Greenfield Community Association

BY-LAWS OF GREENFIELD COMMUNITY ASSOCIATION

ARTICLE I

NAME AND ADDRESS OF ORGANIZATION

Section 1.1 Name and Address. The name of this Organization is the Greenfield Community Association. Its registered mailing address is P.O. Box 5605 Pittsburgh, PA, United States, Pennsylvania 15207.

ARTICLE II

PURPOSE

Section 2.1 Purpose of the Organization. The Organization shall be operated exclusively for charitable, fraternal, religious, cultural, educational, or humanitarian purposes within or without the United States of America. In furtherance of such purposes it may promote, establish, conduct and maintain activities on its own behalf or it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities or nay thereof; and for such purposes it may solicit and receive funds and other property, real, personal and mixed, and interests therein, by gift, transfer, devise or bequest, and sell, invest, reinvest, hold, manage, administer, expend, and apply such funds and property, as it may from time to time receive as gifts, donations, or otherwise, from any corporation, partnership or individual, and to distribute any part of its principal and income, in the discretion of its Board of Directors, as contributions or donations for such purposes, within or without the United States of America, subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise, or bequest.

Notwithstanding any other provisions of these Articles, the Organization operates exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time (the "Code"), and shall not carry on any activity not permitted to be carried on by an organization exempt from Federal Income tax under Section 501(c)(3) of the Code or corresponding provisions of any subsequent tax law. Without limiting the generality of the foregoing, the Organization is established to fund, support, develop and enhance community spirit, volunteerism, athletic activities, and philanthropy among the citizens of the 15th Ward, City of Pittsburgh, Pennsylvania.

No part of the net earnings of the Organization shall inure to the benefit of any member, trustee, director, officer of ex the Organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Organization). No member, trustee or officer of the Organization or any private individual shall be entitled to share in the distribution of any of the Organization's assets or the dissolution of the Organization.

No substantial party of the activities of the Organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Upon the dissolution of the Organization, the Board of Directors shall, after paying and making provision for the payment of all liabilities of the Organization, dispose of all assets of the Organization exclusi Organization to any such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall the entire time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operating exclusively for such purposes. In any taxable year in which the Organization is a private foundation as described in Section 509(a) of the Code, the Organization shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code. Further, the Organization shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943 of the Code; (c) make any investments in such a manner as to subject the Organization to tax under Section 4944 of the Code; or (d) mane any taxable expenditures as defined in Section 4945 of the Code or corresponding provisions of any subsequent tax law.

ARTICLE III

MEMBERSHIP

Section 3.1 Membership. The Organization shall have no members and the Directors shall be solely responsible for the operation of the Organization.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 Number. The affairs of the Organization shall be governed by a Board of Directors composed of not less than seven (7) nor more than thirteen (13) persons.

Section 4.2 Term. Upon election to the Board, Directors shall have the option to decline to hold office at the conclusion of a ninety (90) day period following election. Each Director shall hold office for a term or three (3) years and until a successor has been selected and qualified, or until his/her earlier death, resignation, or removal. The terms of the Directors shall be staggered (class term) so that, to the degree possible, no greater than one-third of the subsequent directors shall be elected in any one year. Any changes in the number of Directors shall be done in such a manner so as to follow the intent of the preceding sentence. Ex-Officio Directors may also be appointed by the Board of Directors annually and shall serve until a successor has been selected and qualified, or until his/her earlier death, resignation, or removal. Directors and Ex-Officio Directors may succeed themselves. Ex-Officio Directors shall be entitled to participate in all deliberations of the Board of Directors and shall have the same rights to information as the Board of Directors, but shall have no voting rights.

Section 4.3 Qualifications for Board of Directors. To serve on the Board, an individual must be at least eighteen (18) years of age, and must either reside (verified by ID or piece of mail)-or own a business (verified by commercial lease) in the Greenfield neighborhood, as it is more fully described in the Articles of Incorporation and Section 2.1 herein.

