

ADOPTED BYLAWS
OF
MT. LEBANON PARTNERSHIP,
A Community Development Corporation

Adopted June 11, 1991
Amended October 11, 2013
Amended [June 5, 2015]

INDEX
OF
BYLAWS
OF
MT. LEBANON PARTNERSHIP,
A Community Development Corporation

ARTICLE I.....	1
General.....	1
Section 1. Statement of Purpose and Mission	1
Section 2. Name.....	3
Section 3. Office.....	3
Section 4. Seal.	3
Section 5. Fiscal Year.	3
ARTICLE II.....	4
Members.....	4
Section 1. Members.....	4
Section 2. Notice.	4
ARTICLE III.....	4
Directors.....	4
Section 1. Number; Qualification.....	4
Section 2. Terms.	45
Section 3. Nomination and Appointment.....	5
Section 4. Removal.....	5
Section 5. Vacancies.....	56
Section 6. Compensation of Directors.	56
Section 7. Regular Meetings.	6
Section 8. Special Meetings.....	6
Section 9. Waiver of Notice.	67
Section 10. Action by the Directors without Meeting.	67
Section 11. Committees of Directors.	7
Section 12. Quorum.....	78
Section 13. Presiding Officer and Order of Business.....	8
Section 14. Conflicts of Interest, Contracts.....	8

Section 15. Investment of Corporate Funds	89
Section 16. Personal Liability of Directors.....	9

ARTICLE IV **10**

Officers **10**

Section 1. Number and Election.	10
Section 2. Qualifications.	10
Section 3. Term of Office.	1011
Section 4. President.....	1011
Section 5. Vice President.....	1011
Section 6. Secretary.	11
Section 7. Treasurer.	11
Section 8. Executive Director.....	1112
Section 9. Assistant Officers.	1112

ARTICLE V **12**

Execution of Documents..... **12**

Section 1. Checks, Notes, Etc.	12
Section 2. Other Documents.	12

ARTICLE VI **[1213](#)**

Indemnification of Directors, Officers and Employees..... **[1213](#)**

Section 1. Judgments, Fines, Settlements and Expenses.	1213
Section 2. Expenses.	13
Section 3. Advancement of Expenses.....	13
Section 4. Non-exclusivity of Article VI.....	1314

ARTICLE VII **[1314](#)**

Amendments **[1314](#)**

Section 1. Amendments to By-Laws.....	1314
---------------------------------------	----------------------

BY-LAWS
OF
MT. LEBANON PARTNERSHIP,
A Community Development Corporation

ARTICLE I

General

Section 1. Statement of Purpose and Mission

A. Mission Statement:

The mission of the Mt. Lebanon Partnership is to create a vibrant community in Mt. Lebanon by promoting economic growth and preventing or correcting deterioration through the implementation of economic restructuring, design, promotions and organizational plans developed by the Mt. Lebanon Partnership Board of Directors on behalf of the business owners, property owners, residents and volunteers within Mt. Lebanon commercial districts.

It is the intention of the Mt. Lebanon Partnership to correct and prevent deterioration in the commercial districts, to encourage historical preservation where possible, to create and implement development plans in the districts, to promote the economic growth of the districts, and to encourage the expansion of commercial enterprises in Mt. Lebanon.

B. Vision Statement:

The Mt. Lebanon Partnership makes Mt. Lebanon the Main Street of the South Hills, a true destination where businesses and community come together.

C. The Mt. Lebanon Partnership shall have the power to:

1. Prepare an analysis of economic changes taking place in the commercial district;
2. Study and analyze the impact of metropolitan growth upon the commercial district;
3. Develop long-range plans, in cooperation with the Mt. Lebanon Planning Board, designed to halt and reverse the deterioration of the property values in the commercial districts and to promote the economic growth of the downtown district, and take such steps as may be necessary to persuade property owners to implement the plans to the fullest extent possible;
4. Organize a Neighborhood Improvement District Management Association pursuant to the Community and Economic Improvement Act, Act No. 174

