

AMENDED AND RESTATED BYLAWS  
of  
PRESERVATION PITTSBURGH,  
A Nonprofit Corporation

ADOPTED: July 13, 2016

Preservation Pittsburgh Organizing Bylaws: September, 1991

Bylaws First Amendment: 1992

Bylaws Second Amendment: 2002

Bylaws Third Amendment: 2008

Bylaws Fourth Amendment: 2014

Bylaws Fifth Amendment: 2016

ARTICLE I: BYLAWS PURPOSE AND EFFECT

1.0 **Bylaws Purpose and Effect.** These bylaws constitute the general code of rules adopted by Preservation Pittsburgh for the regulation and management of its affairs.

ARTICLE II: NAME

2.1 **Name.** The name of this organization is: PRESERVATION PITTSBURGH (hereinafter referred to as the “Organization”).

ARTICLE III: FORM AND PURPOSE

3.1 **Form.** The Organization is a 501(c)(3) organization incorporated under the laws of the Commonwealth of Pennsylvania. The organization is organized under, and shall operate within, the legal guidelines of the IRS and Pennsylvania statute.

3.2 **The purpose of the organization shall be:**

- to be an advocacy group for the Pittsburgh region’s historic architectural, cultural and environmental heritage; this region is defined in the larger sense of Greater Pittsburgh and extends beyond Allegheny County to other communities in Southwestern Pennsylvania. The primary focus is Pittsburgh.
- to educate and assist individuals and groups in preserving the integrity of the architectural and physical surrounding which they value
- to promote the importance of preservation issues among private groups, in the deliberations and decisions of public officials, and with the general public
- to help establish and maintain an information and referral system that will assist people in pursuing their preservation goals
- to assist other entities in developing a survey and inventory of historic properties and sites that will be of use to individuals and developers in planning for change
- to seek funding and financial strategies that will allow Preservation Pittsburgh to be financially self-sufficient

ARTICLE IV: OFFICES

4.1. **Registered Office.** The address of the organization shall be:

1501 Reedsdale Street, Suite 5003, Pittsburgh, PA 15233

The Board of Directors (“Board”) may change the location of the Organization’s registered office in the Commonwealth of Pennsylvania. The Organization may also have an office or offices other than the registered office at such place or places, either within or outside the Commonwealth of Pennsylvania, as the Board from time to time may determine, or the business of the organization may require.

ARTICLE V: MEMBERSHIP

- 5.1 **Members.** Membership in the Organization shall be open to any individual, association or corporation in agreement with the aforementioned purpose of the Organization. Membership is active upon payment of dues.
- 5.2 **Dues and Classifications.** Requirements for membership shall be set, from time to time, by the Board.
- 5.3 **Voting.** Each individual member or representative of a member association, organization or corporation, current in payment of dues shall be entitled to one (1) vote on each matter submitted by the Board for a vote at a designated meeting. New members may exercise voting privileges one (1) month following their payment of dues.
- 5.4 **Removal of Member for Non-Payment of Dues.** Only those members who are current, to date, in payment of dues may exercise the privileges of membership. Those whose dues have lapsed will not remain on the rolls of current members.

ARTICLE VI: MEMBERSHIP MEETINGS

- 6.1 **Annual Meeting.** An annual meeting of the members shall be called each year by the Board for the purpose of reporting on the previous year's activities, the financial position of the organization, plans for the current year, and announcement of new Board Directors and Officers.
- 6.2 **Notice of the Annual Meeting.** There shall be an annual meeting held at a date, time and place as designated by the Board and stated in the Notice of Meeting. Written or emailed notice of the Annual Meeting, including an agenda, shall be provided to all members of the Organization at least thirty (30) days prior to the date named in the Notice of Meeting. A member may request a mailed hard copy in lieu of electronic mail upon request to the Secretary.
- 6.3 **Membership Meetings.** Membership meetings may be held according to a schedule adopted by the Board - such meetings shall be open to the public.