Section 4.3.5 Election of the Board of Directors:

Board members will be elected annually, usually in May or June, at a date to be set no later than the March Board meeting.

A public announcement will be made following the March board meeting providing a link to the Candidate interest form.

Candidate profiles will be publicized on the GCA website and elsewhere as the sitting Board sees fit, for at least the 3 weeks prior to the election date.

All candidates who meet the requirements described in Section 4.3 and who submit a candidate interest form in the time frame set by the Board will be listed on the ballot

Paper ballots for the election will list all candidates in alphabetical order by last name and state the number of seats up for election.

During the time set for the election, prospective voters will sign in listing their address.

No campaigning or electioneering is permitted on the premises where the election is being held.

Ballots will be counted by sitting Board members.

Any ballots with more votes marked than there are open seats will be discarded.

Write-in votes will not be counted.
All votes will be counted in pairs for dual control.
Election results will be publicized on the GCA website and elsewhere as the sitting Board sees fit.

Newly elected Board members begin serving at the next scheduled board meeting.

Section 4.4 Qualifications for Voting. Any individual who is at least eighteen (18) years of age, and either resides, or owns a business in the Greenfield neighborhood, as it is more fully described in the Articles of Incorporation and Section 2.1 herein, is eligible to vote at the annual meeting of the Organization.

Section 4.5 Governing Powers. The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of this Organization.

Section 4.6 Annual Report. The Board of Directors shall prepare an annual report detailing the work of the organization over the course of the previous year. Said report will be made available on the GCA website in May, prior to the conclusion of the terms of the Board. Printed versions will be available at the Magee Healthy Active Living Center and Rec Center.

Section 4.7 Vacancies. Vacancies in the Board of Directors caused by any reason, including removal of a Director, shall be filled by appointment by the Board of Directors. Appointed directors shall serve the remainder of the class term of their predecessor. Upon completion of that term, they may seek re-election.

Section 4.8 Removal of Directors. Any Director may be removed from office by affirmative vote of the majority of Directors present at any official meeting for cause, such as absence from three (3) consecutive meetings without notifying the President. Advance notice of removal will be given to each Director, including the Director affected.

Section 4.9 Compensation. No compensation shall be paid to Directors from their services as Directors or for their services in any other capacity, or pursuant to any other contractual agreement whatever. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties.

Section 4.10 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors.

Section 4.11 Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson or President on three (3) days' notice to each Director, which notice shall state the time, place and purpose of the meetings. Special meetings of the Board of Directors shall be called by the President or Communications Director in like manner and on like notice on the request of at least three (3) Directors.

Section 4.12 Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the receipt of such notice. Attendance by a Director at any meeting of the Board without objection as to notice shall be a waiver of notice by him/her/them of the time and place thereof. If all the Directors are present at any meeting of the Board and no objection is made as to notice, no notice shall be required, and any business may be transacted at such meeting,

Section 4.13 Quorum. At all meetings of the Board of Directors, a majority of the Directors in office shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors then in office shall be the acts of the Board of Directors. Amendments to the organization's Bylaws require a two-thirds quorum, which shall consist of at least nine members when the Board of Directors is at full capacity (thirteen members)**.** If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice, if a quorum is present.

Section 4.14 Action by Consent. Any lawful action of the Board of Directors may be taken without a meeting if written consent to such action is signed by all the Directors and filed with the minutes of the Board.

Section 4.15 Executive Committee. The Board of Directors may appoint from among its members an Executive Committee of not less than two or more than seven members, one of whom shall be the President, and shall designate one of such members as Chairperson. The Board may also designate one or more of its members as alternates to serve as a member or members of the Executive Committee in the absence of a regular member or members. The Executive Committee shall possess and exercise all powers of the Board of Directors during intervals between meetings.

Section 4.16 Other Committees. The Board of Directors may appoint from among its members such other standing or temporary committees as it shall determine from time to time to be necessary or convenient to the management or the Organization. Such committees shall have such powers as may from time to time be granted by resolution of the Board of Directors.

