

## **SOUTH SIDE SLOPES NEIGHBORHOOD ASSOCIATION ARTICLES OF INCORPORATION AND BYLAWS – May 2022**

### **ARTICLE I .NAME/LOCATION**

**Section 1.** The name of this Corporation will be South Side Slopes Neighborhood Association.

**Section 2.** The location of this Corporation will be Brashear Association, 2005 Sarah St., City of Pittsburgh, Commonwealth of Pennsylvania 15203.

**Section 3.** The Corporation may also establish and maintain such an office or offices in such a place or places as the Board of Directors may from time to time appoint or the business of the Corporation may require.

### **ARTICLE II- SEAL**

**Section 1.** The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization and the words “Corporate Seal, Pennsylvania.” Said seal may be used by causing it or a facsimile thereof to be impressed or affixed in any manner reproduced.

### **ARTICLE III .PURPOSE**

**Section 1.** The Corporation is organized and operated exclusively for educational and charitable purposes as such purposes are defined in section 501(c)(3) of the Internal Revenue Code and accompanying regulations and rulings. The purposes of this Corporation shall be to instruct the public on subjects useful to individuals and beneficial to the community and to combat community deterioration by:

- a. Promoting and providing social, cultural, educational and charitable evidence and activities in the South Side Slopes neighborhood.
- b. Engaging in programs and projects or the general welfare and safety of the South Side Slopes area.
- c. Encouraging renovation, restoration, preservation and general improvement of the South Side Slopes housing stock.
- d. Helping to ensure enforcement of City ordinances, maintenance of City property and performance of City services in the South Side slopes area.

**Section 2.** No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual and no member, director, officer or employee of the Corporation shall receive any pecuniary benefits of any kind except reasonable compensation for services in effecting the corporate purposes. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation (except as provided in section 501(h) of the Internal Revenue Code); nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

## **ARTICLE IV . MEMBERS**

**Section 1.** Classes of Members: There shall be two (2) classes of members, as follows:

- a. All residents of South Side Slopes are members of South Side Slopes Neighborhood Association.
- b. Voting Members: those members eighteen (18) years or older who attended at least two public meetings, events, or activities convened by the South Side Slopes Neighborhood Association in the past year.

**Section 2.** Qualifications: Member must be interested in the South Side Slopes area;

**Section 3.** The Board of Directors shall be the final arbiter of eligibility for membership and status as a voting member.

**Section 4.** Voting Rights: Each voting member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Members must be present to vote. No individual shall represent two (2) or more group members concurrently.

## **ARTICLE V . MEETING OF MEMBERS**

**Section 1.** Annual Meeting: The annual meeting will be held during the month of March at a location and time to be announced to the membership one month in advance for the purpose of electing directors and for the transaction of such business as may come before the meeting.

**Section 2.** General Meetings: A minimum of five General Meetings of the membership will be held at a location announced one month in advance of the established meeting

day. Two of these meetings will be neighborhood parties: a Christmas/Holiday Party and a Summer Party.

**Section 3.** Quorum for General Meeting and Annual Meeting: A quorum shall consist of fifteen (15) members in good standing, of which eleven (11) shall be voting members in good standing.

**Section 4.** Special Member Meeting: A special member meeting may be called by the Board of Directors in a minimum of three (3) days notice.

**Section 5.** Quorum for Special Member Meeting: A quorum shall consist of eleven (11) members in good standing, of which at least nine (9) shall be voting members in good standing.

**Section 6.** Withdrawal of a Quorum: The members present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

**Section 7.** Adjournment for Lack of Quorum: If a meeting cannot be organized because a quorum has not attended, those present may, except as provided by law, adjourn the meeting to such time and place as they may determine.

**Section 8.** Action by Members: Except as otherwise provided by law or by these Bylaws, whenever any corporate action is to be taken by vote of the Members of the Corporation, it shall be authorized by a majority of the votes cast by the voting members at a duly organized meeting of members.

**Section 9.** Organization: At every meeting of the members, the President of the Corporation shall act as Chairman of the Meeting. In the absence of the President, the Vice President shall preside. The Secretary or, in the absence of the Secretary, a person appointed by the Chairman of the meeting shall act as secretary.