ARTICLE VII: BOARD OF DIRECTORS

- 7.1 **Authority.** The Board of Directors shall constitute the governing body of the Organization and shall have full power to conduct, manage and direct the business and affairs of the Organization.

The Board may delegate the operational activities of the Organization to any person or persons, organization, committee however composed, provided that the activities and affairs of the Organization shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

- 7.2 **Composition.** The Board of Directors shall be composed of not less than nine (9), nor more than fifteen (15) Directors.
- 7.3 **Qualification.** Directors must be members of the organization, current in payment of dues and believe in the purpose of the organization.
- 7.4 **Nomination.** The Chairperson of the Board Development Committee shall present the names of those nominated to serve as Directors to the Board at a regularly scheduled Board meeting. The candidate's name and biography shall accompany the nomination in the materials sent out to board members prior to being elected.
- 7.5 **Election - Directors.** Directors shall be elected by the Board by a majority vote of a quorum at a regular or special Board meeting. The candidate shall assume their duties at the end of the meeting at which the election occurred. New Directors will be announced at the Annual Meeting.
- 7.6 **Number and Term.** Each Director shall serve for a term of three (3) years. A Director who has served more than two (2) consecutive terms on the Board shall not be eligible to be a candidate for election to the Board for an additional term until he or she retires from the Board for at least one (1) year.
- 7.7 **Staggered Terms.** The election of Directors will be such that terms are staggered so that under normal circumstances approximately one-third (1/3) of the Directors shall be elected every year.
- 7.8 **Responsibility.** The governance of the Organization and the management of its affairs shall be vested in the Board of Directors.
- 7.9 **Standard of Care.** Each Director shall stand in a fiduciary relation to the Organization and shall perform his or her duties as a Director (including duties as a member of any committee of the Board) in good faith, in a manner reasonably believed to be in the best interests of the Organization and with such care, including reasonable inquiry, skill and diligence that a person of ordinary prudence would use under similar circumstances.
- 7.10 **Resignation.** Directors may resign by notifying the secretary in writing of their desire to resign from the Board. The resignation shall take effect upon the date of the receipt of the notice or on the date specified within the notice, whichever is later.

- 7.11 **Vacancies.** A Board vacancy shall be filled within three (3) months of the seat being vacated. Candidates for the vacated seat(s) will be recommended to the Board by the Chairperson of the Board Development Committee. Vacancies shall be filled only by an affirmative vote of the majority of the remaining Directors in office. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor and shall be eligible for one (1) consecutive three (3) year term thereafter.
- 7.12 **Removal of Directors.** Any director(s) may be removed either with or without cause at any regular or special board meeting by a two-thirds (2/3) affirmative vote of the other Directors in office. Directors who incur three (3) consecutive unexcused absences from Board meetings shall be automatically removed. An unexcused absence shall be determined by the President.
- 7.13 **Meetings of the Board.** The Board may hold meetings, both regular and special, at such time and place as they may, from time to time, determine. The Board will hold at least six (6) a year. The Annual Meeting may constitute one (1) of these six (6) regular meetings. All meetings shall be conducted in accordance using parliamentary procedure. The Board of Directors and Directors Emeritus as well as guests invited by a board member are the only individuals permitted to attend a board meeting.
- 7.14 **Notice of Regular Board Meetings.** Written notice (electronic mail or U.S. mail) of the time, place and purpose of all regular Board meetings shall be given to the Directors at least seven (7) days prior to the meeting date.
- 7.15 **Special Board Meetings.** Special meetings of the Board may be called by resolution of the Board, by majority vote of a quorum, and may be held at a time and place determined by the same. No additional business shall be conducted at the special meeting unless all Directors present agree to waive this requirement.
- 7.16 **Notice of Special Board Meetings.** Written notice (electronic mail or U.S. mail) of the time, place and purpose of all Special Board meetings shall be given to the Directors at least seven (7) days prior to the meeting date.
- 7.17 **Waiver of Notice of Regular or Special Board Meetings.** Any Director, prospectively or retroactively, may waive notice of any meeting of Directors, regular or special, by a signed instrument in writing.

Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

- 7.18 **Use of Telephonic Equipment.** One or more Directors may participate in a
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meeting of the Board, or of a committee of the Board, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

- 7.19 **Email Voting** – There shall be no email voting.
- 7.20 **Compensation of Directors.** No compensation shall be paid to any Director for serving as a Director. The Board may by resolution provide for payment of expenses for any or all of the Directors in the necessary transaction of the Organization’s business.
- 7.21 **Quorum.** At all meetings of the Board, a majority of those who are presently serving on the Board shall be considered a quorum for the transaction of business which may properly come before the meeting. The acts of a majority at such a Board meeting shall be the acts of the Board.
- If a quorum shall not be present at any meeting of the Directors, the Directors present may adjourn the meeting and determine a time and place for the next meeting.
- 7.22 **Voting.** Each Director shall have one (1) vote. Subject to other provisions of these bylaws or the Articles of Incorporation or Pennsylvania statute, any question may be determined by a simple majority of the Directors present and voting at a meeting in which a quorum is present.
- 7.23 **Executive Session.** The Board may go into executive session, at which everyone is excluded except currently serving Directors, for the purpose of discussing any matters of business that the Board may consider confidential or sensitive. Before meeting in executive session, the Board must approve, by majority vote of the Directors present at a meeting at which a quorum is established, a motion to go into executive session. The motion must include specific reference to the substance of the matters to be discussed and any other issue which in the discretion of the Board requires confidentiality. The decision to call an executive session and a general description of the matters discussed must be recorded in the minutes of the Board meeting at which the motion to go into executive session was approved.
- 7.24 **Director Emeritus.** The Board of Directors shall have the power to create an advisory board position known as “Director Emeritus.”
- 7.25 **Eligibility.** A Director Emeritus must be a former member of Preservation Pittsburgh’s Board of Directors, a current member of the organization, and meet additional distinctive service requirements as established by the Board and listed in the organization’s operating procedures.

- 7.26 **Terms.** Directors Emeritus shall serve three (3) year renewable terms as long as they remain a member and active in the work of Preservation Pittsburgh. A Director Emeritus may end their term at any time by written notice to the secretary.
- 7.27 **Powers.** A Director Emeritus shall be entitled to receive all written notices and information which are provided to the Board, to attend all Board meetings, to participate in meetings of the committees in which they serve, and are encouraged to attend all other events conducted by Preservation Pittsburgh. Directors Emeritus shall not be: subject to an attendance policy, counted towards determining the existence of a quorum at a board meeting, entitled to hold office, entitled to vote at any board meeting.
- 7.28 **Election – Director Emeritus.** Potential Directors Emeritus will be nominated by the Board Development Committee. The Chairperson of the Board Development Committee shall present the names of those nominated to serve as Directors Emeritus at a regular or special Board meeting. Directors Emeritus shall be elected by the Board by a majority vote of a quorum at a regular or special Board meeting.

#### ARTICLE VIII: OFFICERS

- 8.1 **Number.** The Officers of the Board of Directors of the Organization shall be a President, Vice President, Secretary and Treasurer, all of whom shall be members of the Board and elected to their offices by the Board.
- 8.2 **Election and Term of Office.** Officers shall be elected as needed during the year by the Board by a majority vote of a quorum at a regular or special Board meeting. Officers will be announced at the Annual Meeting. Officers shall be elected for a term of two years and shall serve until that Officer's successor is elected and assumes office. The Officers shall be elected by the Board at the meeting just preceding the Annual Meeting.
- 8.3 **Removal.** Any officer(s) elected or appointed by the Board may be removed either with or without cause at any regular or special meeting of the Board by a two-thirds (2/3) affirmative vote of the directors in office. Any agent(s) elected or appointed by the Board may be removed either with or without cause at any regular or special meeting of the Board by a two-thirds (2/3) affirmative vote of the directors in office.
- 8.4 **Vacancies.** A vacancy may be filled by the Board for the unexpired portion of the term. The Board Development Chairperson will present the Board with recommendations for candidates to fill Officer vacancies.

