

**BY-LAWS
OF
GREENFIELD COMMUNITY ASSOCIATION**

**ARTICLE I
NAME AND ADDRESS OF CORPORATION**

Section 1.1 **Name and Address.** The name of this Corporation is Greenfield Community Association. Its registered office is located at 511 Greenfield Avenue, City of Pittsburgh, County of Allegheny, Pennsylvania 15207.

**ARTICLE II
PURPOSE**

Section 2.1 The corporation is organized and shall be operated exclusively for charitable, fraternal, religious, cultural, educational or humanitarian purposes within or without the United States of America. In furtherance of such purposes it may promote, establish, conduct and maintain activities on its own behalf or it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities or nay thereof; and for such purposes it may solicit and receive funds and other property, real, personal and mixed, and interests therein, by gift, transfer, devise or bequest, and sell, invest, reinvest, hold, manage, administer, expend, and apply such funds and property, as it may from time to time receive as gifts, donations, or otherwise, from any corporation, partnership or individual, and to distribute any part of its principal and income, in the discretion of its Board of Directors, as contributions or donations for such purposes, within or without the United States of America, subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise, or bequest.

Notwithstanding any other provisions of these Articles, the corporation is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time (the "Code"), and shall not carry on any activity not permitted to be carried on by an organization exempt from Federal Income tax under Section 501(c)(3) of the Code or corresponding provisions of any subsequent tax law. Without limiting the generality of the foregoing, the corporation is established to fund, support, develop and enhance community spirit, volunteerism, athletic activities, and philanthropy among the citizens of the 15th Ward, City of Pittsburgh, Pennsylvania.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation). No member, trustee or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation's assets on the dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying and making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation to any such organization or organizations organized and operated exclusively for charitable, educational, religious, or

scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operating exclusively for such purposes. In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Code, the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code. Further, the corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943 of the Code; (c) make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945 of the Code or corresponding provisions of any subsequent tax law.

ARTICLE III
MEMBERSHIP

Section 3.1 **Membership.** The Corporation shall have no members and the Directors shall be solely responsible for the operation of the Corporation.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1 **Number.** The affairs of the Corporation shall be governed by a Board of Directors composed of not less than seven (7) nor more than eleven (11) persons.

The initial Board of Directors shall be appointed by the Incorporators of the Corporation named in the Certificate of Incorporation and shall be the following, with their respective terms:

One Year Term

- 1)
- 2)

Two Year Term

- 1)
- 2)

Three Year Term

- 1)
- 2)

Section 4.2 **Term.** Other than the Directors set forth in Section 4.1 who shall hold office as set forth in Section 4.1, each Director shall hold office for a term of three (3) years and until a successor has been selected and qualified, or until his/her earlier death, resignation or removal. The terms of the initial Directors have been staggered so that, to the degree possible, no greater than one-third of the subsequent directors shall be elected in any one year. Any changes in the number of directors shall be done in such a manner so as to

follow the intent of the preceding sentence. Ex-Officio Directors may also be appointed by the Board of Directors annually and shall serve until a successor has been selected and qualified, or until his/her earlier death, resignation or removal. Directors and Ex-Officio Directors may succeed themselves; however, no Director or Ex-Officio Director shall serve for more than six (6) consecutive years. Ex-Officio Directors shall be entitled to participate in all deliberations of the Board of Directors and shall have the same rights to information as the Board of Directors, but shall have no voting rights.

- Section 4.3 Qualification for Board of Director. A Board of Director must be at least eighteen (18) years of age, and must either reside, own real estate, or own a business in the Greenfield neighborhood, as it is more fully described in the Articles of Incorporation and Section 2.1 herein.
- Section 4.4 Qualifications for Voting. Any individual who is at least eighteen (18) years of age, and either resides, owns real estate or owns a business in the Greenfield neighborhood, as it is more fully described in the Articles of Incorporation and Section 2.1 herein, is eligible to vote at the annual meeting of the Corporation.
- Section 4.5 Governing Powers. The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of this Corporation.
- Section 4.6 Annual Meetings. The Board of Directors shall hold annual meetings of the Corporation on (), local time, or at such other date, time and place as the Board of Directors may determine from time to time. At such annual meeting the Director shall be elected for the ensuing year, the annual report shall be presented, and the Board of Directors shall consider such other business as may be brought before it.
- Section 4.7 Vacancies. Vacancies in the Board of Directors caused by any reason, including removal of a Director, shall be filled by appointment by the Board of Directors. Each person so appointed shall be a Director until a successor is elected.
- Section 4.8 Removal of Directors. Any Director may be removed from office by affirmative vote of the majority of Directors present at any official meeting for cause, such as absence from three (3) consecutive meetings without notifying the President. Advance notice of removal will be given to each Director, including the Director affected.
- Section 4.9 Compensation. No compensation shall be paid to Directors for their services as Directors or for their services in any other capacity, or pursuant to any other contractual arrangement whatever. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties.
- Section 4.10 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors.
- Section 4.11 Special Meetings. Special meetings of the Board of Directors may be called by the Chairman or President on three (3) days' notice to each Director, given personally or by mail, telephone, telegraph or facsimile transmission, which notice shall state the time, place and purpose of the meetings. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least three (3) Directors.
- Section 4.12 Meeting by Conference Telephone. One or more Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

