Bylaws of

The Mexican War Streets Society

Incorporated

(A nonprofit corporation)

Revised February 2016
# Table of Contents

<table>
<thead>
<tr>
<th>Article</th>
<th>Title</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Article One</td>
<td>Introductory</td>
<td>4</td>
</tr>
<tr>
<td>1.01</td>
<td>Definition of Bylaws</td>
<td>4</td>
</tr>
<tr>
<td>1.02</td>
<td>Purposes and Powers</td>
<td>4</td>
</tr>
<tr>
<td>Article Two</td>
<td>Offices</td>
<td>4</td>
</tr>
<tr>
<td>2.01</td>
<td>Principal and Branch Offices</td>
<td>4</td>
</tr>
<tr>
<td>2.02</td>
<td>Location of Registered Office</td>
<td>4</td>
</tr>
<tr>
<td>Article Three</td>
<td>Membership</td>
<td>5</td>
</tr>
<tr>
<td>3.01</td>
<td>Definition of Membership</td>
<td>5</td>
</tr>
<tr>
<td>3.02</td>
<td>Classes of Membership</td>
<td>5</td>
</tr>
<tr>
<td>3.03</td>
<td>Qualifications of Membership Classes</td>
<td>5</td>
</tr>
<tr>
<td>3.04</td>
<td>Levels of Membership</td>
<td>5</td>
</tr>
<tr>
<td>3.05</td>
<td>Qualifications of Membership Levels</td>
<td>5</td>
</tr>
<tr>
<td>3.06</td>
<td>Members’ Dues</td>
<td>5</td>
</tr>
<tr>
<td>3.07</td>
<td>Place of Members Meetings</td>
<td>6</td>
</tr>
<tr>
<td>3.08</td>
<td>Annual Members Meeting</td>
<td>6</td>
</tr>
<tr>
<td>3.09</td>
<td>Regular Members Meetings</td>
<td>6</td>
</tr>
<tr>
<td>3.10</td>
<td>Special Members Meetings</td>
<td>6</td>
</tr>
<tr>
<td>3.11</td>
<td>Voting Rights of Members</td>
<td>6</td>
</tr>
<tr>
<td>3.12</td>
<td>Proxies</td>
<td>7</td>
</tr>
<tr>
<td>3.13</td>
<td>Quorum of Members</td>
<td>7</td>
</tr>
<tr>
<td>3.14</td>
<td>Transferability of Membership</td>
<td>7</td>
</tr>
<tr>
<td>3.15</td>
<td>Termination of Membership</td>
<td>7</td>
</tr>
<tr>
<td>3.16</td>
<td>Members Meeting Agenda</td>
<td>7</td>
</tr>
<tr>
<td>Article Four</td>
<td>Directors</td>
<td>7</td>
</tr>
<tr>
<td>4.01</td>
<td>Definition of Board of Directors</td>
<td>7</td>
</tr>
<tr>
<td>4.02</td>
<td>Structure of the Board of Directors</td>
<td>8</td>
</tr>
<tr>
<td>4.03</td>
<td>Qualifications of Directors</td>
<td>8</td>
</tr>
<tr>
<td>4.04</td>
<td>Number of Directors</td>
<td>8</td>
</tr>
<tr>
<td>4.05</td>
<td>Classes of Directors</td>
<td>8</td>
</tr>
<tr>
<td>4.06</td>
<td>Terms of Directors</td>
<td>8</td>
</tr>
<tr>
<td>4.07</td>
<td>Vacancies on the Board of Directors</td>
<td>8</td>
</tr>
<tr>
<td>4.08</td>
<td>Place of Directors Meetings</td>
<td>9</td>
</tr>
</tbody>
</table>
Article Eight: Operations

8.01 Fiscal Year
8.02 Execution of Documents
8.03 Books and Records
8.04 Inspection of Books and Records
8.05 Archives
8.06 Nonprofit Operations
8.07 Loans to Management
8.08 Rules of Order
Article One:
Introductory

1.01 Definition of Bylaws.

These Bylaws (these “Bylaws”) constitute the code of rules adopted by the Mexican War Streets Society Incorporated (the “Corporation”) for the regulation and management of its affairs.

1.02 Purposes and Powers.

The Corporation will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by the Pennsylvania Nonprofit Corporation Law of 1988 or any successor legislation.

The primary purposes of the Corporation are:

(a) To combat community deterioration by attempting to eliminate its physical, economic, and social causes.