A vacancy shall be filled within three (3) months only by a majority affirmative vote of the Directors in office. An Officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor.

## IX. DUTIES OF OFFICERS

9.1 **President.** The President shall preside at all meetings of the general membership, Board of Directors, and serve as Chairperson to the Executive Committee. The President shall appoint committee chairpersons (excepting those committees whose chairpersonships are specified in these bylaws), sign all contracts and documents as required, and shall have such other powers and perform such duties as are normally associated with the office of President, and which the Board of Directors may from time to time determine.

9.2 **Vice President.** The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall also assist the President in the carrying out of his/her duties as requested.

The Vice President shall chair the Board Development Committee (Nominating).

9.3 **Treasurer.** The Treasurer shall (1) have charge and custody of and be responsible for all funds and securities of the Organization; (2) receive and give receipts for monies due and payable to the Organization from any source whatsoever; (3) deposit all monies in the name of the Organization in such banks, trust companies or other depositories selected by resolution of the Board; and (4) in general, perform all of the duties incident to the office of Treasurer and such other duties as may be prescribed by the Board from time to time. In addition to the President, the Treasurer is authorized to sign on behalf of the Organization any income tax return, information return, annual report or other similar document to be filed by the Organization.

The Treasurer shall chair the Finance Committee and provide financial reports at each meeting of the Board of Directors.

9.4 **Secretary.** The Secretary shall take attendance and minutes at all meetings of the general membership, Board of Directors, and Executive Committee. The Secretary shall (1) keep the original and duplicate record of the meetings of the Board; (2) see to it that all notices are duly given to Directors in accordance with the provisions of these Bylaws or as required by law; (3) be the custodian of the corporate records; (4) keep a register of the addresses of each Director; and (5) in general, perform all of the duties incident to the office of Secretary and such other duties as may be prescribed by the law of the Commonwealth of Pennsylvania or by the Board from time to time. The Secretary may sign any annual or periodic report or other similar document to be filed by the Organization.

9.5 **Multiple Offices, Service as a Director.** All Officers will be members of the Board of Directors. A person may hold two (2) or more officer positions; provided,

however, that the same person shall not hold the positions of President and Treasurer at the same time.

#### ARTICLE X. COMMITTEES

10.1 **Establishment.** The Board of Directors may, by resolution adopted by the majority of the Directors in office, establish standing or ad hoc committees. Committees will be composed of Directors and may also include general members of the Organization. All committees shall be chaired or co-chaired by a member of the Board.

10.2 **Standing Committees.** The following shall be standing committees of the Organization:

**Executive Committee.** The Executive Committee shall consist of the Officers of the Organization and shall be chaired by the President. The Executive Committee shall have authority to act on any matter related to the business of the Organization between meetings of the Board of Directors. The Secretary shall take the minutes of the Executive Committee meetings. The immediate past-President may participate in Executive Committee meetings for up to one year in a non-voting capacity.

The Executive Committee shall prepare the agenda for regular meetings and shall regularly review the activities of the corporation, recommend changes in these activities, and review fundraising proposals. The Executive Committee shall review and recommend operational, personnel, and other organizational policies. The Executive Committee shall act as or appoint a Personnel Committee when appropriate.

The Executive Committee shall have authority to call special meetings of the Board and authorize specific Board votes.

**Membership Committee.** The Membership Committee shall be responsible for the maintenance of membership records, including sending and receiving applications for new and renewed memberships of the Organization.

