

BYLAWS OF ALLENTOWN COMMUNITY DEVELOPMENT CORPORATION

ARTICLE I

NAME, PURPOSE, AND FISCAL YEAR

Section 1 Name

The name of the corporation shall be Allentown Community Development Corp., henceforth known as ACDC. It shall be a nonprofit organization incorporated under the laws of the Commonwealth of Pennsylvania.

Section 2 Purpose

ACDC is organized as a nonprofit corporation, exclusively for charitable, educational, and social service purposes. The purpose of the ACDC is to bring residents and stakeholders together, serve as a community resource, and promote a progression of the residents of the Allentown Neighborhood.

Section 3 Area Boundaries

as defined by the current neighborhood map produced by the City of Pittsburgh

Section 4 Fiscal Year:

The Fiscal Year of the organization shall be from July 1 to June 30.

ARTICLE II

MEMBERSHIP

Section 1 Membership Criteria

The ACDC shall be a membership association incorporated in the Commonwealth of Pennsylvania as a not-for-profit corporation.

Section A Regular Member Eligibility

Regular membership of the Allentown CDC is open to any individual who resides or owns property in the neighborhood of Allentown. The length of regular membership is one year.

1) Regular Members Duties: Regular members are encouraged to join and participate in Standing and Ad Hoc Committees created by the Board of Directors and attend membership meetings.

Section B Associate membership

Associate membership is available to individuals who do not live or own property in the Allentown neighborhood, but who support the work of the Corporation. The length of regular membership is one year.

1) Associate Members Duties: Associate members are encouraged to participate in Standing and Ad Hoc Committees created by the Board of Directors and attend membership meetings.

Section C Voting

Regular and Associate members, who are 18 years and older and who have attended at least two memberships meetings or have volunteered at two ACDC sanctioned events within the past 12 months, may vote on items put forth by the Board of Directors. Each person is entitled to one vote. Proxy voting and email voting are prohibited.

Section 2 Membership Meetings and Notice

There shall be 3 regular membership meetings plus an Annual Meeting each fiscal year. Regular membership meetings shall be announced at least 10 days prior to the meeting date. Regular membership meetings shall be held at a time and place determined by the Board of Directors.

Section A Annual Meeting

The Annual Meeting will be held during the last month of the fiscal year. The Annual Meeting shall be announced at least 30 days prior to the meeting date and shall be held at a time and place determined by the Board of Directors.

Section B Special Membership Meetings

Special membership meetings may be called by a majority (51%) of the Board of Directors or by a petition of 10 percent of the members eligible to vote, provided that ten days written notice is given to the membership. Notice for Special membership meetings will be advertised for one week prior to the meeting date and shall include the purpose of said meeting.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1 Authority

The Board of Directors shall constitute the governing body of Allentown CDC and shall have full power to conduct, manage, and direct the business and affairs of the organization.

Section 2 Compensation

Directors shall receive no compensation for serving on the Board of Directors. Directors may be reimbursed for ordinary expenses incurred in the necessary transaction of the organization's business with prior permission from The Board of Directors.

Section 3 Board Composition

The Board of Directors will be composed a minimum of 5 and a maximum of 11 Directors. A majority (51%) of Directors must be residents of Allentown.

Section 4 Qualification

Directors shall be voting members of the organization and shall have served on a committee created by the Board of Directors for at least 6 months in the past calendar year. Directors must also be current in payment of dues (either monetary or in-kind services). No more than one member of a household or business may serve on The Board of Directors simultaneously.

Section 5 Dues

The Board of Directors shall set the amount of dues from time to time as it sees fit. Dues may either be monetary or in-kind services.

Section 6 Terms

Directors will be elected to serve a two year term. Directors may serve three (3) consecutive terms. Directors who have been off the Board for one year can return and serve another three (3) consecutive terms. Terms may be different for those Directors elected in the year these bylaws are adopted to create staggered terms.

Section A Staggered Terms

At the first annual meeting after the adoption of these bylaws, the Directors shall be divided into [two] approximately equal groups and designated by the Board to serve one and two years. Thereafter, the term of office of each Director shall be two (2) years.

Section 7 Director Nomination Process

Regular and Associate members and Directors may present the Nominating Committee with candidates for the Board to replace those whose terms will expire at the end of the fiscal year. Candidates will be deemed eligible for a Board seat through an application process created by the Board of Directors. During the last quarter of each fiscal year of the organization, the Nominating Committee shall prepare a listing of all eligible Board Candidates, including the name and a bio or resume for each candidate, and deliver the list to the Board at least two weeks before the Annual Meeting.

