CONSTITUTION AND BY-LAWS

SUMMER HILL CITIZENS' COMMITTEE (SHCC)

(By-Laws effective January 1, 2006)

ARTICLE I – NAME

The name of this organization shall be the Summer Hill Citizens' Committee (SHCC).

ARTICLE II – AREA

The SHCC shall represent the geographical area in the 26th Ward of the City of Pittsburgh, Pennsylvania, designated as Summer Hill.

ARTICLE III – PURPOSE

The SHCC is formed exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Its purpose is to improve the quality of life in this community by:

- Providing a forum for meeting and discussing community issues.
- Publicizing vital services, programs, and resources available to the community.
- Prioritizing economic, social, and civic goals of the community and soliciting support to achieve defined community goals.
- Serving as a representative body for residents, property owners, businesses, and organizations in the neighborhood in dealing with city, county, state, and federal governments, as well as other organizations and institutions impacting the community.

In performing its functions, the SHCC will receive and administer funds exclusively for educational and charitable purposes.

ARTICLE IV – MEMBERSHIP

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1. Member in Good Standing: A member in good standing is an individual or organization that has paid dues for the current year, has attended at least two (2) meetings in the past twelve (12) months, and falls into one of the following two classifications:

- **Individual Membership:** Any individual of legal voting age (18 years or older) who is a resident (including members of the same household) and/or property owner in the

neighborhood defined as Summer Hill.

- **Group Membership:** Recognized organizations in the neighborhood of an educational, social, civic, religious, business, or fraternal nature, as well as organizations owning property in the neighborhood. Each group member has the privilege of sending one (1) certified delegate with voting power to represent the organization. No delegate shall represent two or more group members concurrently. In the unavoidable absence of a delegate, the group member may send an alternate. If the designated representative of a group member is also an individual member, that person is entitled to only one vote.

2. Associate Membership: Also eligible for associate membership are any individuals, organizations, or business establishments located in close proximity to the border of Summer Hill, though not within its boundaries. Public officials and representatives of organizations whose activities affect the welfare of the area are also eligible. All associate memberships require approval by the Executive Board or membership. Associate members do not have the right to vote or hold office, but may attend meetings and address the assembly.

ARTICLE V – OFFICERS AND ELECTIONS

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1. The Officers of the SHCC shall be the President, Vice-President, Treasurer, Secretary, and Sergeant-at-Arms.

2. Officers and Executive Board Directors (see Article VII) shall be elected at the annual meeting for a term of one (1) year, beginning on January 1 following the election.

3. Nominations shall take place at the regular membership meeting immediately preceding the annual meeting.

4. A vacancy occurring in any office prior to the expiration of the term shall be filled at the next scheduled meeting of the membership.

5. Only members in good standing who have attended at least two (2) meetings prior to the election shall be eligible to vote. Only individual members in good standing who have attended a minimum of 50% of the regular membership meetings during the preceding year shall be eligible to serve as Officers or Directors of the Board.

6. Voting for Officers and Executive Board members shall be by secret ballot; however, if there is only one nomination for an office, election for that office may be by acclamation.

7. Officers and Directors shall receive no compensation, incidental or otherwise, unless specifically authorized by a vote of the general membership.

ARTICLE VI – DUTIES OF OFFICERS

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1. President: The President shall preside over all meetings of the SHCC, appoint special committees, and perform all other duties usually pertaining to the office.

2. Vice-President: The Vice-President shall perform the duties of the President in the absence or inability of the President to act, and shall assist the President when called upon.

3. Treasurer: The Treasurer shall be responsible for the collection and disbursement of all funds and the payment of all approved bills. The Treasurer shall submit a written financial statement (including the most recent account statement) at each regular membership meeting and present a comprehensive report at the annual meeting. All checks must be signed by two (2) authorized Officers or Executive Board members whose signatures are on file with the financial institution.

4. Secretary: The Secretary shall keep an accurate record of the proceedings of all meetings and manage official correspondence as directed by the President or the Executive Board.