Section 4.17 Employer. The Board of Directors shall employ such full or part-time employees as are deemed necessary to carry out the program and business of the Organization. The conditions of employment shall be set by the Board of Directors.

ARTICLE V

OFFICERS

Section 5.1 Designation. The principal officers of the Organization shall be a President, Vice President, Communications Director (formerly "Secretary'), and Treasurer. All of the principal officers of the Organization shall be elected by and from the Board of Directors. Any two offices, except those of the President and Communications Director, may be held by the same person. The Directors may appoint an Assistant Communications Director, Assistant Treasurer and such other officers as in their judgment may be necessary. In order to serve as a principal officer, a Director must have served on the Board for at least one year.

Section 5.2 Election of Officers. The officers of the organization shall be elected by the Board of Directors within one month following the election month. Unless removed sooner by the Board, officers shall serve a term of **two (2)** years or until their successors are elected and qualified. If the election of officers shall not be held at that time, the election shall be held as soon as possible thereafter. Any vacancies occurring in officers shall be filled by the Board of Directors from time to time. The Board of Directors shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers.

Section 5.3 Removal. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, with cause, and his/her successor elected at any regular meeting of the Board of Directors such meeting called for such purpose.

Section 5.4 President. The President shall be the Chief Executive Officer of the Organization. The President shall make annual reports showing the condition of the affairs of the Organization and make such recommendations as he/she thinks proper and submit the same to the Board of Directors at the annual meeting of the Board. He/She shall, from time to time, bring before the Board of Directors such information concerning the business and property of the Organization as may require. He/She shall have the power to appoint such committees from time to time as he/she deems appropriate to assist in the conduct of the affairs of the Organization.

Section 5.5 Vice Presidents. There shall be one or more Vice Presidents, as the Board of Directors shall from time to time determine. In the absence of disability of the President, any one of the Vice Presidents designated by the President shall perform the duties and exercise the powers of the President. The Vice Presidents shall also perform such other duties as shall be prescribed by the Board of Directors.

Section 5.6 Communications Director. The Communications Director shall keep the minutes of all meetings of the Board of Directors and of the Executive Committee. He/She shall have custody of the seal of the Organization and of such other books and Records of the Organization as the Board of Directors may provide. He/She shall perform the duties and functions customarily performed by the Communications Director of a corporation, together with such other duties as the Board of Directors may provide.

Section 5.7 Treasurer. The Treasurer shall have custody of the corporate funds and securities, and shall keep full and accurate account of all receipts and disbursements in books belonging to the Organization and shall deposit all moneys and other valuable effects in the name of and to the credit of the Organization in such depositories as may be designated by the Board of Directors. He/She shall disburse the funds of the Organization as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render an account of all his/her transactions as Treasurer and of the financial condition of the Organization whenever called upon to do so.

ARTICLE VI

LIABILITY OF DIRECTORS AND OFFICERS

Section 6.1 Liability of Directors. Except for responsibility or liability of a Director pursuant to any criminal statute or for payment of taxes pursuant to local, state or Federal law, a Director of the Organization shall not be personally liable for monetary damages for any action taken or any failure to take any action unless (a) such Director has breached or failed to perform his/her fiduciary duties as provided in Section 6.2 hereof and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 6.2 Directors' Fiduciary Duties. A Director of the Organization shall stand in a fiduciary relation to the Organization and shall perform his/her duties as a Director (including as a member of any committee of the Board) in accordance with the standards set forth in Section 15 Pa. C.S.A. $512, as the same may be amended from time to time, Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interest of the Organization.

