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**BYLAWS**  
of the  
**South West Pittsburgh**  
**Community Development Corporation**

**Article I**

Name, Fiscal Year, Term, Bylaws Definition, Bylaw Amendments, Governance Procedures

Section 1. Name

The name of the Corporation shall be South West Pittsburgh Community Development Corporation (SWPCDC) It shall be a nonprofit Corporation incorporated under the laws of the Commonwealth of Pennsylvania.

Section 2. Fiscal Year

The fiscal year of the Corporation shall be the calendar year, starting January 1 and ending December 31.

Section 3. Term

The term of the SWPCDC shall be perpetual.

Section 4. Definition of Bylaws

These Bylaws constitute the code of rules adopted by the SWPCDC for the regulation and management of its affairs.

- (1) Amendments: These Bylaws may be amended when necessary by a two-thirds majority vote of the Board of Directors. Proposed amendments must be submitted to the secretary to be sent out with regular Board announcements.
- (2) Evaluation: These Bylaws shall be evaluated every two (2) years to ensure fidelity with the Corporation's vision, mission, and strategic plan.
- (3) Distribution: Bylaws may be distributed to new members and shall be available upon request.

Section 5. Governance Procedures

All Board of Directors' meetings, standing Committee meetings, and Task Force meetings shall be conducted by Robert's Rules of Order.

**Article II**

**Purpose, Powers, Service Area, Office Location**

Section 1. Purpose

The SWPCDC is organized as a nonprofit Corporation, exclusively for the purpose to promote business and economic development, affordable housing, new housing, and environmentally conscious development. The SWPCDC will serve as a mechanism to promote development initiatives, economic interests, and overall community improvements to ensure the health, safety, and welfare of the Service Area's diverse constituency.

The SWPCDC will:

- (1) Preserve and enhance the Service Area and its institutions through a purposeful and methodical master plan.

- (2) Create a strategic plan to promote the viability and attractiveness of the Service Area.
- (3) Initiate, promote, and assist in housing and economic development.
- (4) Provide facilities, personnel, and funds for studies, surveys, and demonstration activities leading to effective programs to be carried out by private and public institutions and agencies directed toward the achievement of the goals of the SWPCDC.
- (5) Organize Service Area residents of all ages to identify and respond to community issues.
- (6) Provide forums for community involvement in Service Area improvement and development.
- (7) Improve the circumstances of the Service Area's low- and moderate-income residents through comprehensive housing planning.
- (8) Work cooperatively with existing public and private agencies toward the effective utilization of human resources in the community.
- (9) Acquire by purchase, gift, devise, bequest, lease, or otherwise, to own, hold, use, maintain, improve, and operate, and to sell, lease, and otherwise dispose of real and personal property to the extent authorized by law.
- (10) In general, perform and do all other acts and things incidental to or in furtherance of the accomplishment of the purposes of the SWPCDC, and to use and exercise all powers conferred by these Bylaws and by the laws of the Commonwealth of Pennsylvania.

#### Section 2. Power

The SWPCDC is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder, or corresponding section of any future federal tax code.

#### Section 3. Service Area

The SWPCDC Service Area includes the following City of Pittsburgh neighborhoods: Banksville, Chartiers City, Crafton Heights, East Carnegie, Elliott, Esplen, Fairywood, Oakwood, Ridgemont, Sheraden, South Shore, West End, Westwood, and Windgap.

#### Section 4. Official Office Location

The registered office of the SWPCDC shall be within the Service Area and determined by the Board of Directors.

## Article III Membership

#### Section 1. Qualification for membership

Any resident or business owner who is interested in supporting the vision and mission of the SWPCDC may become a member.

- (1) All members must be 18 years of age or older.
- (2) Interested parties must file a membership application in such form as the Board of Directors shall prescribe, and are subject to the payment of such dues as the Board of Directors shall establish.

#### Section 2. Dues

The annual dues payable to the SWPCDC by members will be in the amount determined by Resolution of the Board of Directors. The Board shall have the power to establish dues classifications from time to time. The annual dues shall be for the calendar year in which they are paid and shall be paid on January 1.

### Section 3. Voting

Resident members of the Service Area in good standing shall be entitled to one vote in SWPCDC elections. Voting members' dues must be paid no fewer than thirty (30) days before such meeting or election. Members must be present to vote. No absentee ballots are permitted.

