

NORTH SIDE/ NORTH SHORE CHAMBER OF COMMERCE
OF PITTSBURGH, PENNSYLVANIA
BY-LAWS
(Amended as of September 14, 2005)

ARTICLE I
Name, Office, Seal

Section 1.1 Name: The name of the Organization shall be the North Side/ North Shore Chamber of Commerce of Pittsburgh, Pennsylvania (the "Chamber"). The Board of Directors of the Chamber (the "Board") approved the name on September 14, 2005 and the Chamber was so incorporated with the Commonwealth of Pennsylvania on May 30, 1991.

Section 1.2 Office: The place where the business of the Chamber is to be transacted shall be the district known as the North Side, City of Pittsburgh, Allegheny County, Pennsylvania, at an office location to be determined by the Board.

SECTION 1.3 Seal: The North Side/ North Shore Chamber of Commerce shall have a seal of such design as the Board may adopt.[MPM1]

ARTICLE II
Purpose

The North Side/ North Shore Chamber of Commerce is a service organization that creates, develops and fosters a supportive climate that serves the interests of its members. As a partner with business, the Chamber is a resource of services that help to promote, maintain and enhance business activities. As a member of the community, the Chamber collaborates with other groups to promote the interests of the North Side and North Shore. As a liaison to local government, the Chamber fosters communication between the public and private sectors.

ARTICLE III
Membership

SECTION 3.1 Types: The Chamber shall be composed of Class A Members, Class B Members, Class C Members, Class D Members, Associate Members and Honorary Members.

Section 3.2 1 Eligibility: The following shall be eligible for membership in the Chamber.

- A. Any person 18 years of age or older, who is interested in or engaged in business on the North Side and North Shore.

- B. Any firm, corporation, service organization, professional corporation, or association, board of trade and non-profit corporation.

Section 3.32. Types and Voting Rights:[MPPM2]

A. Class A Members: Class A Members will include any individual or business with 1-5 full time employees including the owner or owners. A Class A membership entitles the holder to one whole vote on all matters coming before the Chamber. The Board of Directors shall, from time to time, determine criteria for classes/levels of membership, dues associated with those classes/levels of membership and benefits for each class/level of membership.

B. Membership dues shall be set at such a rate or rates, schedule or formula, and subject to such discounts, premiums or other terms, as may from time to time be prescribed by the Directors. Class B Members: Class B Members will include any business with 6-50 full time employees including the owner and owners. A Class B membership entitles the holder to one whole vote on all matters coming before the Chamber.

C. Class C Members: Class C Members will include any business with 51-500 full time employees including the owner or owners. A Class C membership entitles the holder to one whole vote on all matters coming before the Chamber.

D. Class D Members: Class D Members will include any business with 500 or more full time employees including the owner or owners. A Class D membership entitles the holder to one whole vote on all matters coming before the Chamber

E. Associate Members: Associate Membership in the Chamber may be obtained by any person or business who has an interest in or is engaged in business on/ in the of North Side or North Shore but resides or whose business is located outside the North Side or North Shore.

F. Honorary Members: An honorary membership may be bestowed upon any person who through prominence or eminent service to the Chamber or community shall seem entitled to such honor. Honorary members are entitled to one whole vote on all matters coming before the Chamber. Such membership shall require approval of the Board of Directors.

Section 3.4 Applying for Membership: Application for membership to the Chamber must be in writing, or by completing the North Side/ North Shore Chamber of Commerce Membership Application. Annual dues Dues are due renewals are collected annually on the first month of each calendar quarter anniversary. i.e. January for January, February, and March renewals.[MPPM3]

ARTICLE IV

Election of Directors and Officers of the Board^[MPM4]

SECTION 4.1 Nominating Committee: Four months prior to the Board election date, the Officers of the chamber shall select a nominating Chair with two members of the current Board in good standing. It shall be the responsibility of the nominating Chair to submit no more than two names for each Board vacancy. The nomination slate shall be presented to the general membership (via the September Newsletter) no less than two weeks prior to election. Nominations from the general membership must be submitted to the nominating chair prior to July 31st. All such nominees must be financially contributing and voting members of the Chamber.