- of 1998, P.L. 1307 (53 P.S. 18101 et seq.);
5. Make and enter into contracts necessary or incidental to the exercise of its powers and the performance of its duties;
 6. Acquire by purchase or otherwise, on terms and conditions and in a manner the Partnership deems proper, or own, convey, or otherwise dispose of, or lease as lessor or lessee, land and other property, real or personal, or rights or interest therein, which the Partnership determines is reasonably necessary to achieve the purposes herein described, and to grant or acquire licenses, easements and options with respect thereto;
 7. Improve land and construct, reconstruct, rehabilitate, restore and preserve, equip, improve, maintain, repair, and operate any building, including multiple-family dwellings and any necessary or desirable appurtenances thereto, within the municipality for the use, in whole or part, of any public or private person or corporation, or a combination thereof;
 8. Fix, change and collect fees, rents, and charges for the use of any building or property under its control or any part thereof, or facility therein, and pledge the fees, rents, and charges of the payment of revenue bonds issued by the Partnership;
 9. Lease any building or property under its control, or any part thereof;
 10. Apply for and accept grants and donations of property, labor or other things of value from a public or private source;
 11. Acquire and construct public facilities;
 12. Prepare its own budget;
 13. Organize, participate in, and support events and activities to support its Mission; and
 14. Take such actions as the Board of Directors finds necessary and prudent in executing the above powers.

D. Goals

1. Improve communication and processes between the Municipality and businesses;
2. Increase awareness of Mt. Lebanon;
3. Create a business base that will support and complement its individual members;
4. Increase foot traffic and business sales in the Mt. Lebanon Commercial Districts;
5. Improve the physical and visual appearance of the Mt. Lebanon Commercial Districts;
6. Improve the efficiency and effectiveness of the operating board, staff and volunteers serving the business community;
7. Nurture community pride in and support of the Mt. Lebanon Commercial Districts;
8. Promote the Mt. Lebanon Commercial Districts through marketing, public relations and communications strategies;

9. Establish a coordinated effort among various organizations and agencies to support the revitalization of the Mt. Lebanon Commercial Districts;
10. Promote economic growth and increase property values in the Mt. Lebanon Commercial Districts and to eliminate the causes of deterioration;
11. Enhance the image of the Mt. Lebanon Commercial Districts;
12. Expand and diversify the retail mix in the Mt. Lebanon Commercial Districts;
13. Maintain and increase private sector investment and expansion;
14. Encourage business excellence and quality in merchandise, services and building appearance; and
15. Support commercial districts that are unique, diverse, friendly, comfortable, active, urban, cutting edge, accessible, creative, and cultural.

Section 2. Name.

The name of the Corporation shall be as set forth in the Articles of Incorporation, as may be from time to time amended.

Section 3. Office.

The principal office of the Corporation shall be at such place or places as the Board of Directors may determine from time to time. The initial office of the Corporation shall be at 710 Washington Road, Pittsburgh, PA 15228.

Section 4. Seal.

The Corporation may have a seal which shall be circular in form and which shall contain an outer circle in the upper part of which shall appear the words "MT. LEBANON PARTNERSHIP, a Community Development Corporation" and in the lower part of which shall appear the word "Pennsylvania," within which outer circle there shall be an inner circle in which there shall appear the words "Nonprofit Corporation" and below those words the date "1985."

Section 5. Fiscal Year.

The fiscal year of the Corporation shall, unless otherwise determined by resolution of the Board of Directors, end on December 31 of each year. The Board of Directors may by resolution from time to time change the fiscal year of the Corporation.

ARTICLE II

Members

Section 1. Members.

The Corporation shall have two classes of members. Such persons as shall from time to time constitute the Board of Directors of the Corporation shall be the governing members of the Corporation. All other members shall be associate members of the corporation. Associate members shall be entitled to receive the newsletter of the corporation and attend the annual organization meeting of the corporation but shall not have a vote in matters before the Board of Directors. The governing members may levy a membership fee for associate members. No certificates of membership shall be issued at any time.

Section 2. Notice.

Any action which by law may be taken by the Board of Directors of the Corporation only in their capacity as the members of the Corporation may be taken by the Board of Directors at any regular or special meeting thereof, and no designation of any such meeting as a meeting of the members of the Corporation shall be necessary in any notice, waiver of notice, or minutes thereof or otherwise.

ARTICLE III

Directors

Section 1. Number; Qualification.

The property and affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall have no fewer than fifteen (15) or more than twenty-three (23) members. The members of the Board of Directors shall be natural persons, twenty-one years of age or older who either reside or conduct business in the Municipality of Mt. Lebanon, Pennsylvania.