### Section 4. Annual Election

The annual election shall be held during the regularly scheduled Community Forum in October. The purpose of this forum is to elect resident members of the SWPCDC to the Board of Directors.

## Article IV Board of Directors

### Section 1. Management

The governance and control of the SWPCDC shall be vested in a Board of Directors, members of which shall be elected in the manner provided in these Bylaws.

### Section 2. Number of Directors

The SWPCDC shall be governed by a Board of Directors which shall consist of no fewer than nine (9) members and no more than fifteen (15) members.

- (1) One at-large seat shall be for the appointment of a Chamber of Commerce (CoC) representative. The representative must be a resident of the Service Area. It is at the discretion of the CoC who shall represent its organization.
- (2) Additional at-large seats may be established by the Board of Directors from time to time as needed.

### Section 3. Election

- (1) The Board of Directors shall be elected at the October Community Forum and Annual Election by a vote of the present resident membership of the SWPCDC. No absentee ballots are permitted.
- (2) Any resident member wishing to run for the Board of Directors must submit a letter of intent and a resume to the Nominating Committee for the review and consideration of the entire voting membership. Nominations from the floor are not permitted.
- (3) Candidates for the Board of Directors must be a resident member of the SWPCDC in good standing sixty (60) days before the election.

### Section 4. Term

- (1) Each Director shall be elected to serve for a term of two (2) years and may be re-elected once, thus permitting them to serve for two (2) consecutive terms (4 years). After an absence of no fewer than twelve (12) consecutive months from the Board, a Director who has served two (2) consecutive prior terms may be re-elected to the Board.
- (2) The terms of Director seats shall be staggered so that at least one-half of the seats on the Board of Directors are open for election each October.

### Section 5. Compensation

The Board of Directors shall serve without compensation.

#### Section 6. Director's Fiduciary Duties

A Director of the SWPCDC shall stand in a fiduciary relation to the SWPCDC and shall perform their duties as a Director (including as a member of any committee of the Board) in accordance with the standards set forth in Section 511(a) of the Corporation code, 15 PA. C.S.A. s511(a), as the same now exist and may hereafter be amended from time to time. Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interest of the SWPCDC.

#### Section 7. Conflict of Interest

Directors will complete the Conflict of Interest Policy created by Resolution and adopted on December 16, 2015.

#### Section 8. Prohibitions

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements). Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### Section 9. Vacancy

Vacancies, however arising, shall be filled by appointment of the president with the approval of a majority of the Board of Directors. Such appointment shall be for the unexpired term of office of the vacancy being filled. Appointments shall be from the list of candidates of the prior year's election if not already on the Board. All appointment recommendations must be resident members in good standing who have been active for more than sixty (60) days.

#### Section 10. Resignation

Any member of the Board of Directors may resign by giving written notice of their resignation to the president or secretary of the Board of Directors. Such resignation shall be effective at the time specified in such notice, and acceptance shall not be necessary to make it effective.

#### Section 11. Attendance Policy

Directors failing to attend two consecutive meetings of the Board are subject to review and possible termination.

#### Section 12. Termination

A Director may be terminated for excessive unexcused absences, misrepresentation, violation of policy, or other reason. A Director may be removed from the Board by a two-thirds majority vote of the remaining Directors whenever in the Board's judgment the best interests of the SWPCDC will be served thereby.

# Article V

## Officers of the Board

### Section 1. Officers and Duties

There shall be at least four (4) officers of the Board: president, vice president, treasurer, and secretary. Additional vice presidents may be included as deemed necessary by the Board. Officers shall perform duties as prescribed by the Board of Directors or the president.

Standing duties are as follows:

- (1) President- The president shall preside at all meetings of the Board of Directors, Community Forums, and Annual Elections. The president shall be responsible for having all orders and Resolutions of the Board of Directors put into effect. As authorized by the Board of Directors, the president shall execute on behalf of the SWPCDC and may affix, or cause to be affixed, the corporate seal to all instruments requiring such execution, except to the extent that signing and execution thereof are expressly delegated to some other person. The president shall perform such other duties as are prescribed by the Board of Directors. Unless otherwise provided for in these Bylaws, the president shall be an ex officio voting member of each task force.
- (2) Vice President- The vice president shall respectively have such powers and perform such duties as may be assigned to them by the Board of Directors or the president. In the absence or disability of the president, the vice president shall perform the duties and exercise the power of the president.
- (3) Secretary- The secretary shall attend all meetings of the Board of Directors, Community Forums, and Annual Elections and record the proceedings of such meetings in the minutes. The secretary shall give, or cause to be given, notice of annual and regular meetings of the Board of Directors. The secretary shall keep in safe custody the corporate seal of the SWPCDC and when authorized by the president or the Board of Directors, cause it to be affixed to any instruments requiring it.
- (4) Treasurer- The treasurer shall chair the Budget and Finance Committee, be the custodian of the Corporation's funds and bank account, sign checks authorizing expenditures of the Corporation, and assist the Executive Director in the preparation of Annual Budget.