- Section 4.13 Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the receipt of such notice. Attendance by a Director at any meeting of the Board without objection as to notice shall be a waiver of notice by him/her of the time and place thereof. If all the Directors are present at any meeting of the Board and no objection is made as to notice, no notice shall be required and any business may be transacted at such meeting.
- Section 4.14 Quorum. At all meetings of the Board of Directors, a majority of the Directors in office shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors then in office shall be the acts of the Board of Directors, except where a larger number is required by law, the Articles of Incorporation or these By-Laws. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice, if a quorum is present.
- Section 4.15 Action by Consent. Any lawful action of the Board of Directors may be taken without a meeting if written consent to such action is signed by all the Directors and filed with the minutes of the Board.
- Section 4.16 Executive Committee. The Board of Directors may appoint from among its members an Executive Committee of not less than two nor more than seven members, one of whom shall be the President, and shall designate one of such members as Chairman. The Board may also designate one or more of its members as alternates to serve as a member or members of the Executive Committee in the absence of a regular member or members. The Executive Committee shall possess and exercise all powers of the Board of Directors during the intervals between meetings.
- Section 4.17 Other Committees. The Board of Directors may appoint from among its members such other standing or temporary committees as it shall determine from time to time to be necessary or convenient to the management of the Corporation. Such committees shall have such powers as may from time to time be granted by resolution of the Board of Directors.
- Section 4.18 Employer. The Board of Directors shall employ such full or part-time employee as are deemed necessary to carry out the program and business of the Corporation. The conditions of employment shall be set by the Board of Directors.

ARTICLE V

OFFICERS

- Section 5.1 Designation. The principal officers of the Corporation shall be a President, Vice President, a Secretary and a Treasurer. All of the principal officers of the Corporation shall be elected by and from the Board of Directors. Any two offices, except those of the President and Secretary, may be held by the same person. The Directors may appoint an Assistant Secretary, an Assistant Treasurer and such other officers as in their judgment may be necessary.
- Section 5.2 Election of Officers. The officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting and, unless sooner removed by the Board, the officers shall serve for a term of one (1) year and/or until their successors are elected and shall qualify. If the election of officers shall not be held at that time, the election shall be held as soon as possible thereafter. Any vacancies occurring in officers shall be filled by the Board of Directors from time to time. The Board of Directors shall appoint such temporary

or acting officers as may be necessary during the temporary absence or disability of the regular officers.

- Section 5.3 **Removal.** Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his/her successor elected at any regular meeting of the Board of Directors or at any special meeting called for such purpose.
- Section 5.4 **President.** The President shall be the chief executive officer of the Corporation. The President shall make annual reports showing the condition of the affairs of the Corporation and make such recommendations as he/she thinks proper and submit the same to the Board of Directors at the annual meeting of the Board. He/She shall, from time to time, bring before the Board of Directors such information concerning the business and property of the Corporation as may require. He/She shall have the power to appoint such committees from time to time as he/she deems appropriate to assist in the conduct of the affairs of the Corporation.
- Section 5.5 **Vice Presidents.** There shall be one or more Vice Presidents, as the Board of Directors shall from time to time determine. In the absence of disability of the President, any one of the Vice Presidents designated by the President shall perform the duties and exercise the powers of the President. The Vice Presidents shall also perform such other duties as shall be prescribed by the Board of Directors.
- Section 5.6 **Secretary.** The Secretary shall keep the minutes of all meetings of the Board of Directors and of the Executive Committee. He/She shall have custody of the seal of the Corporation and of such other books and Records of the Corporation as the Board of Directors may provide. He/She shall perform the duties and functions customarily performed by the Secretary of a corporation, together with such other duties as the Board of Directors may provide.
- Section 5.7 **Treasurer.** The Treasurer shall have custody of the corporate funds and securities, and shall keep full and accurate account of all receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/She shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render an account of all his/her transactions as Treasurer and of the financial condition of the Corporation whenever called upon to do so.