5. Sergeant-at-Arms: The Sergeant-at-Arms shall maintain order at meetings under the direction of the President, ensure that all attendees register their names on the attendance roster, and manage the orderly operation of the election process whenever a secret ballot is required.

ARTICLE VII – EXECUTIVE BOARD

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1. The Executive Board of the SHCC shall consist of the Officers and at least two (2) and no more than four (4) Directors. The Executive Board is vested with the authority to manage the business and affairs of the organization.

2. All Executive Board members are entitled to one (1) vote at any Executive Board meeting.

3. When a Director resigns, passes away, or is removed, the membership may elect, by a majority vote of members present, a Director to serve the unexpired term. Notice of such election must be provided to the full membership prior to the vote.

4. Limitation of Liability: No person who is or was an Officer or Director of this organization shall be personally liable for monetary damages for any action taken, or any failure to take action, as an Officer or Director, unless:

- The Officer or Director has breached or failed to perform the duties of the office as set forth under Section 511 of the Pennsylvania Directors' Liability Act (15 Pa. C.S. § 511) or corresponding provisions of subsequent Pennsylvania law; and
- The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

This limitation of liability 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.

If Pennsylvania law is hereafter amended to authorize further elimination or limitation of the liability of directors, the liability of Officers and Directors of the SHCC shall be limited to the fullest extent permitted by amended law.

ARTICLE VIII – COMMITTEES

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1. Committees deemed necessary to carry out the work of the SHCC may be appointed by the President.

2. All committee appointments shall be approved by the Executive Board. Committee Chairs are not required to be members of the Executive Board.

ARTICLE IX – DUES AND MEETINGS

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1. Regular meetings of the SHCC shall be held on the third Tuesday of each month.

2. Special meetings may be called by the President as needed. All members shall be notified prior to any proposed special meeting. The business of a special meeting shall be limited exclusively to the purpose stated in the meeting notice.

3. The Annual Meeting of the membership shall be held in October of each year and shall serve as the regular membership meeting for that month.

4. Each individual member and designated group delegate in good standing at the time of voting shall be entitled to one (1) vote. Actions shall be decided by a majority vote of those present and eligible to vote.

5. Dues for the following year shall be voted upon by the membership at the September regular meeting.

6. Annual dues must be paid to maintain voting privileges. The fiscal year shall run from January 1 through December 31. Any new member joining after the October meeting shall be considered a member in good standing for the remainder of the current fiscal year as well as the entire subsequent fiscal year.

7. A quorum consisting of one more than two-thirds (2/3) of the average attendance at the previous three (3) regular membership meetings shall be required to transact business (other than adjournment) at any membership meeting.

8. The reading and approval of minutes, along with a Treasurer's report, shall occur at the beginning of every regular meeting.

ARTICLE X – REMOVAL FROM OFFICE

An Officer or Board Director may be removed from office by a majority vote of the members present at an official meeting when, in their judgment, such removal serves the best interest of the SHCC. Written notice of the proposed action shall be sent to the affected Officer or Director prior to the meeting.

ARTICLE XI – RULES OF ORDER

Sturgis Standard Code of Parliamentary Procedure (or Robert's Rules of Order) shall govern the proceedings of the SHCC in all cases to which they are applicable and in which they are not inconsistent with this Constitution and By-Laws.

ARTICLE XII – AMENDMENTS AND BY-LAWS

Amendments or additions to this Constitution and By-Laws may be adopted upon written presentation of the proposed change at a regular membership meeting, followed by approval by a majority vote of members present at that meeting and at a subsequent regular membership meeting. Advance written notice of proposed amendments must be provided to all members prior to the vote at the subsequent meeting.

ARTICLE XIII – DISSOLUTION

Upon the dissolution of the corporation, the Executive Board shall, after paying or making provision for the payment of all liabilities of the organization, dispose of all remaining assets exclusively for the purposes of the organization, or transfer them to one or more organizations organized and operated exclusively for exempt purposes under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code).