(b) To educate the public on the value of restoring and maintaining historic buildings and neighborhoods by, to illustrate but not to limit, making available to the public, information on techniques and preservation.

(c) Any other lawful purpose as determined by the Corporation from time to time.

Article Two:
Offices

2.01 Principal and Branch Offices.

The principal place of business of the Corporation in Pennsylvania will be located at the registered office in the city of Pittsburgh, Pennsylvania, County of Allegheny. In addition, the Corporation may maintain other offices, either within or without the Commonwealth of Pennsylvania, as its business requires.

2.02 Location of Registered Office.

The location of the registered office of the Corporation is stated in the Articles of Incorporation and shall be maintained in the Commonwealth of Pennsylvania for the duration of the Corporation. The Board of Directors of the Corporation (the “Board of Directors”) may from time to time change the address of its registered office by duly adopted resolution to amend the Articles of Incorporation and file the appropriate statement to the Department of State.
Article Three: Membership

3.01 Definition of Membership.

The Members of the Corporation (the “Members”) are those persons having membership rights in accordance with the provisions of these Bylaws.

3.02 Classes of Membership.

The Corporation will have two classes of Members which are designated as Active and Associate.

3.03 Qualifications of Membership Classes.

The qualifications and rights of the members of the membership classes of the Corporation are as follows:

Active. Members must be natural persons at least eighteen (18) years of age who can provide evidence that they are either property owners within or residents of the Mexican War Streets district defined from time to time by Article Nine of these Bylaws. Each Active Member has ONE voting right.

Associate. Members may be any other interested persons or organizations. Each Associate Member has NO voting rights.

3.04 Levels of Membership.

The Corporation will have two levels of membership which are designated as Regular and Lifetime.

3.05 Qualifications of Membership Levels.

The qualifications and rights of the members of the membership levels of the Corporation are as follows:

Regular. Members must be natural persons at least eighteen (18) years of age

Lifetime. Members must be natural persons at least eighteen (18) years of age who pay a one-time dues amount for the lifetime of the individual.

3.06 Members’ Dues.

The annual dues payable to the Corporation by Members of either class and any level will be in such amount as may be determined from time to time by majority vote of the Active Members. The first annual dues will be payable and submitted in full upon the application for membership. Future annual dues will be payable on or before the commencement of the fiscal year January 1st.
3.07 **Place of Members Meetings.**

Meetings of Members will be held at such place as may be determined from time to time by the Board of Directors.

3.08 **Annual Members Meeting.**

The Annual Meeting of the Members will be held at such place as may be determined from time to time by the Board of Directors for the purpose of electing the Officers of the Corporation (the “Officers”) and the Directors of the Corporation (the “Directors”), for the summation of the Corporation year, and for the transaction of such other business as may come before the meeting.

3.09 **Regular Members Meetings.**

Regular meetings of the Members will be held at such place as may be determined from time to time by the Board of Directors. A minimum of four membership meetings will be held in a fiscal year. This provision of these Bylaws constitutes notice to all Members of regular meetings for all years and instances, and no further notice is required although such notice may be given.

3.10 **Special Members Meetings.**

Special meetings of the Members may be called by any of the following:

(a) The President or Vice President

(b) The Secretary, upon written request of at least ten percent (10%) of all Active Members

(c) The Board of Directors

Written or printed notice, stating the place, day and hour of the meeting, and purpose or purposes for which the meeting is called, must be delivered not less than five (5) nor more than twenty (20) days before the date of the Special Members Meeting, either personally, by mail or by electronic mail at the direction of the President, the Secretary, or the Officers or other persons or Members calling the meeting, to each Member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Corporation, with postage prepaid. Notice may be given by inclusion in a newsletter or other publication published by the Corporation for circulation among its Members.

3.11 **Voting Rights of Members.**

Each Member of the Active class of membership will be entitled to one vote on each matter submitted to a vote of Members so long as such Member is in good standing and has attended at least one previous Members Meeting; the Members of any other class of membership will be entitled to no voting rights.
3.12  **Proxies.**

A Member must vote in person; proxies—given verbally, in writing or in electronic format—will not be recognized.

3.13  **Quorum of Members.**

The number of Active Members represented in person which constitutes a quorum at a meeting of Members will be fifteen (15). The vote of a majority of the votes entitled to be cast by the Active Members present at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by the Pennsylvania Nonprofit Corporation Law of 1988, the Articles of Incorporation or any provision of these Bylaws.

