

(Proposed) NORTH SIDE/SHORE CHAMBER OF
COMMERCE OF PITTSBURGH, PENNSYLVANIA
BY-LAWS
(Amended as of May, 2017)

ARTICLE I
Name, Office

Section 1. Name

The name of the Organization shall be the North Side/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 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.

ARTICLE II
Purpose

Section 1. Purpose

The NorthSide/Shore Chamber of Commerce promotes, connects, and supports the growth and success of the Pittsburgh North Side and North Shore businesses. Through active recruitment and retention of members and board leadership, the chamber seeks a vibrant business community.

ARTICLE III
Membership

Section 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 2. Types

- A. The Board of Directors shall, from time to time, determine criteria for levels of membership, dues associated with those levels of membership and benefits for each 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.
- C. 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 North Side or North Shore but resides or whose business is located outside of the North Side or North Shore.
- D. 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. 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. Dues are due annually

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 seventeen (17) members. A member of the Board of Directors must be a current member of the North Side North Shore 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 North Side North Shore 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 North Side North Shore 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 North Side North Shore 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 North Side North Shore 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 January 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) calendars 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 at least one-third 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.

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 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.

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. Indemnification

The Chamber shall be required to purchase General Liability and Directors and Officers Liability Insurance.

Section 2. 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 5712 and 5713 of the Pennsylvania General Association Act of 1988 (15 Pa. C.S.A. Section 5712, 5713) 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 a 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 3. 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 reasonable and necessary 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 4. 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 reasonable expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 5. 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 6. 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 annual 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.

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.

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.

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.

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.