### Section 2. Election

Election of officers should occur annually before the start of the fiscal year. The Board of Directors shall elect the officers at the first Board meeting following the October Community Forum and Annual Election. All officers must be Directors. Certain duties of the officers may be assigned by the Board to an agent or employee of the SWPCDC. Interested Directors can nominate themselves or be nominated by another Director.

### Section 3. Term

Each officer shall be elected to a one (1) year term and shall hold office until the end of that term and until the election of a successor, or such officer's earlier death, resignation or removal. No officer may be elected to serve more than two (2) consecutive terms of one (1) year in duration.

### Section 4. Vacancy

Any vacancy created by the death, resignation, or removal of any officer may be filled by the Board at a meeting of the Board, upon nomination by a Director and approval by a majority vote. A vacancy created by the death, resignation, or removal of the president may be filled by the vice president until the Board elects a new president.

### Section 5. Resignation

Any officer may resign at any time by giving written notice to the president. The president may resign at any time by giving written notice to the secretary. Such resignation shall be effective at the time specified in such notice, and acceptance shall not be necessary to make it effective.

### Section 6. Termination

Any elected or appointed officer may be removed at any time by the Board in the same manner and for the same reasons as provided herein for the removal of Directors, whenever in the Board's judgment the best interests of the SWPCDC will be served thereby.

## Article VI

### Board of Directors' Meetings

#### Section 1. Location

All Board of Directors' meetings shall be held at the principal office of the SWPCDC. Meetings shall be conducted prior to each monthly Community Forum, as to keep the public and membership apprised of the SWPCDC's business.

#### Section 2. Special or Emergency Board Meetings

Special or emergency meetings of the Board shall be called upon at the request of the president, or one-third of the Board. Notice of a special meeting shall be sent out by the secretary to each Director at least two (2) days in advance.

#### Section 3. Notice of Meeting

A written notice stating the purpose, the place, the date, and the hour of all meetings shall be given at least seven (7) days before the meeting to Directors entitled to vote; and to each person who is otherwise entitled to such notice. Such notice shall be given by email, by USPS addressed to such member at the member's address as it appears in the records of the SWPCDC, or by leaving such notice with the member or at the member's residence or usual place of business.

## Article VII

### Community Forums

#### Section 1. Purpose

Community Forum Meetings are held to provide an open forum for any individual (regardless of membership status) to offer opinions, guidance, and advice to the Board of Directors of the SWPCDC on the affairs of the SWPCDC and the interests of the community. Community Forums shall be held in the Service Area on a schedule established by the Board of Directors at their first meeting after the October Community Forum and Annual Election. Community Forums shall be held on the third (3rd) Tuesday of every month at 6:30PM.

#### Section 2. Location

All Community Forums shall be held in a public space that is conducive to meetings and must be within the Service Area. The Board of Directors shall determine a permanent public space.



### Section 3. Special Community Forums

Special Community Forum meetings may be called by the Executive Committee of the Board of Directors to discuss community issues. Public notice of these meetings will be given at least three (3) days before the date.

### Section 4. Notice of Forum

A written notice stating the purpose, the place, the date, and the hour of all Forums shall be given at least seven (7) days before the Forum to members entitled to vote; and to each member who is otherwise entitled to such notice. Such notice shall be given by email, by USPS addressed to such member at the member's address as it appears in the records of the SWPCDC, or by leaving such notice with the member or at the member's residence or usual place of business.

## Article VIII

### Standing Committees and Task Forces

#### Section 1. Standing Committees

##### Executive Committee

The Executive Committee shall consist of the officers of the Board and other Directors as appointed by the Board. This committee shall have the power to act on behalf of the full Board between regular Board meetings, or in case of an emergency. The Board must ratify actions taken by the Executive Committee at its next meeting.