## **ARTICLE VI- BOARD OF DIRECTORS**

**Section 1.** General Powers: The Board of Directors shall manage the Corporation and act in the name of the Corporation.

**Section 2.** Responsibility: The Board of Directors is responsible for delivery of policy, program direction, budget and dues structure of the Corporation.

**Section 3.** Composition: The Board of Directors shall be composed of eleven (11) members including elected officers of the Corporation and elected members.

**Section 4.** Term of Office: The terms of office for Board members will be two (2) years. However, five members of the initial Board of Directors shall serve a term until the next annual meeting, at which time they will stand for election to a full two-year term. Effective for Board members whose terms begin in 2019 and thereafter, Board members may not serve more than five consecutive terms. After being off the Board for at least one (1) year, the Board member shall be eligible to serve on the Board again.

**Section 5** Election to the Board: A nominating committee, which consists of the current Officers of Board must unanimously approve all nominees to be placed on the ballot. To be eligible, a nominee must be a voting member in good standing.

**Section 6.** Election: The Board of Directors of the Corporation shall be elected at the annual membership meeting of the Corporation.

**Section 7.** Vacancy: In case of vacancy of an officer or member of the Board of Directors, the Board of Directors shall elect the replacement at the next regular meeting of the Board of Directors, or as soon as possible.

**Section 8.** Quorum: A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**Section 9.** Withdrawal of a Quorum: The Directors present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

**Section 10.** Adjournment for Lack of Quorum: If a meeting cannot be organized because a quorum has not attended, those present may, except as provided by law, adjourn the meeting to such time and place as they may determine.

**Section 11.** The presence at any meeting of more than half of the Directors then in office shall constitute a quorum, and the acts of a majority of the Directors then present at any meeting at which a quorum was present shall be the acts of the Board.

**Section 12.** Any action required or permitted to be taken at a meeting of the Board, or any committee provided for in, or created pursuant to authority contained in, these Bylaws, may be taken without a meeting if consent in writing setting forth the action so

taken shall be signed by all the members of the Board or such committee, as the case may be.

**Section 13.** To the extent permitted by law, the Board shall have the power to delegate in writing from time to time such authority, as it may deem appropriate to any one or more of the directors, to the President or to any committee provided for in, or created pursuant to authority contained in, these Bylaws, in order that the affairs of the Corporation may be transacted with promptness and dispatch.

**Section 14.** The Board shall contract for such accounting, legal, insurance, financial and real estate services as it may deem appropriate.

**Section 15.** General Meeting: The Board of Directors shall meet monthly. The Board of Directors, following the annual meeting, shall determine the date, time and place of their monthly meetings. This provision of the Bylaws constitutes notice to all Directors of the Board and general meetings and no further notice shall be required, although further notice may be given. If more than 3 consecutive Board and general meetings are missed without notice, the Director shall be considered inactive and will be asked to leave the Board. Also, if more than 3 general and/or 3 Board meetings in one year are missed without notice, the same applies.

**Section 16.** Board meetings are closed to all non-board members. At the request of a Board member, however, and with the approval by the majority of the Officers, a non-board member may attend or present before a meeting of the Board.

**Section 17.** The Board of Directors may call special meetings, as it deems necessary.

**Section 18.** Removal: Any Board member or officer, elected or appointed to office may be removed by a majority vote of the Board whenever, in their judgment, the best interests of this Corporation will be served. However, any removal will be without prejudice to the member or officer removed.

**Section 19.** The initial Board of Directors shall consist of the following individuals:

Beverly Bagosi Boggio, President (two-year term)

Joseph S. Balaban, Vice President (two-year term)

Joan M. Burke, Treasurer (two-year term)

Joseph L. Ciccola

Kay Comini (two-year term)

Melissa E. Golba, Secretary and Chairperson Funding  
Claudia Hart (two-year term)  
Elizabeth B. Kripp, Chairperson Outreach (two-year term)  
Brad M. Palmisiano  
Wm. Schaefer  
Jan ice Serra, Chairperson Beautification

**Section 20.** Powers; Personal Liability:

a. General Rule: Unless otherwise provided by statute, all powers vested by law in the Corporation shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

b. Standard of Care; Justifiable Reliance: A Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(1) One or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.

(2) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person.