SECTION 4.2 Judges of Election: The President shall appoint, prior to the annual election, a judge of elections. The number of judges shall be one or three. No person who is a candidate for an office shall serve as a judge of elections.

SECTION 4.3 Election: The annual election of Directors shall be sent to membership in the October newsletter. All voting shall take place by mail in ballot with a no reply being a yes vote. Written proxies will be accepted. A majority of the votes cast shall constitute an election.

SECTION 4.4 No Contest: In the event that only one nomination is made for each Board vacancy and no additional recommendations are received from the general membership, the judge of elections shall declare the election "No Contest" and the ballot procedure will be eliminated for this election. The slate as recommended by the nominating committee will then automatically be seated for a two-year term on the Board.

SECTION 4.5 Election of Officers: The annual elections of Officers shall take place at the November Board reorganization meeting. The Officers shall be elected by the Board from their own number. Only existing and newly elected Board members in good standing will be eligible to vote.

ARTICLE IV

Board of Directors

Section 1. General Powers

The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation and perform all lawful acts which are not by applicable law, the Articles of Incorporation, or by these By-Laws prohibited to the Corporation.

Section 2. Number and Qualification

The Corporation shall be governed by a Board of Directors which shall consist of no more than fifteen (15) members. A member of the Board of Directors must be a current member of the

Northside Northshore Chamber of Commerce and must be current on dues.

In the event that the term of any director of the Corporation shall expire without his being appointed for another term and without a successor being appointed, such director shall remain on the Board of Directors until his or her successor shall be appointed and qualified.

Section 3. Election and Term

Election of new Directors or election of current Directors will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

All Directors, shall serve three-year, staggered terms expiring on December 31st.

Section 4. Failure to Object

A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless such director's dissent shall be entered in the minutes or unless such director shall file a written dissent to such action with the person acting as Secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a director who has voted in favor of such action.

Section 5. Vacancies

Whenever any vacancy occurs during the term of any director or directors of the Corporation, whether caused by the resignation, removal, or death of any such director or directors, or for the reason of an increase in the number of directors, or for any reason whatsoever, the Secretary of the Corporation shall forthwith give written notice of such vacancy or vacancies to the Board of Directors in order that such vacancy or vacancies may be filled by a majority vote of the Board of Directors.

Section 6. Absences, Removal and Resignation

Absences: Directors unable to attend a scheduled Board or general membership meeting shall notify the Executive Director no less than 24 hours prior to the meeting. Failure to do so constitutes an unexcused absence

Any Director accumulating three unexcused absences shall come before the Board's officers for review. The Subject Director that has missed three (3) consecutive Board meetings will be notified by letter within seven days of the third Board of Directors meeting missed.

The Officers of the Board shall have the power to terminate any Board member on the grounds

of absenteeism. Such vacancy shall then be filled at the discretion of the Board. Three unexcused absences shall be grounds to deny a Board member his or her request for re-election.

A Director may only be removed by the procedure provided in this Section 6. An express condition for removal of any director is the filing with the Secretary of the Northside Northshore Chamber of Commerce of a written charge against the director which charge shall specify the alleged sufficient cause for removal. A sufficient cause for removal of a director shall be one that is deemed by the Board of Directors of the Northside Northshore Chamber of Commerce to be detrimental to the best interest of the Corporation. The Secretary shall formally present the charge to the Board of Directors of the Northside Northshore Chamber of Commerce. The charged director shall have adequate opportunity to respond to the charge. After reasonable consideration of the charge and the response of the charged director, the Board of Directors of the Northside Northshore Chamber of Commerce shall determine the issue of removal by a majority vote of the Board of Directors.

Section 7. Annual and Regular Meetings

The annual meeting of the Board of Directors shall be held in December of each year. Regular meetings of the Board of Directors shall be held no less than ten (10) times a year at such times and places as may be determined by the Board of Directors.

Section 8. Written Notice

Written notice stating the place, day and time of the annual meeting of the Board of Directors and the purpose for which the meeting is called shall be mailed to each Director not less than ten (10) calendar days prior to the annual meeting of the Board of Directors.

Section 9. Special Meetings

The Board of Directors shall hold such special meetings as shall be called by the Chairman or Vice-Chairman of the Corporation, or any two directors. Each meeting shall be held at such time and place as shall be set forth in the notices of the meeting. Special meetings of the Board of Directors may be called on five (5) days notice.