Section 8 Election Procedures

Elections of Directors to replace those whose terms will expire at the end of the fiscal year are elected at the Annual Meeting. New Directors shall be elected by a majority of the current Directors. Nominations may not be taken from the floor. All nominees will be given two minutes to speak at annual meeting. Directors so elected shall serve a term beginning at the first board meeting of the next fiscal year.

Section 9 Director Vacancies

When a vacancy on the board exists mid-term, the Nominating Committee must receive nominations for new members from the present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the vacated board member's term.

Section 10 Meetings and Notice

The board of Directors shall hold at least 6 meetings per fiscal year at such a time and place they determine. An official Board meeting requires that each Director have written (U.S. Mail or electronic mail) notice at least one week in advance of the meeting date. Telephone or video conferencing participation in board meetings is allowed.

Section 11 Special Board Meetings

Special meetings of the Board may be called by the President or by at least $\frac{1}{3}$ of the Directors serving on the Board. All Board members must be notified of the meeting time and place and reason for the special meeting (U.S. Mail, electronic mail, or telephone) at least two days before the date of the meeting. The agenda of the special meeting shall only address with the issue for which the meeting was called.

Section 11 Voting

Each member has one vote. A simple majority is required for a motion to pass. Voting by absentee is prohibited. Voting while participating in a Board meeting via telephone, conference call, or video call is permitted.

Section 12 Quorum

At all meetings of the Board of Directors, a majority (50% +1) of those who are currently serving on the Board shall be considered a quorum.

Section 13 Removal of Directors

Any Director may be removed at any regular or special meeting of the Board, by a two-thirds ($\frac{2}{3}$) vote of the Directors in office. Directors who incur three (3) unexcused absences from Board meetings shall be removed. The President shall determine whether an absence is unexcused. The Director affected shall receive notice in writing from the Secretary.

Section 1 Resignation

Directors may resign by notifying the Board President in writing. The resignation shall be effective upon said notice or on the date specified within the notice.

Section 14 Conflict of Interest

Any individual Director who stands to gain from a decision made by ACDC will:

- 1) Declare the conflict.
- 2) Abstain from any discussion.
- 3) Remove self from voting.

Directors shall review and sign a Conflict of Interest policy acknowledgement upon election to the Allentown Community Development Corp. Board. Directors in violation of the ACDC's Conflict of Interest Policy are subject to removal by the Board of Directors.

ARTICLE IV

Officers

Section 1 Composition

There shall be at least four officers of the Board, consisting of a President, Vice President, Treasurer, and Secretary. Additional vice presidents may be included as deemed necessary by the Board. All Officers will be members of the Board of Directors. A person may hold two (2) or more officer positions, provided that the same person not hold the positions of Treasurer and President at the same time.

Section 2 Duties of Officers

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice President, Treasurer, and Secretary. The President appoints committee chairs and committee members. The President shall be a member ex-officio of all committees, except the Nominating Committee.

The Vice President, in the absence of the President, shall chair the meetings.

The Treasurer shall make a report at each Board meeting on the finances. The Treasurer will chair the Finance Committee, assist in the preparation of budgets, help to develop fundraising plans, and make financial information available to the Board and general public. In the absence of the President and the Vice President, the Treasurer shall chair the meetings.

The Secretary shall be responsible for keeping records of the Board's actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Director, and assuring the corporate records are maintained. In the absence of the President, the Vice President, and the Treasurer, the Secretary shall chair the meetings.

Section 3 Election of Officers

Each officer shall be elected to no more than a one (1) year term, and shall hold office until the end of that term and until the election of a successor, or such officer's earlier death, resignation or removal. No officer may be elected to serve more than two (2) consecutive terms of one (1) year in duration, except the Secretary whom shall serve with no limit. Election of officers shall occur annually at the first meeting of the fiscal year.

Section 4 Resignations

Any officer may resign at any time by giving written notice to the President. The President may resign at any time by giving written notice to the Secretary. The resignation shall be effective upon said notice or on the date specified within the notice.

Section 5 Removal

Any elected or appointed officer may be removed at any time by the Board in the same manner as is provided herein for the removal of Directors.