(3) A committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

c. Consideration of Factors: In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of subsection b.

d. Presumptions: 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 interests of the Corporation.

e. Personal Liability of Directors:

(1) A Director shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless:

(i) the Director has breached or failed to perform the duties of his or her office under this Section; and

(ii) the breach of failure to perform constitutes self-dealing, willful misconduct or recklessness.

(2) The provisions of Paragraph (1) shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or the liability of a Director for the payment of taxes pursuant to local, State or Federal law.

f. Notation of Dissent: A Director who is present at a meeting of the Board of Directors, or of a committee of the Board, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the Director files a written dissent to the action with the Secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action. Nothing in this Section shall bar a Director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon

receipt of a copy of such minutes, the Director notifies the Secretary, in writing, of the asserted omission or inaccuracy.

## **Section 21.** Conflict of Interest

*a. Purpose:* The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

*b. Definitions:*

(1) Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(2) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.



### *c. Procedures*

(1) Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(2) Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(3) Procedures for Addressing the Conflict of Interest:

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(4) Violations of the Conflicts of Interest Policy:

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

*d. Records of Proceedings*

(1) The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

*e. Compensation*

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

*f. Annual Statements*

(1) Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

*g. Periodic Reviews*

(1) To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

*h. Use of Outside Experts*

(1) When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE VII . OFFICERS**

**Section 1.** Names: The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. A Board member may hold more than one office.

**Section 2.** Election and Term of Office: The officers of the Corporation shall be elected annually by the Board of Directors within thirty (30) days after their election to the Board. To be eligible to be an Officer of the Corporation, one must be a member in good standing of the Board of Directors. Term of office shall be one (1) year and each officer shall hold office until his/her successor shall have been duly elected.

**Section 3.** President: The President shall, in general, supervise and control all of the business affairs of the Corporation as determined by the membership. He/she shall preside at all meetings of the Board of Directors and meetings of the general membership. He/she shall make all the appointments with the approval of the Board of Directors and, in general, he/she shall perform all duties pertaining to the office of the President. The President will be an ex-officio member of all committees.

**Section 4.** Vice President: In the absence of the President or, in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President as directed by the Board of Directors and the general membership.

**Section 5.** Secretary: The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws, or as required by law; be custodian of the Corporate records and of the seal of the Corporation, and see that the seal of the Corporation is affixed to all documents and the execution on behalf of the Corporation under its seal is duly authorized; keep a register of the post office address of each member of the Board of Directors and general membership and any activities thereof (for example, donations and attendance at meetings and events). The Secretary shall also keep the minutes of the meetings of the Board of Directors and general membership in one or more books provided for that purpose and such other duties as from time to time may be assigned to him/her by the Board of Directors. In general, the Secretary shall perform all duties pertaining to the office of secretary and such other duties as from time to time may be assigned to him/her by the Board of Directors.

**Section 6.** Treasurer: He/she shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, and other depositories as shall be in accordance with the bylaws. In general, perform all the duties as from time to time may be assigned to him/her by the Board of Directors. The Treasurer alone may not sign any checks, drafts or orders for the payment of money, notes or other evidences of the indebtedness issued in the name of the Corporation.

**Section 7.** The initial Officers of the Corporation shall be as follows:

Beverly Bagosi Boggio, President

Joseph S. Balaban, Vice President

Melissa E. Golba, Secretary

Joan M. Burke, Treasurer

**Section 8.** Subordinate Officers, Committees and Agents: The Board of Directors may from time to time elect such other Officers and appoint such committees, employees or other agents as the business of the Corporation may require, including one or more Assistant Secretaries, one or more Assistant Treasurers and an Archivist, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any Officer or committee the power to elect subordinate Officers and to retain or appoint employees or other agents, or committees thereof and to prescribe the authority and duties of such subordinate Officers, committees, employees or other agents.

**Section 9.** Authority: All Officers of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided by or pursuant to resolutions or orders of the Board of Directors or in the absence of controlling provisions in the resolutions or orders of the Board of Directors, as may be determined by or pursuant to these Bylaws.

**Section 10.** Standard of Care: Except as otherwise provided in the Bylaws, an Officer shall perform his or her duties as an Officer in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs his or her duties shall not be liable by reason of having been an Officer of the Corporation.

