

**BYLAWS
HAZELWOOD INITIATIVE, INC.**

ARTICLE 1 – NAME

1. The name of the organization shall be Hazelwood Initiative, Inc.

ARTICLE 2 – BOARD OF DIRECTORS

2.1 Powers and Number. The Board of Directors shall have general powers to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Articles of Incorporation. The number of Directors constituting the entire Board shall be seven to eleven (7-11) Directors, but in no event shall the entire Board consist of less than seven (7) Directors. In the event that there are less than seven (7) Directors, a replacement can be appointed by a majority of the remaining Directors then in office.

2.2 Election and Term of Office. The term of office for each Director, except those appointed as described in Section 2.5, is three (3) years. Directors may serve for a maximum of three (3) consecutive terms and can serve again after at least one (1) year of not serving on the Board of Directors.

Except to fill vacancies or seats that the Board of Directors, at its discretion, decides to open up between elections, Directors shall be elected by the Members through a fair and open process that is determined by the Board. To be eligible to serve on the Board, an individual must: a) be a Member in Good Standing and b) be at least eighteen (18) years of age. To become a Director, a person shall be nominated by someone in the community at large, which includes but is not limited to Directors and Members, and then be elected by Members in Good Standing. Elections for positions on the Board shall be held every year.

2.3 Removal. Any Director may be removed at any time with or without cause by a vote of two-thirds of the Directors then in office at any regular or special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Board. A Director who misses three consecutive meetings shall be automatically removed but may be reinstated by a vote of a two-thirds majority of the entire Board for good cause shown.

2.4 Resignation. Any Director may resign from office at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation or its Chairperson. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Director.

2.5 Vacancies and Newly-Opened Directorships. Each year, following the installation of new Directors, the Board of Directors shall set the number of Directors to sit on the Board during the current year, with any additionally-opened seats being filled by appointment by the Directors then in office. Any additionally-opened seats and any vacancies arising at any time and from any cause may be filled at any meeting of the Board of Directors by a majority of the Directors then in office regardless of their number. Any Director so appointed shall serve until the end of his or her appointed term, which shall not exceed three years. At the end of the appointed term, such a Director is eligible to seek election, but no Director shall serve more than 9 years consecutively.

Appointed Directors may resign or be removed by the same procedures as are outlined in these Bylaws for Directors generally.

2.6 Meetings. Meetings of the Board of Directors may be held at any place within or without the State of Pennsylvania as the Board may from time to time fix or as shall be specified in the notice or waivers of notice. The Board shall meet no less than 9 times during the year. Special meetings of the Board shall be held whenever called by a majority of Directors, the Chairperson of the Board, or the Executive Director. In each case, meetings will be held at such time and place as shall be fixed by the person or persons calling the meeting.

2.7 Notice of Meetings. Notice of the time and place of each regular or special meeting of the Board of Directors, together with a written agenda stating all matters upon which actions are proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be mailed to each Director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary), or by e-mail, at least seven days before the day on which the meeting is to be held, provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address by fax or email or given personally or by telephone, no less than forty-eight (48) hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight (48) hours. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

2.8 Quorum and Voting. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or by these Bylaws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

2.9 Action by the Board. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors shall be filed with the minutes of the proceedings of the Board. Any one or more Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Directors participating in the meeting by such means shall be considered present at the meeting.

2.10 Compensation. No compensation shall be paid to Directors. However, Directors may be reimbursed for expenses incurred in carrying on the business of the Corporation, as authorized by the Board of Directors.

ARTICLE 3 – OFFICERS, EMPLOYEES AND AGENTS

3.1 Officers. The Officers of the Corporation shall be a Chairperson, a Secretary, a Treasurer, and such other Officers, including one or more Vice Chairpersons, as the Board of Directors may from time to time appoint. One person may hold more than one office in the Corporation, except that no one person may hold the offices of Chairperson and Secretary at the same time. All Officers shall be members of the Board of Directors. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity. The powers and duties of Officers are as follows:

Chairperson: The Chairperson shall preside at all meetings of the Board of Directors and all general meetings. The Chairperson shall have general supervision over the affairs of the Corporation, and shall keep the Board fully informed about the activities of the Corporation, all contracts authorized either generally or specifically by the Board. The Chairperson shall perform all duties incident to the office of the Chairperson, and shall perform such other duties as from time to time may be assigned by the Board.

Vice Chairperson: The Vice Chairperson shall have such powers and duties as may be assigned to him or her by the Board of Directors. In the absence of the Chairperson, the Vice Chairperson(s) in the order designated by the Board shall perform the duties of the Chairperson.

Secretary: The Secretary shall keep the minutes of the Annual Meeting and all meetings of the Board of Directors and General Meetings in books provided for that purpose. He or she shall be responsible for the giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of Secretary, subject to the control of the Board, and

shall perform such other duties as shall from time to time be assigned to him or her by the Board of Directors.