Section 6.3 Liability of Directors and Officers. As provided in 42 Pa. C.S.A. $8332.2, no Director or officer of the Organization who serves without compensation, other than reimbursement for actual expenses, shall be liable for any civil damages as a result of any acts or omissions relating solely to the performance of his/her duties as a Director or officer, unless (a) the conduct of such Director or officer falls substantially below the standards generally practiced and accepted in like circumstances by similar persons performing the same or similar duties and (b) it is shown that the Director or officer did an act or omitted doing an act which he/she was under a recognized duty to another to do, knowing or having reason to know that the actor omission created a substantial risk of actual harm to the person or property of another.

ARTICLE VII

INDEMNIFICATION

Section 7.1 Right to Indemnification. Representatives of the Organization shall be entitled to indemnification as provided in the Nonprofit Organization Law of 1988, 15 Pa. C.S.A. S$5741-5748.

Section 7.2 Preservation of Rights. No amendment or repeal of this Article shall adversely affect any right or protection extended to a representative hereunder for an act or failure to act occurring prior to the time of such amendment or repeal. Each representative shall be deemed to act in such capacity in reliance upon the rights of indemnification hereunder. The rights to indemnification hereunder shall continue as to a person who has ceased to be a representative and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 7.3 Definitions. As used herein, references to a "representative" shall include without limitation any director, officer, or employee.

Section 7.4 Mandatory Indemnification. The Organization 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 (including, without limitation, any action threatened or instituted directly by or in the right of the Organization) by reason of the fact that he/she is or was a board member, officer, employee, or agent of the Organization as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including, without limitation, attorney's fees, filing fees, court reporters,fees, investigative costs, and transcript costs), judgments, fines, and amount paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she 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 his/her conduct was unlawful.

A person claiming indemnification shall be presumed, in respect of any action or omission giving rise to such claim for indemnification, to have acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Organization, and with respect to any criminal matter, to have had no reasonable cause to believe his/her conduct was unlawful, and the termination of any action, suit, or proceedings by judgment, order, settlement, or conviction, or upon a plea of no contest or its equivalent, shall not, of itself, rebut such presumption.

Section 7.5 Court-Approved Indemnification. Anything contained in the Articles, By-Laws or elsewhere to the contrary notwithstanding:

1. The Organization shall not indemnify any person who was a party to any completed action or suit instituted by or in the right of the Organization to procure a judgment in its favor by reason of the fact that he/she is or was a board member, officer, employee, or agent of the Organization, or is or was serving at the request of the Organization as a director, trustee,

officer, employee, or agent of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust, or other enterprise.

In respect of any claim, issue, or matter asserted in such action or suit as to which he/she is adjudged to be liable for acting with reckless disregard for the best interests of the Organization or misconduct (other than negligence) in the performance of his/her duty of the Organization, unless and only to the extent that the Court of Common Pleas of Allegheny County, Pennsylvania or the court in which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances of the law, he/she is fairly and reasonably entitled to such indemnify as such Court of Common Pleas or such other court shall deem proper; and

2. The Organization shall promptly make any such unpaid indemnification as is determined by a court to be proper as contemplated.

Section 7,6 Indemnification for Expenses. Anything contained in the Articles, By-Laws, or elsewhere to the contrary notwithstanding, to the extent that a Board Member, Officer, employee, or agent has been successful on the merits or otherwise in defense, of any action, suit, or proceeding referred to in defense of any claim, issue, or matter therein, he/she shall be promptly indemnified against expenses (including, without limitation, attorney's fees, filing fees, court reporters' fees, investigation costs, and transcript costs) actually and reasonably incurred. by him/her in connection therewith.

Section 7.7 Advances for Expenses. Expenses (including, without limitation, attorney's fees, filing fees, court reporters' fees, investigation costs, and transcript costs) incurred in defending any action, suit, or proceeding shall be paid by the Organization in advance of the final disposition of such action, suit, or proceeding to or on behalf of the person seeking indemnification promptly as such expenses are incurred by him/her, but only if such person shall first agree, in writing, to repay all amounts so paid in respect of any claim, issue, or other matter asserted in such action, suit, or proceeding in defense of which he/she shall not have been successful on the merits or otherwise:

1. If it ultimately is determined that he/she is not entitled to be indemnified by the Organization; or

2. If, in respect of any claim, issue, or other matter asserted by or in the right of the Organization in such action or suit, he/she is adjudged to be liable for acting with reckless disregard for the best interests of the Organization;

3. Or misconduct (other than negligence) in the performance of his/her duty to the Organization;

4. Or the court in which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances, he/she is fairly reasonably entitled to all or part of such indemnification.