**Board Development Committee.** The Board Development Committee shall be responsible for recruiting, vetting, and nominating new Board Directors and Officers to fill both expiring seats and mid-term vacancies. The Board Development Committee will prepare the annual slate of candidates for Board Director and Officer election; oversee Board training and evaluation; and guide all efforts related to board and organizational strategy, bylaws revisions, and other Board governance concerns. The Board Development Committee shall also be responsible for recruiting, vetting, and nominating potential Directors Emeritus.

**Finance Committee.** The Finance Committee shall be responsible for reviewing proposals and assessing their impact on the organization. The Finance Committee shall assist in the preparation of the annual budget of the Organization and shall monitor actual expenditures versus budget at least quarterly, and oversee compliance with financial rules and regulations of Federal, State and Local governmental units and funders of the corporation.

The Finance Committee shall be chaired by the Treasurer, who shall be charged with annually selecting committee members from the Board and/or the general membership.

ARTICLE XI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- 11.1 **Contracts and other Documents.** The Board, except as otherwise required by law, or these bylaws, may authorize any officer or officers, agent or agents of the Organization, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Organization and such authority may be general or confined to specific incidences.
- 11.2 **Check, Drafts, Loans, etc.** All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Organization shall be signed by such officer, agent or agents of the Organization and in such manner as shall from time to time be determined by the Board. In the absence of such determination, such instruments shall be signed by the President.
- 11.3 **Deposits.** All funds of the Organization shall be deposited to the credit of the Organization in such banks, trust companies or other depositories as the Board may from time to time select.
- 11.4 **Gifts.** The Board may accept on behalf of the Organization any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Organization.

ARTICLE XII. LIABILITY AND INDEMNIFICATION

- 12.1 **No Personal Liability.** No contract entered into by or on behalf of the Organization shall personally obligate any Officer(s) or Directors(s) of the Organization authorizing such contract or executing same.
- 12.2 **Indemnification.** The Organization shall indemnify any member, Director, Officer or agent of the Organization, who was or is a party or is threatened to be made a party

to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, brought by any third party or by or in the right of the Organization by reason of the fact that such person is or was a representative of the Organization, or is or was serving at the request of the Organization as a representative of another Organization, partnership, joint venture, trust or other enterprise, against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the subject's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Organization, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the subject's conduct was unlawful.

### XIII. DISSOLUTION

- 13.1 **Dissolution.** This Organization may be dissolved upon a vote of two-thirds (2/3) of the Board of Directors in office at a duly called meeting. This meeting shall be a special meeting called at least one month in advance of the vote.
- 13.2 **Distribution of Assets.** Upon the termination, dissolution, or winding up of the Organization in any manner or for any reason, its assets, if any, shall be distributed according to the laws of the Commonwealth of Pennsylvania.

### ARTICLE XIV. FISCAL YEAR

- 14.1 **Fiscal Year.** The fiscal year of the Organization shall begin on first day of January and end on the last day of December.
- 14.2 **Annual Report.** The President shall present at each Annual Meeting a full and complete statement of the business and affairs of the Organization for the preceding year. Such statement shall be presented and prepared in whatever manner the Board of Directors shall deem advisable and need not be verified by a certified public accountant.

### XV. BOOKS AND RECORDS

- 15.1 **Books and Records.** The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and committees, if any, having any of the authority of the Board, and shall keep at the registered office a record giving the names and addresses of the Board. All books

and records of the Organization may be inspected at any reasonable time by any member of the Board, or his agent or attorney, upon written demand under oath stating a proper purpose. A proper purpose shall mean to derive information reasonably related to the interest of such member in the Organization.

XVI. AMENDMENTS

16.1 **Amendments.** The Articles of Incorporation and these bylaws may be amended, altered, changed, added to or repealed only by affirmative vote of two-thirds (2/3) of the Board of Directors in office, if notice of proposed amendment, alteration, change, addition, or repeal was contained in the notice of the meeting or if such notice is unanimously waived.

Signatures:

President: \_\_\_\_\_  
Matthew W.C. Falcone

Secretary: \_\_\_\_\_  
Cara Halderman

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