3.14  **Transferability of Membership.**

Membership in the Corporation is nontransferable and nonassignable.

3.15  **Termination of Membership.**

Membership in the Corporation will terminate on any of the following events and for no other reasons:

(a) Receipt by the Board of Directors of the written resignation of a Member, executed by such member or his duly authorized attorney-in-fact.

(b) By death of a Member.

(c) The failure of a Member to pay his annual dues prior to the expiration of thirty days beyond their due date.

(d) For cause, inconsistent with membership, after notice and two-thirds vote of the Board of Directors.

3.16  **Members Meeting Agenda**

Members must submit agenda items presented for a Member vote to the Board of Directors no fewer than ten (10) days prior to any Members Meeting either via mail (P.O. Box 6588, Pittsburgh, PA 15212) or electronic mail (via MexicanWarStreets.org).

**Article Four:**

**Directors**

4.01  **Definition of Board of Directors.**

The Board of Directors is that group of persons vested with the management of the business and affairs of the Corporation. Except for the carrying out of ordinary business operations and initiatives (including the Mexican War Streets House & Garden Tour and the Façade Grant Program), in matters involving the expenditure of funds in excess of $2,000 resolutions of the
Board of Directors shall be subject to approval by a majority vote of a quorum of Active Members as defined in Article 3.13.

4.02 **Structure of the Board of Directors.**

The Board of Directors shall consist of a single class.

4.03 **Qualifications of Directors.**

Directors must have been Active Members for at least three (3) months prior to election. The Board of Directors shall consist of the Officers and Directors at Large, all of whom shall be elected by the Active Members at the Annual Meeting.

4.04 **Number of Directors.**

The number of Directors will not be less than five (5) and not more than twelve (12), consisting of four (4) Officers and eight (8) Directors at large.

4.05 **Classes of Directors.**

The Board of Directors shall be and is divided into three classes, as nearly equal in number as possible, designated: Class I, Class II and Class III. In case of any increase or decrease, from time to time, in the number of Directors, the number of Directors in each class shall be apportioned as nearly equal as possible. No decrease in the number of Directors shall shorten the term of any incumbent Director.

4.06 **Terms of Directors.**

Each Director shall serve for a term ending on the date of the third annual meeting following the annual meeting at which such Director was elected; provided, that each Director initially appointed beginning on January 1, 2014 shall be considered a Class I Director and shall serve for an initial term expiring at the Corporation's first annual meeting of Members following the effectiveness of this provision; each Director initially appointed beginning on January 1, 2015 shall be considered a Class II Director and shall serve for an initial term expiring at the Corporation's second annual meeting of Members following the effectiveness of this provision; and each Director initially appointed beginning on January 1, 2016 shall be considered a Class III Director and shall serve for an initial term expiring at the Corporation's third annual meeting of Members following the effectiveness of this provision; provided further, that the term of each Director shall continue until the election and qualification of a successor and be subject to such Director's earlier death, resignation or removal.

4.07 **Vacancies on the Board of Directors.**

Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by election by the Board of Directors at a regular or special meeting called by such Board of Directors. The new Director thus elected to fill the vacancy will serve for the unexpired term of the predecessor in office.
4.08 **Place of Directors Meetings.**

Meetings of the Board of Directors, regular or special, will be held at the registered office of the Corporation or such place or places as the Board of Directors designates by resolution duly adopted.

4.09 **Regular Directors Meetings.**

Regular meetings of the Board of Directors will be held at such place as may be determined from time to time by the Board of Directors. This provision of these Bylaws constitutes notice to all Directors of regular meetings for all years and instances, and no further notice is required although such notice may be given.

4.10 **Notice of Special Directors Meetings.**

Written or printed notice stating the place, day and hour of any special meeting of the Board of Directors will be delivered to each Director not less than two (2) nor more than five (5) days before the date of the meeting, whether personally or by mail or by electronic mail, by or at the direction of the President, or the Secretary, or the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the records of the Corporation, with postage prepaid. Notice may be given by inclusion in a newsletter or other publication published by the Corporation for circulation among its Members. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.

4.11 **Call of Special Board of Directors Meetings.**

A special meeting of the Board of Directors may be called by either:

(a) The President or Vice President; or

(b) Any other three (3) Directors.

4.12 **Removal of Directors.**

Any Director elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such Directors whenever in their judgment the best interests of the Corporation will be served. However, such removal will be without prejudice to any contract rights of the Director so removed.