Section 10. Quorum

The presence of a simple majority of the members of the Board of Directors shall constitute a quorum of the Board of Directors and the acts of the majority of directors at a meeting at which a quorum is present shall, unless otherwise specifically provided by law, or by the Articles of the Corporation, constitute acts of the Board of Directors.

Section 11. Presiding Officer and Order of Business

All meetings of the Board of Directors shall be called to order and presided over by the Chairman elected by the Board of Directors.

Section 12. Committees

The Chairman of the Corporation, may express approval of the Board of Directors, establish commissions, task forces, technical advisory committees, or any other type of committee or body on a standing or ad hoc basis to advise and assist the Chairman and/or the Board of Directors with programs, projects or problems of the Corporation. All actions and recommendations of the commissions, task forces and committees must receive Board approval.

Section 13. Liability of Directors

No person who is or was a director of the Corporation shall be personally liable for monetary damages for any action taken, or any omission, as a director unless the director has breached or failed to perform the duties of her or his office and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

This provision of the By-Laws shall not apply to:

The culpability 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 allow further limitation of the liability of directors, then the liability of a director of the Corporation shall, in addition to the limitation on personal liability provided herein, be limited to the extent permitted by Pennsylvania Law.

Section 14 Indemnification. The Chamber shall be required to purchase General Liability and Directors and Officers Liability Insurance, at the discretion of the Board of Directors. In the absence of such insurance, the Chamber shall not, unless otherwise required by law, indemnify any person who was or is a director, officer, employee or other representative of the Chamber or who is or was serving at the request of the Chamber as a representative of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE V – OFFICERS

Section 1. Number and Election

At its annual meeting, the Board of Directors shall elect a Chairman, a Vice-Chairman, a Secretary and a Treasurer and such other officers and assistant officers as the Board may appoint. No person may hold two or more of the aforesaid offices. The officers shall perform such duties as usually pertain to the offices which they hold or which may be assigned to them by the Board.

Section 2. Qualifications

The officers must be directors of the Corporation.

Section 3. Chairman

The Chairman shall preside at all meetings of the Corporation. The Chairman shall appoint all members of the committees and shall prepare the agenda for all meetings. The Chairman shall act at the direction of the Board of Directors.

Section 4. Vice-Chairman

The Vice-Chairman shall act at the direction of the Board of Directors and shall preside in the absence of the Chairman.

Section 5. Secretary

The Secretary shall keep minutes of the meetings of the Corporation and the Board of Directors, shall keep a roll of all directors, shall give necessary notice of elections and meetings, shall have charge of the corporate seal, shall conduct all correspondence necessary for the Corporation and shall act at the direction of the Board of Directors.

Section 6. Treasurer

The Treasurer shall have the general responsibility for the funds and accounts of the Corporation, subject to the order and direction of the Board of Directors. The Treasurer shall be responsible to report on corporate funds and other valuable effects; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be named by the Board of Directors. The Treasurer shall provide monthly reports to the Board of Directors. The Treasurer shall disburse funds of the Corporation, taking proper vouchers for such disbursements. All withdrawals or transfers are to be made only as directed by the Board of Directors and only upon the signatures of any two officers of the Board.

The Treasurer shall cause proper books of accounts to be kept, which shall be open to examination by any member of the Board of Directors at all reasonable times; and reports therefrom shall be rendered at such times as shall be ordered by the Board of Directors. At each meeting of the Board of Directors, the Treasurer shall submit a summary of receipts and expenditures for the preceding period. The Treasurer shall file an annual statement of accounts of the Corporation, and his or her books, accounts, vouchers, receipts, etc., shall be open for audit by any accountants or auditors selected by the directors. The Treasurer shall be bonded as directed by the Board of Directors.

At the expiration of the Treasurer's term, he or she shall render to the Chairman an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 7. Assistant Officers

Any assistant officer authorized by the Board of Directors shall perform such duties as may be delegated to him or her by the officer to whom he or she is an assistant, and in the absence or disability of such officer may perform the duties of his or her office.