##### Nominating Committee

A Nominating Committee of at least three (3) persons, one (1) of whom must be a SWPCDC member in good standing but not a Director. Members may volunteer to serve on the Nominating Committee. The Board of Directors must approve and confirm committee members.

- (1) The Nominating Committee shall identify the best candidate for each office. The Bylaws should not tie the hands of the committee to find more than one (1) person to fill each slot; the committee should find the best candidate for each office. Persons serving on the committee may be nominated for office.
- (2) The committee must be given a copy of the resident membership list, the Bylaws, a description of the duties of the Board, and the eligibility requirements. The committee must carefully review the eligibility requirements and see that the nominees meet these requirements.
- (3) The committee should meet, carefully review the provided documents, and select the resident members who they think will do the best job in each office. The committee should contact each nominee to confirm that they are willing to serve if elected.
- (4) No nominations will be taken from the floor.
- (5) No one should be nominated without their consent. If an elected person declines to serve, the election of that person is null and void. The Tellers Committee will present the person with the next highest number of votes to fill the seat.
- (6) If anyone is elected, and it is discovered after the election that the person is not eligible, the election of that person is null and void. If an election is thus vacated, the Tellers Committee will present the person with the next highest number of votes to fill the seat.

Report of the Nominating Committee must be announced before commencing the election at the October Community Forum and Annual Election. The report of the Nominating Committee is usually given under "special orders" by the president. If the president is not in attendance, the vice-president will act in the president's absence. When called on to give the report, the chairperson of the Nominating Committee states the nominations. e.g.,

“The Nominating Committee submits the following nominations: [candidates' names]”

[hands the candidates' names written on a sheet of paper to the president and sits down]

### Tellers Committee

The Tellers Committee shall be appointed by the president and confirmed by the Board every August.

- (1) The Tellers Committee has four (4) to six (6) members. A maximum of one (1) member of the Tellers Committee may be a non-member of SWPCDC. It is preferred that they are not Directors.
- (2) The Tellers Committee is responsible for the following in the October Annual Election:
  - a. preparing the ballots;
  - b. distributing ballots to those qualified to vote;
  - c. monitoring campaigning by candidates;
  - d. collecting the ballots;
  - e. counting the votes;
  - f. reporting the election results at the October Community Forum;
  - g. in general, assuring a fair election.

### Budget and Finance Committee

The treasurer is chair of the Budget and Finance Committee, which includes three (3) other Directors. The Budget and Finance Committee is responsible for developing and reviewing fiscal procedures and reviewing the annual budget with staff and other Directors.

- (1) The fiscal year is defined in Article I, Section 2.
- (2) The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee.
- (3) Annual reports must be submitted to the Board showing income, expenditures and pending income.
- (4) The financial records of the SWPCDC are public information and shall be made available to the membership, Directors, and the public.

### Housing and Development Committee

The Housing and Development Committee shall consist of no fewer than five (5) and no more than twelve (12) members.

- (1) The Housing and Development Committee shall actively monitor housing situations and opportunities throughout the Service Area and participate in development planning.
- (2) Interested Directors and CDC members may volunteer to participate on this committee.
- (3) No fewer than three (3) seats will be held by resident members of Community Development Block Grant (CDBG) tracts.
- (4) No more than half of the committee may be Directors.

### Fundraising Committee

The duties of the Fundraising Committee are to raise funds for the fiscal solvency of the SWPCDC. Duties are not limited and may include:

- (1) Raise funds to promote the mission and vision of the SWPCDC.
- (2) Raise funds or secure sponsorships for future activities, programs, studies, or needs that the Board of Directors deems necessary.
- (3) Raise funds or secure sponsorships to procure necessary office equipment.
- (4) Raise funds or secure sponsorships to publish a membership newsletter.

## Section 2. Task Forces

The Board of Directors of the SWPCDC may establish such Task Forces as it deems necessary.

- (1) Task Forces shall perform such duties as the Board may direct.
- (2) Task Forces must align activities and purpose according to the mission and vision of the SWPCDC.
- (3) Task Forces shall have at least one resident member of each Community Development Block Grant Census Tract (CDBG).
- (4) The Board of Directors must approve and confirm Task Force Chairpersons at a regular Board meeting. Task Force Chairpersons must be SWPCDC members in good standing who volunteer or are otherwise identified by a Director.
- (5) Task Forces shall only have such power and authority as delegated by the Board of Directors and shall regularly report on their activities and advise the Board in the areas of responsibility assigned.
- (6) The Board of Directors may disband a Task Force and withdraw their authority whenever in the Board's judgment the best interests of the SWPCDC will be served thereby.