4.13 **Quorum of Directors.**

A majority of the whole Board of Directors will constitute a quorum; The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless a greater number is required under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.
Article Five:
Officers

5.01 **Roster of Officers.**

The Officers will consist of the following personnel:

(a) A President.

(b) A Secretary.

(c) A Treasurer.

(d) Such Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors deems desirable and as the Active Members shall elect.

5.02 **Selection of Officers.**

Each of the Officers will be appointed for a two-year term by the Board of Directors.

5.03 **President.**

The President will be the Chief Executive Officer of the Corporation and will, subject to the control of the Board of Directors or Directorial Committees, if any, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors. The President and Treasurer shall present an annual report to the Board of Directors in accordance with Section 5554 of the Pennsylvania Nonprofit Corporation Law of 1988.

5.04 **Vice President.**

The Vice President, if any, and, in the event there be more than one Vice President, the Vice President in the order of their election, will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

5.05 **Secretary.**

The Secretary will keep minutes of all meetings of Members to be read and approved at the following meeting. The Secretary will keep the minutes of all meetings of the Board of Directors to be read and approved at the following meeting, and will be the custodian of the Corporate records, will give all notices as are required by law or by these Bylaws, and, generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or may be assigned from time to time by the Board of Directors.
5.06 **Treasurer.**

The Treasurer will have charge and custody of all funds of the Corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the Corporation’s properties and business transactions, will render reports and accountings to the Directors and to the Members as required by the Board of Directors or Members or by law, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors. The President and Treasurer shall present an annual report to the Board of Directors in accordance with Section 5554 of the Pennsylvania Nonprofit Corporation Law of 1988.

5.07 **Other Officers.**

The Assistant Secretary and Assistant Treasurers, if any, will perform generally such duties as shall be assigned to them by the Secretary and Treasurer, respectively, or by the President of the Board of Directors.

5.08 **Removal of Officers.**

Any Officer appointed to office may be removed by the persons authorized under these Bylaws to appoint such Officers whenever in their judgment the best interests of the Corporation will be served. However, such removal will be without prejudice to any contract rights of the Officer so removed.

5.09 **Vacancies.**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors.

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**Article Six:**

**Informal Action**

**6.01 Waiver of Notice.**

Whenever any notice whatsoever is required to be given under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by the Pennsylvania Nonprofit Corporation Law of 1988, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.
6.02 **Action by Consent.**

Any action required by law or under the Articles of Incorporation of the Corporation or these Bylaws, or any action which otherwise may be taken at the meeting of either the Members or Board of Directors may be taken without a meeting is a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary of the Corporation.

**Article Seven:**

**Committees**

7.01 **Definition of Directorial Committees.**

The Corporation may have certain Committees, each of which will consist of one (1) or more Directors, which Committees will have and exercise some prescribed authority of the Board of Directors in the management of the Corporation. However, no such Committee will have the authority of the Board of Directors in reference to affecting any of the following:

(a) Submission to Members of any action requiring approval of Members under the Pennsylvania Nonprofit Corporation Law of 1988.

(b) Filling of vacancies of the Board of Directors

(c) Adoption, amendment, or repeal of Bylaws.

(d) Amendment or repeal of any resolution of the Board of Directors.

(e) Action on matters committed by Bylaws or resolution of the Board of Directors to another Committee of the Board of Directors.

7.02 **Appointment of Committees.**

The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more Committees and delegate to such Committees specific and prescribed authority of the Board of Directors to exercise in the management of the Corporation. However, the creation of such Committees will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such personnel otherwise by law.

7.03 **Special Functionary Committees.**

In addition, the Board of Directors by resolution may designate and appoint certain Committees known as Special Functionary Committees designed to transact certain ministerial business of the Corporation or to advise the Board of Directors. Each such Special Functionary Committee will be chaired by a Director. Such Director will proceed to select the remaining members of the Special Functionary Committee. The Board of Directors may terminate any such Special Functionary Committee by resolution
7.04 **Standing Functionary Committees.**

The Corporation may have the following Standing Functionary Committees, each of which may be chaired by a Director, and may consist of any other Members appointed by such Chairman:

(a) Newsletter/Public Relations.
(b) Membership/Welcoming/Bereavement.
(c) Parks/Streetscape/Graffiti Removal.
(d) Historic Preservation/City Services.
(e) House Tour.
(f) Youth Services/Public Safety.
(g) Legal Issues.

