

**BYLAWS
OF THE
MT. WASHINGTON COMMUNITY DEVELOPMENT MWCDC**

REVISED MARCH 15, 2007

ARTICLE I

Section 1. Name. This MWCDC shall be named MT. WASHINGTON COMMUNITY DEVELOPMENT CORPORATION (MWCDC).

Section 2. Definition of Bylaws. These Bylaws constitute the code of rules adopted by the MWCDC for the regulation and management of its affairs.

Section 3. Area of operation. The MWCDC service area is the neighborhoods of Mt. Washington and Duquesne Heights in the City of Pittsburgh Postal Zone 15211. Grand View Park is also part of MWCDC's service area.

ARTICLE II
TERM

The term of the MWCDC shall be perpetual.

ARTICLE III
PURPOSES AND POWERS

Section 1. Purposes. The mission of the MWCDC shall be to concentrate on issues vital to the community well being while involving residents, homeowners, property owners, businesses, and institutions within the community. The organization goals are to:

- A. Preserve and enhance the neighborhood and its institutions;
- B. Promote environmental, visual and physical improvements;
- C. Conduct master planning for neighborhood development;
- D. Provide forums for community involvement in neighborhood improvement and development.

Section 2. Powers. The MWCDC is organized and, notwithstanding any other provisions of the Certificate of Incorporation, 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, as the same now exist and may hereafter be amended from time to time.

ARTICLE IV
OFFICES

The registered office of the MWCDC shall be 301 Shiloh Street, Pittsburgh PA 15211, or at such other place within the service area as may be determined by the Board of Directors.

ARTICLE V

MEMBERS

Section 1. Qualifications. Any resident, homeowner, property owner, business, institution or organization located in the service area that is interested in supporting the purposes of the MWDCD may become a member of the MWDCD by filing an application in such form as the Board of Directors shall prescribe, and subject to the payment of such dues as the Board of Directors shall establish from time to time. There are two classes of voting members:

- A. Individual Members: Any individual of legal voting age who is a resident and/or property owner in the service area.
- B. Group Member: Any business, institution, or organization located in the MWDCD service area.

Section 2. Voting. Each individual or group member shall be entitled to one vote in MWDCD elections and at such meetings of the membership at which a vote is taken, provided that the member is in good standing with dues paid no less than thirty (30) days prior to such meeting or election. If the representative of a Group Member also holds an individual membership, that person may exercise only one vote. Members must be present to vote.

Section 3. Dues. The annual dues payable to the MWDCD by members will be in the amount determined by resolution of the Board of Directors at the Annual Meeting. The Board shall have the power to establish dues classifications. The annual dues shall be for a twelve month period from August 1.

ARTICLE VI MEETINGS OF MEMBERS

Section 1. Purpose. Membership Meetings are held for the purpose of providing a forum for members to offer opinions, guidance, and advice to the Board of Directors of the MWDCD on the affairs of the MWDCD and the interests of the community.

Section 2. Membership Meetings. Meetings of the members shall be held in the service area on a schedule established by the Board of Directors at the Annual Meeting. Public notice will be given at least seven (7) days prior to the meeting.

Section 3. Special Membership Meetings. Special membership 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 prior to the date.

Section 4. Voting Meetings. The Tri-annual Meetings of the members shall be held on the third Thursday of March, June, and October. The purpose of the October Meeting shall be election of members of the Board of Directors, the election of officers of the Board of Directors, the reporting of finances of the Corporation, and such other business as may be properly brought before the MWDCD. The purpose of the March and June Meetings shall be to vote on proposed changes to the Bylaws of the MWDCD, and any such other business as may be properly brought before the MWDCD for a membership vote.

ARTICLE VII BOARD OF DIRECTORS

Section 1. Management. The management and control of the MWCDC 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 MWCDC shall be governed by a Board of Directors which shall consist of no less than thirteen (13) members and no more than twenty-one (21) members. These members shall be representative of the community at large and at least one-third (1/3) of the board shall be either of low or moderate income or shall live within a CDBG eligible census tract.

Section 3. Terms. Members of the Board of directors shall be elected for a term of two (2) years. Board members may be elected for no more than four (4) consecutive two (2) year terms.

Section 4. Election. The Board of Directors shall be elected at the Annual Meeting by a vote of the membership of the MWCDC. The terms of Board seats shall be staggered so that at least half of the seats on the Board of Directors minus one are open for election each October.

