Lawrenceville United proposed bylaws changes comparison tool (significant changes only)

2017 (proposed)	2005 (current)
ARTICLE 2. PURPOSE	ARTICLE 2. PURPOSE
Lawrenceville United is a resident-driven non-profit 501(c)(3) organization that works to improve and protect the quality of life of all Lawrenceville residents.	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 4. AREA BOUNDARIES	ARTICLE 4. AREA BOUNDARIES
The boundaries of the area that Lawrenceville United shall be concerned with shall be the City of Pittsburgh boundaries for the Lawrenceville neighborhood.	The boundaries of the area that Lawrenceville United shall be concerned with shall be the 6 th , 9 th , and 10 th wards of the City of Pittsburgh.
ARTICLE 5. GENERAL AND ASSOCIATE MEMBERSHIP	ARTICLE 5. GENERAL AND ASSOCIATE MEMBERSHIP
Section 1. General and Associate Membership Eligibility: Lawrenceville United shall offer two categories of membership, General and Associate. To be eligible for General Membership, you must be a resident of Lawrenceville as defined by the City of Pittsburgh. There is no age restriction for General Membership, however, only those persons aged 18 years or older may vote in the Board elections. Non-Residents are eligible to become Associate Members.	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:	Section 2. General and Associate Membership Dues:

Membership in Lawrenceville United can be obtained by paying a	Membership in Lawrenceville United can be obtained by paying a
yearly membership fee to be determined by the Board of Directors, but	membership fee to be determined by the Board of Directors, but not to
at least one membership tier not to exceed the National Hourly	exceed the National Hourly Minimum Wage or by volunteering for
Minimum Wage or by volunteering for two hours in a project	two hours in a project approved by the Board of Directors. The length
approved by the Board of Directors.	of membership is one year. Membership dues will be payable to the
	Treasurer
Section 3. Powers of General Members:	Section 3. Powers of General Members:
Active General Members 18 years and older elect the Board of	General Members 18 years and older, who have been members for 60
Directors. (See Article 6) In addition, General Members are	days or more, elect the Board of Directors. (See Article 6) In addition,
encouraged to join and participate in Standing and Ad Hoc committees	General Members are encouraged to join and participate in Standing
as created and permitted by the Board of Directors. Such committees	and Ad Hoc committees created by the Board of Directors. Such
will provide recommendations to be approved by the Board of	committees will provide recommendations to be approved by the
Directors.	Board of Directors.
Section 5. Membership Meetings:	Section 5. Membership Meetings:
There will be at least two Membership meetings per year open to both	There will be at least two Membership meetings per year open to both
General and Associate Members; the first is in the spring and second	General and Associate Members; the first is in May and second in
in the fall. A bi-annual report will be presented at both membership	October. A bi-annual report will be presented at both membership
meetings	meetings
Section 7. Notification:	Section 7. Notification:
Membership meetings will be announced approximately 15 days prior	Membership meetings will be announced approximately 15 days prior
to the meeting date in a neighborhood-serving newspaper, by a	to the meeting date in a neighborhood-serving newspaper or by a
mailing, and/or by posting to Lawrenceville United's website.	mailing.
ARTICLE 6. ELECTIONS	ARTICLE 6. ELECTIONS
Section 1. <u>Annual Elections:</u>	Section 1. <u>Board Appointments in First Year, Elections Every Year</u>
	After:
Lawrenceville United elections for the Board of Directors will be	
conducted annually at the spring General Membership meeting.	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 3. Ward Specific and At-Large Elections:	Section 3. Ward Specific and At-Large Elections:
During odd-year elections, two Board seats may be filled by candidates who live in Lower Lawrenceville, two Board seats may be filled by candidates who live in Central Lawrenceville, and two Board seats may be filled by candidates who live in Upper Lawrenceville. Geographic boundaries for Lower, Central and Upper Lawrenceville (or any future boundary breakdowns) are as defined by the City Of Pittsburgh. The four to nine Board seats at stake in even-year elections will be atlarge Board seats. At-large candidates may reside in Lower, Central or Upper Lawrenceville (or any future boundary breakdown) as defined by the City of Pittsburgh.	During "A" year elections, two Board seats may be filled by candidates who live in the 6 th Ward of Pittsburgh, two Board seats may be filled by candidates who live in the 9 th Ward of Pittsburgh, and two Board seats may be filled by candidates who live in the 10 th Ward of Pittsburgh. The four to seven Board seats at stake in "B" year elections will be atlarge Board seats.
Section 4. <u>Voting Methods</u>	Section 4. Voting by Mail:
Voting in the Board of Directors elections may be conducted in person, by mail, and electronically. The Board of Directors must ensure that double voting does not occur. Only votes on ballots deemed valid by the Board of Directors may be counted	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:	Section 5.Board Eligibility:
Only individuals 18 years or older 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. Should a sitting Board member move outside of the boundaries of Lawrenceville as defined by the City of Pittsburgh, they must immediately resign.	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 7. Board Applicant Review	Section 7. Nominating Committee
The Governance Committee shall review Board applicants for eligibility and present to the Board for approval before submitting the ballot to the membership.	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	ARTICLE 7. BOARD OF DIRECTORS
Section 4. Voting by Email:	Did not exist previously.
The President may authorize an electronic vote by email if a question needs to be acted upon by the board in between physical meetings. In the case of an electronic vote, a quorum shall be constituted when at least 60% of the members of the Board cast a vote by email. When authorizing an electronic vote by email, the President will detail a date and time that comments and votes will be accepted until. For any notice less than 72 hours, phone calls will also be made to notify board members of the electronic vote. Any action taken electronically will be formally recorded into the minutes of the next Board meeting.	
Section 5. Board Size:	Section 4. Board Size:
The number of Directors of the Corporation is no fewer than 10 and no more than 15. If the number of Directors of the Corporation falls fewer than 10, the remaining Board members will carry out the responsibilities of the Board until new Board members can be placed. The remaining Board members will replace the open positions with all due haste. If during a By-Ward election year there are no eligible candidates for a by-ward seat, the membership may elect an at-large candidate to serve as a Director for that Ward. This position will serve a 1-year term, standing for consideration at each election until an eligible by-ward candidate can be found.	The number of Directors of the Corporation is no fewer than 10 and no more than 13.
Section 6. <u>Board Member Replacement:</u>	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	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, if there is a tie for runner-up, or if there are multiple vacancies within a year, the Board will nominate a replacement(s), and upon a simple majority vote of the Board, this person will serve for the duration of the unexpired term.	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 8. <u>Board Member Attendance:</u>	Section 8.Board Member Attendance:
Expectations for attendance and notification of absences will be outlined in the Board Member Agreement.	Board Members are permitted to miss up to two Board meetings per year.
ARTICLE 9. QUORUM	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 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 11. DUTIES OF THE OFFICERS	ARTICLE 11. DUTIES OF THE OFFICERS
Section 2. <u>Vice President:</u> 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.	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, and 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 receive quarterly, or whenever they may require it, 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. 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 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,