ARTICLE VI

LIABILITY OF DIRECTORS AND OFFICERS

- Section 6.1 **Liability of Directors.** Except for responsibility or liability of a Director pursuant to any criminal statute or for payment of taxes pursuant to local, state or Federal law, a Director of the Corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action unless (a) such Director has breached or failed to perform his/her fiduciary duties as provided in Section 6.2 hereof and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- Section 6.2 **Directors' Fiduciary Duties.** A Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his/her duties as a Director (including as a member of any committee of the Board) in accordance with the standards set forth in Section 15 Pa. C.S.A. §512, 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 Corporation.

Section 6.3 Liability of Directors and Officers. As provided in 42 Pa. C.S.A. §8332.2, no Director or officer of the Corporation who serves without compensation, other than reimbursement for actual expenses, shall be liable for any civil damages as a result of any acts or omissions relating solely to the performance of his/her duties as a Director or officer, unless (a) the conduct of such Director or officer falls substantially below the standards generally practiced and accepted in like circumstances by similar persons performing the same or similar duties and (b) it is shown that the Director or officer did an act or omitted doing an act which he/she was under a recognized duty to another to do, knowing or having reason to know that the actor omission created a substantial risk of actual harm to the person or property of another.

ARTICLE VII INDEMNIFICATION

Section 7.1 Right to Indemnification. Representatives of the Corporation shall be entitled to indemnification as provided in the Nonprofit Corporation Law of 1988, 15 Pa. C.S.A. §§5741-5748.

Section 7.2 Preservation of Rights. No amendment or repeal of this Article shall adversely affect any right or protection extended to a representative hereunder for an act or failure to act occurring prior to the time of such amendment or repeal. Each representative shall be deemed to act in such capacity in reliance upon the rights of indemnification hereunder. The rights to indemnification hereunder shall continue as to a person who has ceased to be a representative and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7.3 Definitions. As used herein, references to a "representative" shall include without limitation any director, officer or employee.

Section 7.4 Mandatory Indemnification. The Corporation shall indemnify any person 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 (including, without limitation, any action threatened or instituted directly by or in the right of the Corporation) by reason of the fact that he/she is or was a board member, officer, employee, or agent of the Corporation as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including, without limitation, attorney's fees, filing fees, court reporters, fees, investigative costs, and transcript costs), judgments, fines, and amount paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/ her conduct was unlawful.

A person claiming indemnification shall be presumed, in respect of any action or omission giving rise to such claim for indemnification, to have acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal matter, to have had no reasonable cause to believe his/her conduct was unlawful, and the termination of any action, suit, or proceedings by judgment, order, settlement, or conviction, or upon a plea of no contest or its equivalent, shall not, of itself, rebut such presumption.

Section 7.5 Court-Approved Indemnification. Anything contained in the Articles, By-Laws or elsewhere to the contrary notwithstanding:

1. The Corporation shall not indemnify any person who was a party to any completed action or suit instituted by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a board member, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust, or other enterprise.

In respect of any claim, issue, or matter asserted in such action or suit as to which he/she is adjudged to be liable for acting with reckless disregard for the best interests of the Corporation or misconduct (other than negligence) in the performance of his/her duty of the Corporation, unless and only to the extent that the Court of Common Pleas of Allegheny County, Pennsylvania or the court in which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances of the law, he/she is fairly and reasonably entitled to such indemnify as such Court of Common Pleas or such other court shall deem proper; and

2. The Corporation shall promptly make any such unpaid indemnification as is determined by a court to be proper as contemplated.

Section 7.6 Indemnification for Expenses. Anything contained in the Articles, By-Laws, or elsewhere to the contrary notwithstanding, to the extent that a Board Member, Officer, employee, or agent has been successful on the merits or otherwise in defense, of any action, suit, or proceeding referred to in defense of any claim, issue, or matter therein, he/she shall be promptly indemnified against expenses (including, without limitation, attorney's fees, filing fees, court reporters' fees, investigation costs, and transcript costs) actually and reasonably incurred by him/her in connection therewith.