Section 5. 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. If the unexpired term is greater than one year, it shall be considered a two-year term for purposes of Section 3 of this Article.

Section 6. Resignation and removal of members of the Board. Any member of the Board of Directors may resign by giving written notice of his or her 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. Any member of the Board of Directors may be removed for cause in the interests of the MWCDC by a two-thirds vote of all members of the Board of Directors.

Section 7. Ex Officio Members. The Executive Director of the MWCDC shall serve as an ex officio, non-voting member of the Board of Directors. The Board of Directors may designate additional ex officio members by the vote of a majority of the Board of Directors. No ex officio members shall have voting rights on the Board of Directors.

ARTICLE VIII MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Purpose. The Board of the Directors shall conduct the business of the MWCDC in accordance with these bylaws.

Section 2. Regular Board Meetings. The Board of Directors shall have no less than six regular board meetings each year.

Section 3. Notice of Board Meetings. Written or telephone notice of the time and place of regular meetings shall be sent to each Board member at their place of business or residence at least five days prior to the date of such meetings. Written notice of special meetings shall be

sent not less than three days prior to the date of such meeting or by telephone not less than two days prior to the date of such meeting.

Section 4. Quorum. A majority of the Board of Directors serving shall constitute a quorum for all meetings of the Board of Directors.

Section 5. Voting. At any meeting of the Board of Directors, every voting member present, in person, at such meeting shall be entitled to one vote. Except as otherwise provided by these bylaws, the act of a majority of the members present in person at any meeting at which a quorum is present shall be the act of that Board.

ARTICLE IX COMMITTEES

Section 1. Standing Committees of the MWCDC shall be:

A. Executive Committee. The Executive Committee shall have the power to act on behalf of the full board between regular board meetings, or in the case of emergency. This committee shall consist of the officers of the MWCDC and other board members as appointed by the board. Actions taken by the committee must be ratified by the board at its next meeting.

B. Nominating Committee. A Nominating Committee of three persons, one of whom shall be a member in good standing but not be a member of the Board of Directors, shall be appointed by the President and confirmed by the Board of Directors. The Nominating Committee shall encourage members to run for board and officer positions and shall assist the President to fill vacancies on the Board of Directors as they may occur between elections.

C. Tellers Committee. The Tellers Committee shall be appointed by the President and confirmed by the Board of Directors every August. The Tellers Committee is responsible for the following in the October elections: preparing the ballots; distributing ballots to those qualified to vote; monitoring campaigning by candidates; collecting the ballots and counting the votes; reporting the election results at the October annual meeting; and, in general, assuring a fair election. The Tellers Committee has four to six members. A maximum of two members of the Tellers Committee can be members of MWCDC and it is preferred that they are not members of the Board of Directors.

D. Budget and Finance Committee. The Finance Committee shall annually examine the books and recordkeeping procedures, arrange for an annual audit, analyze income and expenditures in all areas of operation and report to the Board of Directors. This committee shall review the annual budget prior to its presentation to the Board of Directors for final approval.

Section 2. Task Forces. The Board of Directors of the MWCDC shall establish such Task Forces as the Board may from time to time deem necessary. Such Task Forces shall perform such duties as the Board may direct. The Board of Directors may disband a Task Force and withdraw their authority whenever in the Board of Director's judgment the best interests of the MWCDC will be served.

- A. Task Forces may include, but not be limited to the following: Membership and Marketing, Housing, Youth, Outreach and Master Planning.
- B. Task Force Chairpersons. The Chairpersons shall be proposed by the President and confirmed by the Board of Directors at a regular meeting of the Board of Directors.
- C. Power. 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.

Section 3. Special Committees. The Board of Directors of the MWCDC may establish such Special Committees to perform specific tasks as the Board may from time to time deem necessary. Such Special Committees shall perform such duties as the Board may direct. The Board of Directors shall disband any Special Committee when its duties are complete or may disband a Special Committee and withdraw their authority whenever in the Board of Director's judgment the best interests of the MWCDC will be served.

ARTICLE X OFFICERS

Section 1. Officers. The officers of the MWCDC shall consist of a President, two Vice Presidents, a Secretary, a Treasurer, and assistant officers as may be deemed necessary by the Board. All officers must be members of the Board of Directors.

A. President. The President shall preside at all meetings of the Board of Directors and/or membership. 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 MWCDC 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 by laws, the President shall be an ex officio voting member of each task force.