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 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 appointed by the President of the Corporation. 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.	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:	Section 3. Standing and Ad-Hoc Committees Defined:
The Standing Committees of Lawrenceville United are: (1) Membership, Fundraising and Events, (2) Finance (3) Governance and Elections, (4) Housing, and (5) 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.	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.
ARTICLE 15. DISCRIMINATION	ARTICLE 15. DISCRIMINATION
In carrying out its purpose, the corporation will not discriminate in any way whatsoever on the basis of race, ethnicity, gender, gender identity, age, socio-economic status, national origin, immigration status, language, sexual orientation, disability, political affiliation, or religion.	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 18. CHECKS	ARTICLE 18. CHECKS
All checks or demands for money and notes of the Corporation over \$ 3,000.00 shall be signed by two authorized representatives of the corporation. Signatories may be one Officer and the Executive Director, or two Officers.	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

Section 1. Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, Director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, Directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the

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

right of an indemnified officer, Director, or employee under this Article shall apply to such officer, Director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

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 2. 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 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.

ARTICLE 20 POLICIES AND PROCEDURES	ARTICLE 20 POLICIES AND PROCEDURES
Section 1. Membership Welcome Packet:	Section 1.Membership Welcome Packet:
General and Associate Members will receive a welcome message via	General and Associate Members will receive a welcome packet
email that will contain Lawrenceville United's Mission statement and	including Lawrenceville United By-Laws, Lawrenceville United
contact information. It will also include links to Lawrenceville	Mission statement, contact information, and literature about
United's by-laws and information on how to become involved in the	community organizing.
organization. In the event that the new member does not have email	
access, accommodations will be made to mail a welcome packet to	
their address.	
Section 2. Member Participation at Board Meetings:	Section2. Member Participation at Board Meetings:
Meetings of the Board of Directors will be open to General and	Meetings of the Board of Directors will be open to General and
Associate Members unless the Board determines by a simple majority	Associate Members unless the Board determines by a simple majority
vote that the agenda of the meeting requires a closed-door meeting.	vote that the agenda of the meeting requires a closed door meeting.
The Executive Director must reserve meeting space sufficient to	The Executive Director must reserve meeting space sufficient to
accommodate the Board of Directors as well as any and all members	accommodate the Board of Directors as well as any and all members
who inform the Executive Director at least two weeks before the	who inform the Executive Director at least two weeks before the
Board meeting of their intention to attend. Members who arrive	Board meeting of their intention to attend. Members who arrive
without informing the Executive Director at least two weeks ahead of	without informing the Executive Director at least two weeks ahead of
the meeting will not be permitted to attend. Members may not vote at	the meeting will be ushered into the meeting room on a first come,
Board meetings. Member participation in Board discussion will be	first serve basis. Members may not vote at Board meetings. Member
determined by the Board President and may change throughout the	participation in Board discussion will be determined by the Board
meeting depending on the subject matter, time constraints, sensitivity	President and may change throughout the meeting depending on the
of issues, or for any reason presented by the President.	subject matter, time constraints, sensitivity of issues, or for any reason
	presented by the President.
Section 3. Summaries of Board Candidates:	Section 4. Summaries of Board Candidates:
Candidates for seats on the Board of Directors are obliged to write a	Candidates for seats on the Board of Directors will have the option to
short biography summarizing their views and/or accomplishments	summarize their views and/or accomplishments in a standardized
prior to the application deadline. These summaries will be made	format to be mailed 30 days before the May election.
available at the General Membership meeting and on the	
Lawrenceville United website.	