Section 8. Term in Office

The officers and assistant officers of the Corporation shall hold office for one-year terms or until their successors are chosen and qualified. No officer shall serve more than three (3) consecutive years in the same office.

Section 9. Removal of Officers

Any officer or assistant officer may be removed by a majority vote of the Board of Directors at a properly called meeting when in the judgment of the Board of Directors the best interests of the Corporation will be served thereby. An express condition for removal of an officer will be notification to that officer in advance of the meeting, of the intent to vote on his or her removal. That notification must also be included on the agenda for the meeting.

Section 10. Vacancy

Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors for the unexpired portion of the term.

Section 11. Resignations

Any officer may resign at any time by delivering a written resignation to the Chairman or the Secretary of the Corporation. Such resignation shall be effective upon delivery.

SECTION 5.1 Term[MPM5]: The government of the Chamber, the direction of its work, and the control of its property shall be vested in a Board of Directors, consisting of fifteen members, i.e., fourteen elected and one appointed.

SECTION 5.2 Appointment: A Director of the Riverside Commons Innovation. Center shall be appointed to serve as a member of the Board with full voting privileges.[MPM6]

SECTION 5.3 Officers: Upon their election as a Director and from their own number, a President, Vice-President, Treasurer, Assistant Treasurer and Secretary shall be elected. These officers shall be elected to serve for a period of two year [MPM7](from January through December) or until their successors are elected and installed.

SECTION 5.4 Vacancies: The Directors shall have the power to fill all vacancies on the Board by appointment. Each person so appointed shall serve as a Director until the next annual election is held. If the representative of a Chamber member should leave the Board, that Chamber member will have the option of appointing another representative to serve the remaining term of the departing Board member.

SECTION 5.5 Section 12 Restrictions: No more than one representative from any association, firm, corporation, or other business entity shall qualify to serve on the Board of Directors at the same time.

SECTION 5.6 Schedule: The Board shall hold no less than six meeting a year, excluding general membership meetings (See Appendix B.)

SECTION 5.7 Quorum: At all meetings of the Board, a majority (8) of the Directors must be present to constitute a quorum for the transaction of business. If at any meeting of the Board less than quorum is present, business cannot be transacted. [MPM8]

SECTION 5.8 Annual Report [MPM9]: The Board shall periodically submit to the membership of the Chamber, in writing and prior to the fiscal year end, a full report of the work and finances of the Chamber for that fiscal year.

SECTION 5.9 Absences: Directors unable to attend a scheduled Board or general membership meeting shall notify the Executive Director no less than 24 hours prior to the meeting. Failure to do so constitutes an unexcused absence.

SECTION 5.10 Termination: Any Director accumulating three unexcused absences shall come before the Board's officers for review. The Officers of the Board shall have the power to terminate any Board member on the grounds of absenteeism. Such vacancy shall then be filled at the discretion of the Board. Three unexcused absences shall be grounds to deny a Board member his or her request for re-election.

SECTION 5.11 Powers: The business and financial affairs of the Chamber shall be managed by the Boards. [MPM10]

ARTICLE VI – COMPENSATION AND CONTRACTS

Section 1. Compensation

No director of the Corporation may receive compensation for acting as a director or officer.

Section 2. Contracts with Members, Directors or Officers

No director or officer of the Corporation shall be interested directly or indirectly in any contract relating to the operations conducted by the Corporation, nor in any contract for furnishing services or supplies to the Corporation, unless such contract shall be expressly authorized by the Board of Directors and unless the fact of such interest shall have been disclosed or known to the Board of Directors at the meeting at which such contract is so authorized.

Section 3. Staff

The Board of Directors is authorized to hire and discharge the Executive Director of the Corporation. The Executive Director is authorized to hire and discharge staff in furtherance of the business of the corporation.

ARTICLE VII – EXECUTION OF DOCUMENTS

Section 1. Checks, Notes, Etc.

The Board of Directors shall from time to time designate officers or agents of the Corporation who shall have power to sign and endorse checks and other negotiable instruments in its name; to borrow money for the Corporation; and, to sign notes or other evidence of indebtedness.