Section 2. Terms.

The terms of the Directors of the Corporation shall be as follows:

(1) Except for the two (2) Directors appointed by the Commission of the Municipality of Mt. Lebanon, each Director shall serve a term of three (3) years. The terms of the Board

seats shall be staggered so that the terms of one-third (1/3) of the Directors shall expire at midnight eastern daylight savings time on June 30 of each year commencing with 2012.

(2) The terms of the two (2) Directors appointed by the Commission of the Municipality of Mt. Lebanon shall expire at midnight eastern standard time on December 31 of each year, and at the same time of every year thereafter.

Section 3. Nomination and Appointment

All members of the Board of Directors shall be appointed by the Board of Directors, upon consideration of the reports of the Nominating Committee, with the exceptions that two (2) members of the Board of Directors shall be appointed by the Commission of the Municipality of Mt. Lebanon from its membership.

In the event that the term of any Director of the Corporation shall expire without his being appointed for another term and no successor to such Director shall have become appointed and qualified, such Director may upon majority vote of the other Directors continue to hold office until his successor shall be appointed and qualified.

Section 4. Removal

The Board of Directors of the Corporation shall have the power, upon ten (10) days written notice, to remove any Director of the Corporation from office for cause as defined in the Pennsylvania Non-Profit Corporation Law, 15 Pa. C. S. A. §5726, and may remove any officer for any reason set forth in the Pennsylvania Non-Profit Corporation Law, 15 Pa. C. S. A. §5733. In addition, the Board upon ten (10) days written notice, may remove any Director of the Corporation other than the two (2) Directors appointed by the Mt. Lebanon Commission, in the event said Director is absent without valid excuse from three (3) consecutive regular Board meetings.

Section 5. Vacancies.

Whenever any vacancy occurs for any other reason whatsoever, the Secretary of the Corporation shall forthwith give written notice of such vacancy or vacancies to the Board of Directors of the Corporation in order that such vacancy or vacancies may be filled in accordance with the procedures set forth in Article III, Section 3.

Section 6. Compensation of Directors.

Directors, as such, shall not receive any salary for their services; provided that nothing herein shall be construed to preclude any Director from serving the Corporation in any

other capacity and receiving compensation therefor.

Section 7. Regular Meetings.

The Board of Directors may hold its regular meetings at such places, and at such times, as the Board of Directors shall from time to time determine. Regular meetings shall be held no less than quarterly. Notice of all regular meetings shall be sent to all Directors by first-class mail or by email to any Director who has indicated a preference for email communications, sent at least ten (10) days before the date of the first meeting listed in such notice.

Notwithstanding the foregoing, the Board of Directors may also conduct meetings (including special meetings as provided in Section 8), and Directors may participate, comment and vote, by a format such as telephone or other electronic or computer-based connection that permits real-time two-way communication.

Section 8. Special Meetings.

The Board of Directors may hold Special Meetings if called by the President or Vice President of the Corporation or any five (5) Directors. Each such meeting shall be held at such time and place as shall be designated in the notice of the meeting. Notice of all special meetings shall be sent by first-class mail or by email to any Director who has indicated a preference for email communications, sent at least three (3) days before the date of the meeting, and the notice must describe with reasonable particularity the matters to be considered at the meeting. No action may be taken at such Special Meeting on any matter not so described in the Notice, and minutes of such Special Meeting must be distributed to all Directors within three (3) days of the meeting.

Section 9. Waiver of Notice.

A waiver of notice, in writing or by email, signed or sent by the person or persons entitled to such notice, whether before or after the date stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting of the Board of Directors shall be a waiver of notice thereof.

Section 10. Action by the Directors without Meeting.

Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, is signed by three-quarters of the Directors who would be entitled to vote at a meeting for such purpose and such consent or consents are filed with the Secretary of the Corporation and presented to the Board of Directors at the next Regular Meeting.

Section 11. Committees of Directors.

The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees to act in an advisory capacity to the whole Board, or delegate authority to a committee to perform specified tasks. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board when required. Each committee shall have a chair, and all committee members and committee chairs shall be appointed by and serve at the pleasure of the President. Committees may have members who are not members of the Board of Directors. Non-Board members may be appointed by and serve at the pleasure of the President or the Committee chair.

