

POLICIES AND PROCEDURES

Section 1. Membership Welcome Packet:

General and Associate Members will receive a welcome packet including Lawrenceville United By-Laws, Lawrenceville United Mission statement, contact information, and literature about community organizing.

Section 2. Member Participation at Board Meetings:

Meetings of the Board of Directors will be open to General and Associate Members unless the Board determines by a simple majority vote that the agenda of the meeting requires a closed door meeting. The Executive Director must reserve meeting space sufficient to accommodate the Board of Directors as well as any and all members who inform the Executive Director at least two weeks before the Board meeting of their intention to attend. Members who arrive without informing the Executive Director at least two weeks ahead of the meeting will be ushered into the meeting room on a first come, first serve basis. Members may not vote at Board meetings. Member participation in Board discussion will be determined by the Board President and may change throughout the meeting depending on the subject matter, time constraints, sensitivity of issues, or for any reason presented by the President.

Section 4. Summaries of Board Candidates:

Candidates for seats on the Board of Directors will have the option to summarize their views and/or accomplishments in a standardized format to be mailed 30 days before the May election.

Section 5. Board Candidate Bios:

All candidates for Board seats are obliged to write a short biography, not to exceed a half typewritten page. The Board candidate must bring 15 copies of the biography to the May election for distribution to the new Board of Directors.

Section 6. Nomination of Board Members for Officers of the Board:

Board Members may nominate themselves in Officer elections.

Section 7. Board Member Follow-up after Missed Board Meeting:

Board Members who are absent from a Board meeting must contact the Executive Director to hear a synopsis of that meeting. In addition, the Board member must read the Meeting Minutes of the missed meeting.