Section 7.7 Advances for Expenses. Expenses (including, without limitation, attorney's fees, filing fees, court reporters' fees, investigation costs, and transcript costs) incurred in defending any action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding to or on behalf of the person seeking indemnification promptly as such expenses are incurred by him/her, but only if such person shall first agree, in writing, to repay all amounts so paid in respect of any claim, issue, or other matter asserted in such action, suit, or proceeding in defense of which he/she shall not have been successful on the merits or otherwise:

1. If it ultimately is determined that he/she is not entitled to be indemnified by the Corporation; or
2. If, in respect of any claim, issue, or other matter asserted by or in the right of the Corporation in such action or suit, he/she is adjudged to be liable for acting with reckless disregard for the best interests of the Corporation;
3. Or misconduct (other than negligence) in the performance of his/her duty to the Corporation;
4. Or the court in which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances, he/she is fairly reasonably entitled to all or part of such indemnification.

Section 7.8 **Not Exclusive.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles or the By-Laws or any agreement, vote of disinterested Members or disinterested Board Members, or otherwise, both as to action in his/her other official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Board Member, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

If the Pennsylvania Nonprofit Corporation Law is hereafter amended to authorize further indemnification of any person entitled to indemnity under this Article, then the Corporation shall indemnify such person to the fullest extent permitted by the Pennsylvania Nonprofit Corporation Law, as so amended.

Section 7.9 **Insurance.** The Corporation may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit, or self-insurance, on behalf of any person who is or was a Board Member, Officer, employee, or agent of the Corporation.

ARTICLE VIII AMENDMENTS

Section 8.1 **Amendments.** Except as otherwise required by law and as provided herein, these By-Laws may be amended at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose, provided that written notice of the proposed amendment shall have been given at least ten (10) days prior to such meeting. All amendments to the Articles and to the By-Laws shall require a 2/3 vote of the Directors then in office. Notwithstanding any provisions contained herein to the contrary, no amendment of the By-Laws shall be effective which shall be inconsistent with the Articles of Incorporation.

ARTICLE IX MISCELLANEOUS

Section 9.1 **Fiscal Year.** The fiscal year of the Corporation shall begin on April 1 and end on March 31 of each year, except that the first fiscal year of the Corporation shall begin at the date of incorporation.

Section 9.2 **Annual Report.** The President and Treasurer shall present an annual report to the Board of Directors at its annual meeting showing in appropriate detail the assets and liabilities of the Corporation at the end of the immediately preceding fiscal year, principal changes in such assets and liabilities during such fiscal year, and revenues and disbursements of the Corporation during such fiscal year (both unrestricted and restricted to particular purposes and including separate data with respect to each trust fund held by or for Corporation).

Section 9.3 **Books and Accounts.** Books and accounts of the Corporation shall be kept under the direction of the Treasurer of the Corporation.

Section 9.4 **Execution of Corporate Documents.** With the prior authorization of the Board of Directors, all contracts shall be executed on behalf of the corporation by either the President or a Vice President and attested to by the Secretary or Treasurer, and all checks executed on behalf of the Corporation shall be executed by any two or more officers or designated agents as the Board of Directors shall determine from time to time.

- Section 9.5 Fidelity Bonds. The Board of Directors may require that all officers and employees of the Corporation having custody or control of corporate funds furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Corporation.
- Section 9.6 Dissolution of the Corporation. In the event of dissolution of the Corporation, the Board of Directors shall, after payment of all liabilities of the Corporation, dispose of the assets of the Corporation remaining in accordance with the plan adopted by the Directors. Such assets shall be distributed to similar organizations under section 501(c)(3) of the Internal Revenue Code. This distribution of assets must additionally include provisions allowing for all unexpended funds received from any City, State or Federal Grants to be disbursed in accordance with regulations attached to that Grant.
- Section 9.6 Political Activity. The Corporation shall in no way use corporate funds in the furtherance of, nor engage in, any political activity for or against any candidate for public office. Furthermore, no portion of its funds shall be used for lobbying or in any way attempting to influence legislation. However, this By-Law shall not be construed to limit the right of any Official or Member of the Corporation to appear before any governmental unit to testify about matters involving the Corporation.

SECRETARY'S CERTIFICATION

This is to certify that the foregoing By-Laws are a true and exact copy of the By-Laws adopted by the Board of Directors of Greenfield Community Association, this day of 18 August 2015.


Secretary