The Corporation will have two standing committees:

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and immediate past President of the Corporation. In the event the immediate past President is no longer a member of the Board of Directors, the Board of Directors shall appoint the fifth member to the Executive Committee from the then-current membership of the Board of Directors. The Executive Committee shall be responsible for the governance of the Corporation between regular and special meetings of the full Board of Directors, shall perform such other duties as delegated by the Board of Directors, and shall promptly report to the full Board all actions taken by the Executive Committee.

A Nominating Committee shall be responsible for the recruitment and nomination of board members, officers, and committee chairs. The Nominating Committee shall be appointed by the President with advice from the Board and shall submit reports as requested by the Board.

Section 12. Quorum.

A majority of the whole number of those who are at the time the Directors of the Corporation shall be necessary to constitute a quorum for the purpose of appointing members to or removing members from the Board of Directors, approving or ratifying a contract subject to Article III, Section 13 or amending these By-Laws or the Corporation's Articles of Incorporation.. The acts of a majority of the Directors present at a regular or special meeting at which a quorum is present shall, unless otherwise specifically provided by law or by the Articles of the Corporation, be the acts of the Board of Directors.

Section 13. Presiding Officer and Order of Business.

All meetings of the Board of Directors shall be called to order and presided over by the President or Vice President elected by the Board of Directors, if in attendance, or by a President Pro Tem selected by the members of the Board in attendance.

Section 14. Conflicts of Interest, Contracts.

A Board Member who has a direct interest in any matter before the Board of Directors shall disclose his interest prior to the Board of Directors taking any action with respect to the matter or when he becomes aware of the interest, which disclosure shall become a part of the record of the Mt. Lebanon Partnership Board of Directors' official proceedings.

In the absence of fraud, no contract or other transaction between the Corporation and any other corporation shall be affected by the fact that Directors of the Corporation are Directors or Officers of such other corporations, if such contract or transaction shall be approved or ratified by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors or of the committee of the Corporation having authority in the premises, who are not so interested. Any Director individually, or any firm of which any Director is a partner or shareholder, may be a party to or may be interested in any contract or transaction of the Corporation provided that such contract or transaction shall be approved or ratified by the affirmative vote of at least a majority of the Directors present at a meeting of the Board of Directors or of the committee of the Corporation having authority in the premises, who are not so interested. No Director shall be liable to account to the Corporation for any profit realized by him from or through any such transaction or contract of the Corporation, ratified or approved as aforesaid, by reason of his interest in such transaction or contract. Directors so interested may be counted when present at meetings of the Board of Directors or of such committee for the purpose of determining the existence of a quorum, but may not vote on any matter in which they have a direct financial interest.

Section 15. Investment of Corporate Funds.

15.1 The Board of Directors may take, receive and hold in trust, such property, real or personal, as may be given, devised to or otherwise vested in the Corporation, in trust, for such purposes set forth in the Trust Instrument, as are consistent with the charitable purposes of the Corporation. The Board of Directors may take, receive and hold such other property, real or personal, as may be given, devised to or otherwise vested in the Corporation outright, as part of the general assets of the Corporation committed to its charitable purposes.

15.2 The Corporation shall have the right to retain or sell all or any part of any securities or property, real or personal, given, devised to or otherwise vested in it,

whether outright or in trust, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors. The Corporation may transfer all or any part of its assets in a revocable trust to a corporate trustee qualified under Section 7551(a) of the Pennsylvania Corporation Not For Profit Code.

Section 16. Personal Liability of Directors.

Pursuant to 15 Pa. C.S.A.5713, adopted December 19, 1990, a Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless:

1. The Director has breached or failed to perform the duties of his office under the subchapter of which 15 Pa. C.S.A.5713 is a part; and
2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
3. In interpreting this Section, the duties of office of the Director shall be as set forth in 15 Pa. C.S.A. 5713.

In performing his duties, a Director may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A

A Director shall not be considered to be acting in good faith, however, if he has knowledge concerning a matter which would cause his reliance on any of the foregoing to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of such persons' fiduciary standard of care. In addition, absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken by a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

ARTICLE IV

Officers

Section 1. Number and Election.

The Board of Directors at a regular meeting held in June of every odd-numbered year shall elect a President, a Vice President, a Secretary, a Treasurer and such other officers and assistant officers, if any, as the Board may deem appropriate, to take office on July 1 of that year. The Board of Directors may also, from time to time, appoint such agents as it may deem appropriate. In the event of a vacancy in any office, the Board of Directors shall within sixty (60) days thereof elect a successor to fill the vacancy.