**Section 11.** Salaries: The salaries of the Officers, Subordinate Officers, employees and other agents appointed or elected by the Board of Directors shall be fixed from time to time by the Board of Directors or by such Officer as may be designated by resolution of the Board.

a. The SSSNA Board of Directors will follow a conflict of interest policy when approving compensation arrangements with officers, directors, trustees, employees and independent contractors.

b. The SSSNA Board of Directors will approve compensation arrangements in advance of paying compensation to officers, directors, trustees, employees, and independent contractors.

c. The SSSNA Board of Directors will document in writing the date and terms of approved compensation arrangements with officers, directors, trustees, employees, and independent contractors.

d. The SSSNA Board of Directors will record in writing the decision made by each individual who decided or voted on compensation arrangements for officers, directors, trustees, employees, and independent contractors.

e. The SSSNA Board of Directors will approve compensation arrangements based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations.

f. The SSSNA Board of Directors will record in writing both the information on which the SSSNA Board relied to base the decision and its source.

## **ARTICLE VIII . CONTRACTS, CHECKS, DEPOSITS & FUNDS**

**Section 1.** Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contracts or execute and deliver any instruction in the name of and on behalf of the Corporation, such authority may be general or confined to specific instances.

**Section 2.** Checks, Drafts, etc.: All checks, drafts or orders of payment of money, notes or other evidence of the indebtedness issued in the name of the Corporation shall be signed by two (2) of the four (4) following designated officers of the Corporation: President, Vice President, Secretary and Treasurer or Board members authorized by the President and Treasurer.

**Section 3.** Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4.** Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift bequest or device for the general purpose or for any special purpose of the corporation.

## **ARTICLE IX BOOKS & RECORDS**

**Section 1.** Books and Records: The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors, general membership and all committee meetings. All books and records shall be accessible for review by members in good standing of the Corporation.

## **ARTICLE X FISCAL YEAR**

**Section 1.** Fiscal Year: The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

## **ARTICLE XI- ANNUAL MEETING, ELECTION OF OFFICERS AND BOARD OF DIRECTORS**

**Section 1.** Annual Meeting: The annual meeting will be held during the month of March at a location and time to be announced to the membership one month in advance for the purpose of electing the Board of Directors, and for the transaction of such business as may come before the membership.

**Section 2.** Constitution and Reconstitution of the Board: Within thirty (30) days after the annual meeting, the Board of Directors shall conduct a meeting to constitute or reconstitute the Board.

## **ARTICLE XII RULES OF ORDER**

**Section 1.** The president of the Board of Directors or the Meeting Chair may use or may waive use of Robert's Rules of Order (as revised) upon his/her discretion at meetings. The minutes should reflect this.

## **ARTICLE XIII AMENDMENT OF BYLAWS**

**Section 1.** Amendment: These bylaws may be amended by the voting membership. Amendment requires a two (2) month process: first month introduction of amendment proposal; second month discussion of said proposal, followed by a vote on said proposal. However, one month's written notice of such proposal shall be furnished to

all members. A two- thirds majority of the voting members in good standing and present at the meeting shall be required for passage of any amendment.

**Section 2.** All Amendments to be in Writing: All amendments to the Bylaws shall be in writing when voted upon or shall be reduced to writing within seven days thereafter. A duly certified copy of the amendment, signed by the President and the Secretary, shall be placed in the minutes of the meetings of the Board of Directors and shall be attached to these bylaws.

## **ARTICLE XIV DISSOLUTION**

**Section 1.** Dissolution: In the event the Corporation is dissolved and liquidated, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, distribute the corporate property and assets to such organization or organizations as in their judgment have purposes most closely allied to those of this Corporation; provided, however, that the transferee organization or organizations shall then be a qualified tax exempt charitable organization within the meaning of section 501(c)(3) and 170(b)(1)(A) [other than in clauses (vii) and viii] of the Internal Revenue Code or their successor provisions, shall have been in existence and so described for a continuous period of at least sixty (60) calendar months and shall also be an organization to which contributions are deductible under sections 170, 2055 and 2511 of the Internal Revenue Code or successor provisions. Any of the property or assets not so distributed shall be disposed of by the Court having jurisdiction of the dissolution and liquidation of a Pennsylvania no-profit corporation exclusively to such charitable organization or organizations as are then qualified tax exempt organizations as defined above.