The functions and responsibilities of each Standing Functionary Committee will be as determined from time to time by the Board of Directors.

7.05 **Quorums of Committees.**

A majority of the whole Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which is present shall be the act of the Committee.

7.06 **Rules of Committees.**

Each Committee may adopt rules for its own purposes which are not inconsistent with these Bylaws or with rules adopted by the Board of Directors for the governance of all such Committees. Committees will give a report of all activity at regular meetings as necessary but at least once a year at the Annual Meeting.

**Article Eight: Operations**

8.01 **Fiscal Year.**

The fiscal year of the Corporation will begin January 1 and end December 31 each year.

8.02 **Execution of Documents.**

Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Corporation will be signed by the Treasurer or Assistant Treasurer, if any, and countersigned by the President or Vice President, if any, or the Secretary. Contracts, leases, or other instruments executed in the name of the Corporation will be signed by the President or Vice President, if any, and will have attached copies of the resolutions
of the Board of Directors, or of the Members certified by the Secretary authorizing their execution.

8.03 **Books and Records.**

The Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Members, Board of Directors, and Standing Functionary Committees. Reports or resolutions of Standing Functionary Committees requiring acceptance or consideration by the Board of Directors or Active Members shall be in writing, signed by the Committee Chairman, and filed with the Secretary of the Corporation. The Corporation will keep at its registered office a membership register giving the names, addresses, and showing classes and other details of the membership of each, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

8.04 **Inspection of Books and Records.**

All books and records of the Corporation may be inspected by any Member, or his or her agent or attorney, for any proper purposes at any reasonable time on written demand under oath stating such purpose.

8.05 **Archives**

In order that the fiscal documents are better preserved for their future use by the Officers, Board of Directors, General Membership and by interested Public at Large, an annual archive of the minutes, membership role, financial statements, newsletters, letters of support or commendation, and any other documentation that provides a sound record of the business year, will be kept by the President, Secretary and Treasurer.

8.06 **Nonprofit Operations.**

The Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors, or Officers. However, the Corporation may pay compensation in a reasonable amount to Members, Officers, or Directors for services rendered subject to approval by a quorum of Active Members as defined in Article 3.13.

8.07 **Loans to Management.**

The Corporation will make no loans to any of its Directors, Officers, or Members.

8.08 **Rules of Order.**

The rules contained in Robert’s Rules of Order Revised shall govern the proceedings of the Corporation in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws or any special rules of order which may be adopted by the Corporation.
Article Nine:
Mexican War Streets District

9.01 Definition of District.

The Mexican War Streets District, for the purpose of these Bylaws, shall consist of all properties lying within or contiguous to the following streets and intersections, taken in the order listed, in the Twenty-second and Twenty-fifth Wards in the City of Pittsburgh, Pennsylvania:

From Reddour and North Avenue northward to Sampsonia;
On Sampsonia, eastward to Charlick;
On Charlick northward to Leduc;
On Leduc, westward to Fireman’s Way;
Fireman’s Way Northward to Carrington;
Westward on Carrington to Arch;
Southward on Arch to Alpine;
Westward on Alpine to Saturn;
Northward on Saturn to Jefferson;
Westward on Jefferson to Garfield;
Southward on Garfield to Armandale;
Westward on Armandale to Monterey;
Northward on Monterey to Jefferson;
Westward on Jefferson to Ehlers;
Northward on Ehlers to Redknap;
Westward on Redknap to Buena Vista;
Southward on Buena Vista to North Avenue; and
Eastward on North Avenue to Reddour.

(See Attached Neighborhood Map)

Article Ten:
Conflict of Interest

10.01 Disclosure.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence and nature of his or her financial interest to the Directors and any relevant Committee members. For this purpose, an interested person shall include any Director, Officer, or member of a Committee of the Corporation or an entity affiliated with the Corporation who has a direct or indirect financial interest in a proposed transaction. A financial interest shall include: (a) an ownership or investment interest in any entity with which the Corporation has a proposed transaction or arrangement; (b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a proposed transaction or arrangement; and (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. A Director or member of a Committee shall not be deemed to have a
possible conflict of interest solely by reason of serving, or having served, on the Board of Directors of any corporation affiliated with the Corporation.