Section 2. Other Documents

Unless otherwise directed by the Board of Directors, all contracts, leases, deeds of trust, mortgages and all other documents requiring the seal of the Corporation shall be executed for and on behalf of the Corporation by the Chairman or Vice-Chairman, and the corporate seal shall be affixed by such person or at his or her discretion, all of which shall be attested by the Secretary.

ARTICLE VIII – INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 1. Judgments, Fines, Settlements and Expenses

The Corporation shall reimburse any director, employee or agent of the Corporation, or former director, employee or agent of the Corporation, for any legal expenses or counsel fees from any lawsuit, prosecution or administrative proceeding arising out of their service as a director, employee or agent of the Corporation so long as that director, employee or agent is not found to have been guilty of willful misconduct or recklessness.

Section 2. Expenses

To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in Section 1 of this Article or in defense of any claim, issue or matter therein, such person shall also be reimbursed for expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 3. Advancement of Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding.

Section 4. Non-exclusivity of Article VIII

The reimbursement provided by this Article shall not be deemed exclusive of any other rights to which those seeking reimbursement may be entitled.

ARTICLE IX – NOTICES

Section 1. Form, Delivery

Whenever under the provisions of law, the Articles of Incorporation, or these By-Laws, notice is required to be given to any director, such notice may be given either: (a) in writing by mail addressed to each director at his or her mailing address as it appears on the records of the Corporation (and such written notice shall be deemed to have been given at the time it is deposited in the United States mail); or, (b) personally, or by telephone, telegram, electronic mail, facsimile messages, or other commonly used forms of telecommunication (and such alternative notice shall be deemed to have been given at the time it is transmitted).

Section 2. Waiver

Whenever any notice is required to be given under provisions of law, the Articles of Incorporation or these By-Laws, a written waiver thereof, signed by the person entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent to such notice. In addition, any director who attends a meeting in person without protesting at the commencement of the meeting the lack of notice thereof to him or her shall be conclusively deemed to have waived notice of such meeting.

ARTICLE X – ANNUAL FINANCIAL REPORT

Section 1. Annual Financial Report

An Annual Report prepared by a professional bookkeeper and verified by the Chairman and the Treasurer of the Corporation shall be submitted to the Board of Directors at the January meeting, and shall be filed with the minutes of the annual meeting. The Annual Report shall show the following in appropriate detail:

- (a) The assets and liabilities of the Corporation as of the end of the fiscal year immediately preceding the date of the Report;
- (b) The principal changes in assets and liabilities during the year immediately preceding the date of the Report;
- (c) The revenue and receipts of the Corporation for the year immediately preceding the Report; and,
- (d) The expenses and disbursements of the Corporation for both the general and restricted purposes during the year immediately preceding the date of the Report.

ARTICLE XI – AMENDMENTS

These By-Laws may be altered or amended by a vote of a majority of the Board of Directors at any regular or special meeting duly convened after notice of that purpose.

SECTION 5.12 Conflict of Interest/Compensation: No Director shall be entitled to receive compensation from the Chamber for his services as a Director. He or she may, however, be reimbursed by the Chamber for out-of-pocket expenses, if any, incurred in connection with his or her services, if so authorized by the Board of Directors. A Director or the organization employing such Director may enter into a contract with the Chamber, provided that in the judgment of the majority of the remaining Directors, such a relationship is likely to not create a conflict of interest on the part of the Director that is prejudicial to the Chamber.

ARTICLE VI

Powers and Duties of the Board of Directors [MPM11]

SECTION 6.1 Business and Financial Affairs: The President, Vice-President, Treasurer, Assistant Treasurer, Secretary and all members of the Board of Directors shall have charge of the business and financial affairs of the Chamber. General Powers: The business and affairs of the Chamber shall be managed by the Board. The Board, subject to the limitations imposed on organizations that are exempt from net income taxation under Section 502(c)(3) of the Internal Revenue Code, may exercise all power granted to the Chamber by Pennsylvania law, unless further limited by the Chamber's Articles of Incorporation or these Bylaws.

SECTION 6.2 Executive Director: Develop and review the job description and duties of the Executive Director, evaluate his or her performance, and approve his or her salary. [MPM12]

SECTION 6.3 Bonds: Determine the amount and be custodian of any bonds, which may be required of any Officer or the Executive Director of the Chamber.