## **ARTICLE XV RATIFICATION**

**Section 1.** The Corporation hereby ratifies all acts and contracts of the unincorporated association previously known as South Side Slopes Neighborhood Association. The Board shall take such steps as are reasonably required to assume all contracts of that previously unincorporated association.

**Section 2.** The Corporation hereby assumes all debts and obligations of the previously unincorporated association known as South Side Slopes Neighborhood Association. The Board shall take such steps as are reasonably required to assume all debts and obligations of that previously unincorporated association.



**Section 3.** The Corporation hereby assumes ownership, possession and control of all assets of the unincorporated association previously known as South Side Slopes Neighborhood Association. The Board shall take such steps as are reasonably required to transfer ownership, possession and control of those assets to the Corporation.

## **ARTICLE XVI- INDEMNIFICATION**

**Section 1.** Right to Indemnification: Except as prohibited by law or as specified in these Bylaws, every Director and Officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against all expenses, liability and loss (including without limitation, attorney's fees, judgments, fines, taxes, penalties and amounts paid in settlement) paid or incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of the Corporation or otherwise, in which he may be involved, as a party or otherwise, by reason of such person being or having been a Director or Officer of the Corporation or by reason of the fact such person is or was serving at the request of the Corporation as a Director, Officer, Employee, Fiduciary or other representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, employee benefit plan or other entity or enterprise (such claim, action, suit or proceeding hereinafter being referred to as an "Action"); provided, that no such right of indemnification shall exist with respect to an Action brought by an Indemnitee (as hereinafter defined) against the Corporation except as provided in the last sentence of this Section 1. Persons who are not Directors or Officers of the Corporation may be similarly indemnified in respect of service to the Corporation or to another such entity at the request of the Corporation to the extent the Board of Directors at any time denominates any of such persons as entitled to the benefits of this Article XVI. As used in this Article XVI, "Indemnitee" shall include each Director and Officer of the Corporation and each other person denominated by the Board of Directors as entitled to the benefits of this Article XVI. An Indemnitee shall be entitled to be indemnified pursuant to this Section 1. for expenses incurred in connection with any Action brought by such Indemnitee against the Corporation only if the Action is a claim for indemnity or expenses under Section 3. of this Article XVI or otherwise and either (i) the Indemnitee is successful in whole or in part in the Action for which expenses are claimed or (ii) the indemnification for expenses is included in a settlement of the Action or is awarded by a court.

**Section 2.** Right to Advancement of Expenses: Every Indemnitee shall be entitled as of right to have his expenses in any Action (other than an Action brought by such Indemnitee against the Corporation) paid in advance by the Corporation prior to final disposition of such Action, subject to any obligation which may be imposed by law or by provision of the Corporation's Articles of Incorporation, these Bylaws, an agreement or otherwise to reimburse the Corporation in certain events.

**Section 3.** Right of Indemnitee to Initiate Action: If a written claim under Section 1. or Section 2. is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the Indemnitee may at any time thereafter initiate an Action against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the Indemnitee shall also be entitled to be paid the expenses of prosecuting such Action. It shall be a defense to any Action to recover a claim under Section 1. that the Indemnitee's conduct was such that under Pennsylvania law the Corporation is prohibited from indemnifying the Indemnitee for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel and its Members) to have made a determination prior to the commencement of such Action that indemnification of the Indemnitee is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its Members) that the Indemnitee's conduct was such that indemnification is prohibited by law, shall be a defense to such Action or create a presumption that the Indemnitee's conduct was such that indemnification is prohibited by law. The only defense to any such Action to receive payment of expenses in advance under Section 2. shall be failure to make an undertaking to reimburse if such an undertaking is required by law or by provision of the Corporation's Articles of Incorporation, these Bylaws, an agreement or otherwise.

