

BY-LAWS
Lawrenceville United

ARTICLE 1. NAME

The name of the Corporation shall be Lawrenceville United.

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.

ARTICLE 3. LOCATION

The registered office in the Commonwealth of Pennsylvania shall be located at 4839 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 City of Pittsburgh boundaries for the Lawrenceville neighborhood.

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 2. General and Associate Membership Dues:

Membership in Lawrenceville United can be obtained by paying a yearly membership fee to be determined by the Board of Directors, but at least one membership tier not to exceed the National Hourly Minimum Wage or by volunteering for two hours in a project approved by the Board of Directors.

Section 3. Powers of General Members:

Active General Members 18 years and older elect the Board of Directors. (See Article 6) In addition, General Members are encouraged to join and participate in Standing and Ad Hoc committees as created and permitted 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 the spring and second in the fall. 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, by a mailing, and/or by posting to Lawrenceville United's website.

Section 8. Proxy:

Members may not vote by proxy.

ARTICLE 6. ELECTIONS

Section 1. Annual Elections:

Lawrenceville United elections for the Board of Directors will be conducted annually at the spring General Membership meeting.

Section 2. Staggered Elections:

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

"B" year elections (At-Large) will be conducted in even years, with the remaining four to nine Board seats open for election to two-year terms.

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 at-large 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.

Section 4. Voting Methods

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.

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.

Section 6. New Board Member Start Date:

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

Section 7. Board Applicant Review

The Governance Committee shall review Board applicants for eligibility and present to the Board for approval before submitting the ballot to the membership.

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 per Director at all regular and special meetings.

Section 3. Proxy:

Voting by proxy is not permitted.

Section 4. Voting by Email:

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:

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.

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 and/or Executive Director. 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, 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.

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:

Expectations for attendance and notification of absences will be outlined in the Board Member Agreement.

ARTICLE 8. BOARD MEETINGS

Section 1. Board Meeting Requirements, Notification and Agenda:

At least 10 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 distributed 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 inconsistent 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.

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.

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 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 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.

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.

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 shall 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, ethnicity, gender, gender identity, age, socio-economic status, national origin, immigration status, language, sexual orientation, disability, political affiliation, or religion.

ARTICLE 16. AMENDMENTS

Amendments to the Bylaws may be adopted after 30 days published notice to the membership and a vote of all active members at the time of the published proposed change.

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 \$ 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.

ARTICLE 19. INDEMNIFICATION

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 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.

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 3. 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.

ARTICLE 20 POLICIES AND PROCEDURES

Section 1. Membership Welcome Packet:

General and Associate Members will receive a welcome message via email that will contain Lawrenceville United's Mission statement and contact information. It will also include links to Lawrenceville United's by-laws and information on how to become involved in the 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:

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 not be permitted to attend. 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 3. Summaries of Board Candidates:

Candidates for seats on the Board of Directors are obliged to write a short biography summarizing their views and/or accomplishments prior to the application deadline. These summaries will be made available at the General Membership meeting and on the Lawrenceville United website.

Section 4. Nomination of Board Members for Officers of the Board:

Board Members may nominate themselves in Officer elections.

Section 5. Board Member Follow-up after Missed Board Meeting:

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