SECTION 6.4 Membership: Declare as forfeited the membership of any Chamber member failing to pay their dues prior to January 31st.

SECTION 6.5 Auditing: Provide for the auditing of the accounts of the Treasurer, Assistant Treasurer and Executive Director at the end of each fiscal year or whenever a successor to one of the above is elected or appointed.

SECTION 6.6 Vacancies: Fill any vacancy that may occur among the Officers or members of the Board of Directors until the next election as outlined in Section 5.4 above.

SECTION 6.7 Property: Act as custodian of all furniture, equipment, and any other property of the Chamber.

SECTION 6.8 Government: Establish all rules, regulations and procedures for the government of the Chamber.

SECTION 6.9 Vacate for Cause: Shall have the power to vacate for cause the position of any Officer, Board member, committee chairperson or committee member accumulating three unexcused absences.

SECTION 6.10 Committees: Shall appoint committees and committee chairpersons as deemed necessary.

ARTICLE VII Duties of Officers

SECTION 7.1 President: The President shall preside at the Board of Directors and general membership meetings, be a member of all committees, and represent the Chamber at all social and business meeting and functions. The President shall perform all duties incident to this office to increase the usefulness and effectiveness of the Chamber.

SECTION 7.2 Vice-President: The Vice President shall act in the absence of the President and shall perform all duties incident to this office.

SECTION 7.3 Treasurer: The Treasurer shall audit the receipts and disbursements of the funds of the Chamber and submit financial reports at Board meetings. The Treasurer shall not disburse any funds of the Chamber except upon a check signed by at least two Chamber Officers. The Treasurer shall give bond in such form and amount as the Board may require, the cost of which is to be paid by the Chamber. The Treasurer shall act in the absence of the President and Vice President and shall perform all duties incident to this office.

SECTION 7.4 Assistant Treasurer: The Assistant Treasurer shall act in the absence of the Treasurer and perform all duties to this office

SECTION 7.5 Secretary: The Secretary shall record the minutes of meetings of the Board and present them to the Board of approval. The Secretary shall act in the absence of the President, Vice President, Treasurer and Assistant Treasurer and perform all duties incident to this office.

ARTICLE VIII Committees

SECTION 8.1 Appointment: The President shall appoint all committees and committee chairpersons subject to the approval of the Board.

SECTION 8.2 Function: The function of the Committees shall be to: (1) support and implement the Chamber's work and strategic goals; (2) investigate and submit recommendations to the Board of Directors concerning various issues and/or concerns which from time to time come before the Board. No committee or individual shall represent the Chamber in advocacy or in opposition to any project or issue, unless the position taken by the said committee or individual is in accordance with the direction of the Board.

SECTION 8.3 Committees: There shall be a minimum of four committees: Executive Committee, Membership Committee, Legislative committee and the Business Services/Program Committee^[MPM13]

The role of the Executive Committee shall be to serve as the Finance Committee for the board, develop recommendations regarding the Chamber's strategic direction and act in place of the Chamber Board of Directors for emergent or urgent issues that may arise and require immediate action. The Committee shall be comprised of the Chamber officers and the Chair shall be the Board President.

The role of the Membership Committee shall be increase membership retention and development as outlined in the Chamber's strategic goals. The Committee shall be comprised of at least two Board members and other Chamber members. The Chair shall be appointed by the Chamber President and shall be a Board member.

The role of the Legislative Committee shall be to establish and advocate a favorable legislative agenda for North Side/North Shore business interests as outlined in the Chamber's strategic goals. The Committee shall be comprised of at least two Board members and other Chamber members. The Chair shall be appointed by the Chamber President and shall be a Board member.

The role of the Business Services/ Program Committee shall be to continue to provide quality business programming to Chamber members to enhance their success, and to invest in North Side/ North Shore assets, events and other charitable institutions as outlined in the Chamber's strategic goals. The Committee shall be comprised of at least two Board members and other Chamber members. The Chair shall be appointed by the Chamber President and shall be a Board member.

SECTION 8.4 Meetings: Committee meetings may be called by the President or Chair of the particular committee.

SECTION 8.5 Committee Chair Role: The role of the Committee Chair shall be to recruit respective committee membership, develop and implement the agenda for the Committee's work in support of the Chamber's strategic goals, and to report to the Board on a regular basis.