Section 2. Qualifications.

All officers shall be members of the Board of Directors.

Section 3. Term of Office.

Each officer shall hold office for a term of two years beginning at midnight eastern daylight savings time on June 30 or until his successor shall have been elected.

Section 4. President.

The President shall preside at all meetings of the Board of Directors at which he is present and shall, in general, perform all duties incident to the office of President. He shall be a member ex officio of all committees of the Board of Directors. The President shall see that all orders and resolutions of the Board of Directors are carried into effect; shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed or except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation; and shall have the power to appoint and remove the members and chairs of the Corporation's committees.

Section 5. Vice President.

The Vice President shall have such powers and perform such duties as the President may from time to time delegate to him. At the request of the President, the Vice President may, in the case of the absence or inability to act by the President, temporarily act in his place. In the case of the death of the President, or in the case of his absence or inability to act, the Vice President temporarily shall perform the duties of

the President except as shall be otherwise designated by the Board of Directors, and until such time as the vacancy in the office of President is permanently filled by the Board of Directors pursuant to Article IV, Section 1.

Section 6. Secretary.

The Secretary shall attend meetings of the Board of Directors, shall keep or cause to be kept minutes thereof in suitable books, shall oversee the sending out of all notices of meetings as required by law or these By-Laws and shall where required by law execute or attest contracts and other corporate documents. He shall, in general, perform all duties incident to the office of Secretary.

Section 7. Treasurer.

The Treasurer shall receive all money paid to the Corporation and keep or cause to be kept accurate accounts of all money received or payments made in books kept for that purpose. The Treasurer shall deposit all money received in the name and to the credit of the Corporation in banks or other places of deposit designated by the Board of Directors. The Treasurer shall disburse the money of the Corporation by checks or vouchers. The Treasurer shall, in general, perform all duties incident to the office of Treasurer.

Section 8. Executive Director.

The Corporation need not have an Executive Director. The Board of Directors of the Corporation may act in the capacity of an Executive Director, or may designate an employee of the Municipality of Mt. Lebanon to serve in the capacity of an Executive Director, or at its option, may establish either a volunteer or paid position of Executive Director. The Executive Director shall be the chief operating officer of the Corporation and shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. Except in the event that the Board of Directors chooses to act in the capacity of an Executive Director, the Executive Director shall not be a member of the Board of Directors and shall be appointed to serve at the will of the Board of Directors under terms and conditions to be set forth by the Board of Directors.

Section 9. Assistant Officers.

Any assistant officer authorized by the Board of Directors shall perform such duties as may be delegated by the officer to whom he is an assistant, and in the absence or disability of such officer may perform the duties of his office. An assistant officer is not required to be a member of the Board of Directors. The Board of Directors may designate the Executive Director or any other employee of the Corporation as an

assistant officer.

ARTICLE V

Execution of Documents

Section 1. Checks, Notes, Etc.

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

Section 2. Other Documents.

Unless otherwise authorized by the Board of Directors, all contracts, leases, deeds, 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 President or the Vice President, and the corporate seal shall be affixed by and said signatures attested by the Secretary.

ARTICLE VI

Indemnification of Directors, Officers and Employees

Section 1. Judgments, Fines, Settlements and Expenses.

The Corporation shall indemnify any person 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 by reason of the fact that he is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if the act or failure to act giving rise to the claim for indemnification is not determined by a court to have constituted 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 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, he shall also be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 3. Advancement of Expenses.

Upon approval of a majority of the Board at a Regular or Special Meeting, 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 upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation pursuant to this Article VI.

Section 4. Non-exclusivity of Article VI.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VII

Amendments

Section 1. Amendments to By-Laws.

These By-Laws may be altered or amended by a vote of a two-thirds majority of the Board of Directors then attending any regular or special meeting duly convened and with a quorum after notice of that purpose. Notwithstanding the provisions of Article III, Sections 7 and 8, notice of any amendment to these By-Laws shall be sent by first-class mail or by email to any Director who has indicated a preference for email communications, sent at least ten (10) days before the date of the meeting, and shall include a copy of all proposed amendments to the By-Laws.