Section 7.8 Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles or the By-Laws or any agreement, vote of disinterested Members or disinterested Board Members, or otherwise, both as to action in his/her other official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Board Member, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

If the Pennsylvania Nonprofit Organization Law is hereafter amended to authorize further indemnification of any person entitled to indemnity under this Article, then the Organization shall indemnify such person to the fullest extent permitted by the Pennsylvania Nonprofit Organization Law, as so amended.

Section 7.9 Insurance. The Organization may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit, or self-insurance, on behalf of any person who is or was a Board Member, Officer, employee, or agent of the Organization,

ARTICLE VIII

AMENDMENTS

Section 8.1 Amendments. Except as otherwise required by law and as provided herein, these By-Laws may be amended at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose, provided that written notice of the proposed amendment shall have been given at least ten (10) days prior to such meeting. All amendments to the Articles and to the By-Laws shall require a 2/3 vote of the Directors then in office. Notwithstanding any provisions contained herein to the contrary, no amendment of the By-Laws shall be effective which shall be inconsistent with the Articles of Incorporation,

ARTICLE IX

MISCELLANEOUS

Section 9.1 Fiscal Year. The fiscal year of the Organization shall begin on April 1 and end on March 31 of each year, except that the first fiscal year of the Organization shall begin at the date of incorporation.

Section 9.2 Annual Report. The President and Treasurer shall present an annual report to the Board of Directors at its annual meeting showing in appropriate detail the assets and liabilities of the Organization at the end of the immediately preceding fiscal year, principal changes in such assets and liabilities during such fiscal year, and revenues and disbursements of the Organization during such fiscal year (both unrestricted and restricted to particular purposes and including separate data with respect to each trust fund held by or for Organization).

Section 9.3 Books and Accounts. Books and accounts of the Organization shall be kept under the direction of the Treasurer of the Organization.

Section 9.4 Execution of Corporate Documents. With the prior authorization of the Board of Directors, all contracts shall be executed on behalf of the corporation by either the President or a Vice President and attested to by the Communications Director, or Treasurer, and all checks executed on behalf of the Organization shall be executed by any two or more officers or designated agents as the Board of Directors shall determine from time to time.

Section 9.5 Fidelity Bonds. The Board of Directors may require that all officers and employees of the Organization having custody or control of corporate funds furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Organization.

Section 9.6 Dissolution of the Organization. In the event of dissolution of the Organization, the Board of Directors shall, after payment of all liabilities of the Organization, dispose of the assets of the Organization remaining in accordance with the plan adopted by the Directors. Such assets shall be distributed to similar organizations under section 501(c)(3) of the Internal Revenue Code. This distribution of assets must additionally include provisions allowing for all unexpended funds received from any City, State or Federal Grants to be disbursed in accordance with regulations attached to that Grant.

Section 9.6 Political Activity. The Organization shall in no way use corporate funds in the furtherance of, nor engage in, any political activity for or against any candidate for public office. Furthermore, no portion of its funds shall be used for lobbying or in any way attempting to influence legislation. However, this By-Law shall not be construed to limit the right of any Official or Member of the Organization to appear before any governmental unit to testify about matters involving the Organization.

CERTIFICATION

This is to certify that the foregoing By-Laws are a true and exact copy of the By-Laws adopted by the Board of Directors of Greenfield Community Association, this day Date April 15, 2025.

Signatures:

Gina Godfrey, President, Greenfield Community Association

Christa Jones: Vice President, Greenfield Community Association