ARTICLE IX

Powers and Duties of the Executive Director

SECTION 9.1 The Executive Director shall have general and active management of the business of the Chamber, shall see that all orders and resolutions of the Board are carried into effect, shall supervise the overall operation of the Chamber and shall be responsible for employing and supervising other staff of the Chamber.

ARTICLE X

Membership Meetings

SECTION 10.1 Number: The Board shall provide for a minimum of two general membership meeting per year. Emergency membership meetings may be called by the President or the Board upon 24 hours notice.[MPM14]

SECTION 10.2 Notice: Each Member of the Chamber shall be given notice, in writing, of all general membership meetings. The purpose, time and location of the meeting shall also be given. Notice of emergency membership meetings may be given verbally by the President or the Board.

SECTION 10.3 Quorum: At all general membership and emergency membership meetings, a minimum of eight Directors must be present to constitute a quorum for the transaction of any business. If at any membership meeting less than quorum is present, business cannot be transacted.

SECTION 10.4 Annual Meeting: The Annual meeting of the Chamber shall be held no later than December 31.^[MPM15]

ARTICLE XI Liability and Indemnification

SECTION 11.1 Liability of Directors. No person who is or was a Director of the Chamber shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a Director, unless:

- (a) The Director has breached or failed to perform the duties of her or his office as set forth in Section 511 of the Pennsylvania General Association Act of 1988 (15 Pa. C.S.A. Section 511) or the corresponding provisions of any subsequent law of the Commonwealth of Pennsylvania; and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
 - (1) The responsibility or liability of a Director pursuant to any criminal statute; or
 - (2) The liability of at Director for the payment of taxes pursuant to local, state or federal law.

If Pennsylvania Law hereafter is amended to authorize the further elimination or limitation of the liability of Directors, then the liability of the Directors of the Chamber, in addition to the limitation on personal liability provided herein, shall be limited to fullest extent permitted by the amended Pennsylvania Law.

SECTION 11.2 Indemnification. The Chamber may, but shall not be required to, purchase such insurance as is described in Section 5747 of the Pennsylvania General Association Act of 1988 (15 Pa. C.S.A. Section 5747). In the absence of such insurance, the Chamber shall not, unless otherwise required by law, indemnify any person who was or is a director, officer, employee or other representative of the Chamber or who is or was serving at the request of the Chamber as a representative of another corporation, partnership, joint venture, trust or other enterprise. |

[MPM16]

ARTICLE XII
Miscellaneous Provisions

SECTION 12.1 Checks and Notes: All checks, draft, trade acceptances and promissory notes of the Chamber shall be signed by such officer or officers as the Board may from time to time designate.^[MPM17]

SECTION 12.2 Fiscal Year: The fiscal year of the Chamber shall end each December 31.

SECTION 12.3 Acceptance of Gifts, Donations, etc.: No gift, grant donation, bequest, contribution or the like to the Chamber in excess of \$2500 shall be deemed to have been accepted until acted affirmatively by the Board.^[MPM18]

SECTION 12.4 Contracts: Except as otherwise provided in these Bylaws or required by law, no contract shall be deemed to have been accepted or executed until acted upon affirmatively by the Board.^[MPM19]

ARTICLE XIII
Amendments

SECTION 13.1 Submittal: Any proposed amendments to these Bylaws shall be presented in writing to the Board for review and approval.

SECTION 13.2 Notification: If the proposed amendments are approved by the Board, all Chamber members shall be notified that the proposed amendments are available for review at the business office of the Chamber. Any member may request a copy of the proposed amendments and, if so requested, shall be provided a copy by the Chamber.

SECTION 13.3 Comment: Any Chamber member who desires to comment on the proposed amendments to the Bylaws, must submit the comment in writing to the Board within thirty days of receiving notification, as outlined in Section 13.2 above.

SECTION 13.4 Approval: The Bylaws may be amended as proposed at the next meeting of the Board following the period of comment as provided for in Section 13.3 above.

APPENDIX A

Membership Dues

Class A	\$125.00
Class B	\$190.00
Class C	\$310.00
Class D	\$500.00

[MPM20]