**Section 4.** Insurance and Funding: The Corporation may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any expense, liability or loss asserted or incurred by such person in connection with any Action, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss by law or under the provisions of this Article XVI. The Corporation may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

**Section 5. Non-Exclusivity; Nature and Extent of Rights:** The rights of indemnification and advancement of expenses provided for in this Article XVI (i) shall not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any Indemnitee may be entitled under the Corporation's Articles of Incorporation or these Bylaws, any agreement, any vote of Members or Directors or otherwise, (ii) shall be deemed to create contractual rights in favor of each Indemnitee, (iii) shall continue as to each person who has ceased to have the status pursuant to which he was entitled or was denominated as entitled to indemnification hereunder and shall inure to the benefit of the heirs and legal representatives of each Indemnitee and (iv) shall be applicable to Actions commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof. The rights of indemnification provided in this Article XVI may not be amended or repealed so as to limit in any way the indemnification or the right to advancement of expenses provided for herein with respect to any acts or omissions occurring prior to the adoption of any such amendment or repeal.

**Section 6. Arbitration:**

a. General Rule. Any dispute related to the right to indemnification, contribution or advancement of expenses as provided under this Article XVI, except with respect to indemnification for liabilities arising under the Securities Act of 1933 that the Corporation has undertaken to submit to a court for adjudication, shall be decided only by arbitration in the metropolitan area in which the principal executive offices of the Corporation are located at the time, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association, before a panel of three arbitrators, one of whom shall be selected by the Corporation, the second of whom shall be selected by the indemnified representative and the third of whom shall be selected by the other two arbitrators. In the absence of the American Arbitration Association, or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated, or if one of the parties fails or refuses to select an arbitrator or if the arbitrators selected by the Corporation and the indemnified representative cannot agree on the selection of the third arbitrator within 30 days after such time as the Corporation and the indemnified representative have each been notified of the selection of the other's arbitrator, the necessary arbitrator or arbitrators shall be selected by the presiding judge of the court of general jurisdiction in such metropolitan area.

b. Burden of Proof: The party or parties challenging the right of an indemnified representative to the benefits of this Article shall have the burden of proof.

c. Expenses: The Corporation shall reimburse an indemnified representative for the expenses (including attorneys' fees and disbursements) incurred in successfully prosecuting or defending such arbitration.

d. Effect: Any award entered by the arbitrators shall be final, binding and nonappealable and judgment may be entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the Corporation shall be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the indemnified representative under Section 1 in a proceeding not directly involving indemnification under this Article. This arbitration provision shall be specifically enforceable.

## **ARTICLE XVII . INTERESTED DIRECTORS**

### **Section 1.** Interested Directors or Officers; Quorum:

a. General Rule: A contract or transaction between the Corporation and one or more of its Directors or Officers or between the Corporation and another Corporation, partnership, joint venture, trust or other enterprise in which one or more of its Directors or Officers are Directors or Officers or have a financial or other interest, shall not be void or voidable solely for that reason, or solely because the Director or Officer is present at or participates in the meeting of the Board of Directors that authorizes the contract or transaction, or solely because his, her or their votes are counted for that purpose, if:

(1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum;

(2) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Shareholders entitled to vote thereon and the contract or transaction is specifically approved in good faith by vote of those Shareholders; or

(3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or the Shareholders.

b. Quorum: Common or interested Directors may be counted in determining the

presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in subsection (a) of this Section.

## **ARTICLE XVIII FINANCES**

**Section 1. Checks:** All checks or demands for money and notes of the Corporation shall be signed by such Officer or Officers as the Board of Directors may from time to time designate.

**Section 2. Deposits:** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the Board of Directors shall from time to time determine.

## **ARTICLE XX CORPORATE RECORDS**

**Section 1. Required Records:** The Corporation shall keep complete and accurate books and records of account, minutes of the proceedings of the incorporators, Members and Directors and a membership register giving the names and addresses of all Members and the number and class of each. The membership register shall be kept by the Secretary at either the registered office of the Corporation in the Commonwealth of Pennsylvania or at its principal place of business wherever situated or at the office of its registrar or transfer agent. Any books, minutes or other records may be in written form or any other form capable of being converted into written form within a reasonable time.

**Section 2. Right of Inspection:** Every Member shall, upon written verified demand stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the incorporators, Members and Directors and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of the person as a Member. In every instance when an attorney or other agent is the person who seeks the right of inspection, the demand shall be accompanied by a verified power of attorney or other writing that authorizes the attorney or other agent to so act on behalf of the Member. The demand shall be directed to the Corporation at its registered office in the

Commonwealth of Pennsylvania or at its principal place of business wherever situated.