Treasurer: The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. At the annual meeting and whenever else required by the Board, he or she shall render a statement of the Corporation's accounts. He or she shall at all reasonable times exhibit the Corporation's books and accounts to any Officer or Director of the Corporation, and shall perform all duties incident to the position of Treasurer, subject to the control of the Board and shall, when required, give such security for the faithful performance of his or her duties as the Board may determine.

3.2 Election, Term of Office and Removal. The Officers of the Corporation shall be elected for a two-year term at the annual meeting of the Board of Directors immediately following the election of Directors, and each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

3.3 Other Agents or Employees. The Board of Directors may from time to time appoint such agents and employees as it shall deem necessary, each of who shall serve at the pleasure of the Board of Directors, and shall have such authority, perform such duties, and receive such reasonable compensation, if any, as a majority of the Board may from time to time determine. No such agent or employee may, at the same time, serve as a Director. To the full extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of contract or employment, authorities, and duties.

3.4 Removal. Any Officer of the Corporation may be removed with or without cause by a vote of the majority of the entire Board of Directors. Any employee or agent of the Corporation may be removed with or without cause by such person(s) delegated by the Board.

3.5 Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors.

ARTICLE 4 – COMMITTEES

4. Committees of the Board. The Board of Directors may, by resolution adopted by a majority of all Directors, establish and appoint executive and other committees to recommend actions for Board approval. The Board Chairperson shall appoint the chairperson of each committee. Each committee shall consist of at least one Director and one or more other members selected by the respective committee chairperson. Special Committees may be appointed by the Board Chairperson with the consent of the Board.

ARTICLE 5 – CONTRACTS, CHECKS, BANK ACCOUNT AND INVESTMENTS

5.1 **Checks, Notes and Contracts.** The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

5.2 **Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

ARTICLE 6 – OFFICE AND BOOKS

6.1 **Office.** The office of the Corporation shall be located in the City of Pittsburgh, Commonwealth of Pennsylvania. The principal mailing address for the Corporation shall be located in the Greater Hazelwood Community.

6.2 **Books.** There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the Articles of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE 7 – FISCAL YEAR

7. **Fiscal year.** The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE 8 – INDEMNIFICATION

8. **Indemnification.** The Corporation may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by applicable law and any amendments thereto, indemnify each Director and Officer against expenses, costs and attorneys' fees actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which the Director or Officer is made, or is threatened to be made, a party by reason of being or having been an Officer or Director. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Director or Officer will not be indemnified if he or she is adjudged to be liable on the basis that he or she has breached or failed to perform the duties of his or her office and the breach or failure to perform constitutes willful misconduct or recklessness.

ARTICLE 9 – MEMBERSHIP

9.1 Membership Categories. Individual Membership is open to any dues-paying Greater Hazelwood resident, property or business owner, and employee or volunteer of a Greater Hazelwood business, church or other organization who is 18 years of age or older. Greater Hazelwood shall include Hazelwood and Glen Hazel. Individual Membership may include anyone who resides outside of Hazelwood as long as he or she shows an interest in advancing and supporting the work of the Hazelwood Initiative for the greater good of the Hazelwood Community. For purposes of electing Directors to the Board, a Member in Good Standing shall be any Individual Member who has paid dues on or before the November meeting date prior to the December election.

Supporting Membership is open to any business, church or other organization located in Greater Hazelwood. Supporting Members are non-voting members.

9.2 Removal. Membership will terminate in this organization upon any of the following events: a) receipt by the Board of Directors of the written resignation of a Member; b) failure of a Member to pay his or her annual dues; c) for cause, inconsistent with membership, after notice, hearing and vote by the Board of Directors.

9.3 General Meetings. Monthly general meetings shall be held no less than nine (9) times each year. Thus, not more than three (3) meetings per year may be cancelled, due to inclement weather or other reasons, without benefit of rescheduling. General meetings shall be scheduled by the Executive Director, and their date, time and location shall be publicized in advance. The Members present at a meeting shall constitute a quorum.

9.4 Powers and Benefits of Membership. All Individual Members in Good Standing have the right to vote on the amendment or repeal of these Bylaws, as well as the election of Directors to the Board of Directors.

9.5 Annual Meeting. The annual meeting of the Corporation shall be held each year in the month of December at a time and place to be determined by the Board of Directors.

9.6 Dues. Dues for Individual and Supporting Members of Hazelwood Initiative shall be determined by the Board of Directors. Dues shall be paid in full at the time of joining and renewed at the Member's anniversary date.

ARTICLE 10 – AMENDMENTS

10. These Bylaws may be amended or repealed by the affirmative vote of the majority of the Individual Membership in Good Standing who vote at a General Meeting, provided that each Member shall have been notified in writing of the proposed amendment(s) at least thirty (30) days prior to the meeting. Votes may be accepted by mail, but shall not be filled out anonymously.

Amended and approved: June 13, 2017