B. Vice Presidents. The Vice Presidents 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 Presidents, in the order determined by the Board of Directors, shall perform the duties and exercise the power of the President.

C. Secretary. The Secretary shall attend all meetings of the Board of Directors and record the proceedings of such meetings in the minutes book. 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 MWCDC and, when authorized by the President or the Board of Directors, cause it to be affixed to any instruments requiring it. The Secretary shall perform such other duties as are prescribed by the Board of Directors or the President.

D. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the MW CDC and shall be responsible for depositing all moneys in the name and to the credit of the MW CDC in such depositories as may be designated by the Board of Directors. He/she shall be responsible for disbursing the funds of the MW CDC in accordance with the directions of the Board of Directors, and shall render to the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his/her transactions as Treasurer and of the financial condition of the MW CDC.

Section 2. Term. Each officer shall be elected for a one year term.

Section 3. Election. The general membership shall elect the Corporate Officers.

Section 4. Vacancy. Vacancies among the Officers, however arising, shall be filled by the President, with approval of a majority vote of the Board at any regular or special meeting. Such appointments shall be for the unexpired term of the vacant office.

ARTICLE XI EXECUTION OF DOCUMENTS

Section 1. Checks. All checks, drafts and orders for payment of money shall be signed in the name of the MW CDC 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, 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 MW CDC.

Section 3. Gifts. The Board of Directors may accept on behalf of the MW CDC any contribution, gift, bequest, or device for the general purposes or for any special purpose of the MW CDC.

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 MW CDC 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 power to appoint such agents as the Board may deem necessary for transactions for business of the MW CDC.

Section 7. Removal of Agents. Any agent may be removed with just cause by a two-thirds vote of the Board of Directors.

ARTICLE XII
PROSCRIBED ACTIVITIES

Section 1. The MWCDC is nonprofit and no part of the MWCDC's income is distributable to its Directors or officers, and the MWCDC shall not have or issue shares of stock or pay dividends.

Section 2. The MWCDC is organized and notwithstanding any other provisions of the Certificate of Incorporation, 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, as the same now exist and may hereafter be amended from time to time.

Section 3. No substantial part of the activities of the MWCDC shall be the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the MWCDC participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. The MWCDC may make expenditures to influence legislation as allowed by the Federal Code for public charities. No such expenditures shall be made which would violate rules currently applying to 501(c)(3) organizations.

Section 4. The MWCDC shall not discriminate on the basis of race, color, religion, gender, national origin, handicap, or sexual orientation, in any way whatsoever including but not limited to terms or conditions of employment, and selection of members of the Board of Directors.

ARTICLE XIII
INDEMNIFICATION

Each Director or Officer of the MWCDC shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the MWCDC or otherwise) arising out of their service to the MWCDC or to another organization at the MWCDC's request. Persons who are not Directors or Officers of the MWCDC may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors. The provisions of this Article shall be applicable to actions, suits, or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.

ARTICLE XIV
PARLIAMENTARY AUTHORITY

The parliamentary authority for all matters of procedure not specifically provided for in these bylaws shall be Roberts Rules of Order Newly Revised.

ARTICLE XV
FISCAL YEAR

The fiscal year of the MWCDC shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XVI
SEAL

The corporate seal of the MWCDC shall have inscribed thereon "Mt. Washington Community Development Corporation" and the words "Corporate Seal, Pennsylvania."

ARTICLE XVII
AMENDMENTS OF BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of all Directors in office at any regular or special meeting, provided that no such action shall be taken if it would in any way adversely affect the MWCDC's qualification under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any successor provision). Proposals to amend these by-laws shall be included with notice of the Board of Directors meeting at which each amendment is proposed. Any bylaws change passed by the Board of Directors must then be approved by a majority of members at the next Annual Meeting before it takes effect.

ARTICLE XVIII
DISSOLUTION

In the event of the dissolution of the MWCDC, all its assets remaining after the payment of all debts and obligations of the MWCDC, shall be distributed to one or more organizations which have purposes and objects similar to those of this MWCDC and are exempt from United States income taxes under the provisions of Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors may select, and if more than one, in such shares and proportions as the Board of Directors may determine. Any such assets so disposed of shall be disposed at the District Court of the county in which the principal office of the MWCDC is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are operated and organized exclusively for such purposes.

APPROVED BY THE MWCDC MEMBERSHIP

THE 15th day OF March 2007.

SECRETARY ----- CORPORATE SEAL