Section 6 Vacancies

Any vacancy created by the death, resignation or removal of any officer may be filled, for the remainder of the unexpired term, by the Board, at a meeting of the Board, upon nomination by a Director and approval by a majority vote. A vacancy created by the death, resignation, or removal of the President may be temporarily filled by the Vice President until such time as the Board elects a new President.

ARTICLE IV BOARD COMMITTEES

Section 1 Establishment

The Board of Directors may establish and dissolve Standing and Ad Hoc committees as needed by a majority vote of the Board.

Section 2 Composition

All committees shall be comprised of at least one Director and shall have a Director as committee chair. The President appoints all committee members. Committee members may include Directors, Regular Members, and Associate Members. Committees may adopt such rules for the conduct of business that are appropriate and not inconsistent with these Bylaws or State laws.

Section 3 Standing Committees

Section A Executive Committee

The officers serve as the members of the Executive Committee. Except for the powers to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors. The annual budget will be set by the Executive Committee, the Board must approve the annual budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Finance Committee and the Board. If there is no formal Audit Committee in place, the Executive Committee may also review, evaluate, and select an auditor on a regular basis.

Section B Finance Committee

The Treasurer is the chair of the Finance Committee, which includes at least two (2), ~~but no more than five (5)~~, other Directors appointed by the President. The Finance Committee is responsible for developing and reviewing fiscal procedures, the fundraising plan, and contracts. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available upon written request to Directors and the public.

Section C Nominating Committee

The Nominating Committee shall include at least two other Directors and no more than three regular members. The composition of the Nominating Committee shall be such that the interests of the residents and business communities of Allentown are fairly represented. The President shall not serve on the Nominating Committee. The Nominating Committee shall be charged with the ongoing recruitment and presentation of Director Candidates.

Section D Membership Committee

The Membership Committee shall be responsible for the maintenance of membership records.

**ARTICLE V
CONTRACTS AND PAYMENTS**

Section 1 Contract and Payment Procedures

All contracts, agreements, checks and drafts, bills of exchange, all orders for the payment of money, and notes authorized by the Board shall, unless otherwise directed by the Board or required by law, be signed by the treasurer of the Corporation. All checks or demands for money and notes of the Organization over \$500 shall be signed by two authorized representatives of the organization.

**ARTICLE VI
INDEMNIFICATION**

Section 1 Indemnification by the Corporation

To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with

or resulting from any claim, action, suit, or proceeding (a) if such claim is wholly successful with respect thereto or, (b) if not wholly successful, then if such person is determined as provided in these Bylaws to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that such conduct was unlawful), then the Corporation shall indemnify the person. The termination of any claim, action, suit, or proceeding, by judgment, settlement (whether with or without court approval), or conviction, or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in these Bylaws.

Section 2 Definitions

Section A As used herein, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation, or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or her or his heirs or personal representatives) may become involved, as a party or otherwise:

1. By reason of his or her having been a director, officer, employee, or agent of the Corporation, or of any corporation where he or she served as such at the request of the Corporation, or
2. By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Corporation, or
3. By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at time such liability or expense shall have been incurred.

Section B As used herein, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements, and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

Section C As used herein, the term "wholly successful" shall mean:

1. Termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her;
2. Approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding; or
3. The expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a

settlement.

Section 3 Entitlement to Indemnification

Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification if special independent counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the “referee”), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in these Bylaws and if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee’s findings that are within the possession or control of the Corporation.

Section 4 Relationship to Other Rights

The right of indemnification provided in these Bylaws shall be in addition to any rights to which any person otherwise may be entitled.

Section 5 Extent of Indemnification

Irrespective of the provisions of these Bylaws, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees, agents, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6 Advancement of Expenses

Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7 Purchase of Insurance

The Board of Directors is empowered to purchase insurance covering the Corporation’s liabilities and obligations under these Bylaws and insurance protecting the Corporation’s directors, officers, employees,

agents, or other persons.

ARTICLE VII DISSOLUTION

Allentown Community Development Corp. may be dissolved by the affirmative vote of two-thirds of the entire membership of the Board of Directors at any regular or special meeting provided that written notice of such meeting and the purpose thereof has been given to each of the Directors at least ten (10) days prior to the date such meeting is held. Upon the dissolution of ACDC, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

- 1) No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on
 - a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or
 - b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
 - 2) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
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**ARTICLE VIII
AMENDMENTS**

Section 1 Amendment

These Bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out one month prior to the date they are to be voted on.

CERTIFICATION

These Bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on XX/XX/XX.

Secretary _____

Date _____

Last Update: 5/18/2015