## Article IX Communication

### Section 1. Official communication

Official communication shall be the duty of the Executive Director. In the absence of the Executive Director, the Executive Committee or Board of Directors may act to ensure the SWPCDC is represented.

### Section 2. Prohibitions

At no time may a Director or the executive committee speak on behalf of the SWPCDC unless the entire Board is notified. If a statement is deemed necessary, the Executive Committee must notify the remaining Board of the correspondence.

### Section 3. Communication Standards

All communication will follow the prescribed communications and media plan.

## Article X Execution of Documents

### Section 1. Checks

All checks, drafts, and orders for payment of money shall be signed in the name of the SWPCDC and shall be countersigned by the president, treasurer, Executive Director, or by such officers or Directors as the Board of Directors shall from time-to-time designate for that purpose.

### Section 2. Contracts and Conveyances

The Board of Directors shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of this SWPCDC.

### Section 3. Gifts

The Board of Directors may accept on behalf of the SWPCDC any contribution, gift, bequest, or device for the general purposes or any special purpose of the SWPCDC.

Section 4. Gifts to others

No grant, gift, or contribution to another organization shall be made without authorization of the Board of Directors.

Section 5. Borrowing

No officer, agent, or employee of the SWPCDC shall have any power or authority to borrow money on its behalf, to pledge its credit, or to pledge its property, except to the extent of the authority delegated to such officer, agent, or employee by a Resolution of the Board of Directors.

Section 6. Power to Appoint Agents

The Board of Directors shall have the power to appoint such agents as the Board may deem necessary for transactions for the business of the SWPCDC.

Section 7. Removal of Agents

Any agent may be removed by a simple majority vote of the Board of Directors.

## Article XI

### Equal Opportunity and Antidiscrimination Policy

The South West Pittsburgh Community Development Corporation does not discriminate against a person or persons based on race, color, religion, sex, handicap, familial status, national origin, sexual orientation, or gender identity.

The SWPCDC is committed to providing an environment free from discrimination and prohibits harassment of its employees, applicants, members, and volunteers, including sexual harassment.

The SWPCDC will implement by Resolution an anti-discrimination policy to fully comply with applicable federal, state, and local law.

## Article XII

### Indemnification

Section 1. Indemnification by the Corporation

To the extent not inconsistent with applicable law, every person (and the errors and personal representatives of such person) who is or was a Director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by them in connection with or resulting from any claim, action, suit, or proceeding :

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

## Section 2. Definitions

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

- (1) by reason of their having been a Director, officer, employee, or agent of the Corporation, or of any Corporation where they served as such at the request of the Corporation, or
- (2) by reason of their acting or having acted in any capacity in a Corporation, partnership, joint venture, association, trust, or other Corporation or entity where they served as such at the request of the Corporation, or
- (3) by reason of any action taken or not taken by them in any such capacity, whether they continue in such capacity at the time such liability or expense shall have been incurred.

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

As used herein, the term “wholly successful” shall mean: termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against them; approval by a court, with knowledge of the indemnity, herein provided, of a settlement of any action, suit, or proceeding; or the expiration of a reasonable period after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to include a settlement.

## Section 3. Entitlement to Indemnification

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

## Section 4. Relationship to other rights

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

## Section 5. Extent of indemnification

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

Section 6. Advancement of expenses

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

Section 7. Purchase of Insurance

The Board is empowered to purchase insurance covering the Corporation's liabilities and obligations under these Bylaws and insurance protecting the Corporation's Directors, officers, employees, agents, or other persons.

## Article XIII

### Dissolution

South West Pittsburgh Community Development Corporation may be dissolved by the affirmative vote of two-thirds of the entire Board of Directors at any regular or special Board meeting provided that written notice of such meeting and the purpose thereof has been given to each of the Directors at least ten (10) days before the date such meeting is held. Upon the dissolution of the SWPCDC, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose.

- (1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof, Article II, Section 1.
- (2) Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such Corporation or Corporations, as said court shall determine, which are organized and operated exclusively for such purposes.

### Certification

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

President

Secretary