10.02 **Recusal and Investigation.**

After disclosure of the financial interest, the interested person shall leave the Board of Directors or Committee meeting while the financial interest is discussed and voted upon. The remaining Directors or Committee members shall decide if a conflict of interest exists. If a conflict of interest exists, the following procedures shall be followed: (a) the President, shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement; (b) after exercising due diligence, the Directors or Committee shall determine whether the Corporation could obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest; and (c) if a more advantageous transaction or arrangement is not reasonably attainable, the Directors or Committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation’s best interests and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall decide as to whether to enter into the transaction or arrangement in conformity with such determination.

10.03 **Failure to Disclose.**

If a Director or Committee member has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, he shall inform the interested person of the basis of such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Directors or Committee determine that the interested person has in fact failed to disclose an actual or possible conflict of interest, the Directors shall take appropriate steps to protect the Corporation.

10.04 **Record of Actions.**

The minutes of the Board of Directors and all relevant Committees shall contain the following: (a) the names of 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 Directors’ or Committee’s decision as to whether a conflict of interest in fact existed; and (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 therewith.

10.05 **Compensation.**

Special procedures shall be in effect with respect to compensation issues. A voting member of the Board of Directors or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member’s compensation.
10.06 Annual Statements.

Each interested person shall annually sign a statement that affirms that 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 that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes. This policy shall be reviewed annually for the information and guidance of members of the Board of Directors, and any new Director shall be advised of the policy upon entering on the duties of his or her office. In addition, the Corporation shall conduct periodic reviews of its activities, including any transactions or arrangements with interested persons, to ensure that its activities in the aggregate promote and further the Corporation’s exempt charitable, scientific, and educational purposes.

Article Eleven:
Indemnification

11.01 Personal Liability of Directors.

(a) Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no Director shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.

(b) Nature and Extent of Rights. The provisions of this Section shall be deemed to be a contract with each Director who serves as such at any time while this Section is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any Bylaw or provision of the Articles of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw or provision.

11.02 Indemnification

(a) Right to Indemnification.

(1) As used herein, the word “Action” shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a party (other than an action by the Corporation) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a Director or Officer.

(2) Unless in a particular case indemnification would jeopardize the Corporation’s tax exempt status under Section 501(a) of the the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the “Code”) or result in the Corporation’s failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each Director and Officer
shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.

(3) A person who is not a director or officer of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Board of Directors at any time designates such person as entitled to the benefits of this Section.

(4) As used in this Section, “indemnitee” shall include each Director and each Officer and each other person designated by the Board of Directors as entitled to the benefits of this Section; “liability” shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and “expenses” shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Corporation has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Section (c) hereof that the indemnitee was entitled to indemnification for expenses in respect of an Action brought under that Section.

(b) **Right to Advancement of Expenses.** Unless in a particular case advancement of expenses would jeopardize the Corporation’s tax exempt status under Section 501(a) of the Code or result in the Corporation’s failure to be described in Section 501(c)(3) of the Code, every indemnitee shall be entitled as of right to have his expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

(c) **Right of Indemnitee to Initiate Action; Defenses.**

(1) If a written claim under paragraph (a) or paragraph (b) of this Section is not paid in full by the Corporation within thirty (30) days after such claim has been received by the Corporation, the indemnitee may at any time thereafter initiate an action 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 expense of prosecuting such action.

(2) The only defenses to an action to recover a claim for indemnification otherwise properly asserted under paragraph (a) shall be (i) that the indemnitee’s conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Corporation’s tax exempt status under Section 501(a) of the Code or result in the Corporation’s failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Corporation.

(3) The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under paragraph (b) shall be that the indemnitee failed to provide the undertaking required by paragraph (b).
(d) **Non-Exclusivity; Nature and Extent of Rights.** The rights to indemnification and advancement of expenses provided for in this Section shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Corporation at any time while this Section is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Section), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Section and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

**Article Twelve: Amendment**

12.01 **Modification of Bylaws.**

The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Active Members. Such alteration, amendment, repeal, or adoption shall require a vote of at least two-thirds (2/3) of the Active Members present at a meeting at which a quorum, as defined in Article 3.13 of these Bylaws, is present, due notice having been given.
Neighborhood Map

(See Attached)
Current Historic District Boundary Designations

- Mexican War Streets National Historic District
- Old Allegheny Rows National Historic District
- Mexican War Streets City Historic District
- Garden Block National Historic District

North Allegheny Commons:
City Historic District Nomination

Exhibit 1