

BYLAWS
OF
THE MORNINGSIDE AREA COMMUNITY COUNCIL, INC.

[Adopted as of January 7, 2009]

ARTICLE 1: NAME AND PURPOSE.....	3
Section 1.1 <u>Name</u>	3
Section 1.2 <u>Address</u>	3
Section 1.3 <u>Mission Statement</u>	3
Section 1.4 <u>Description</u>	3
Section 1.5 <u>Purpose</u>	3
Section 1.6 <u>Limitations</u>	4
Section 1.7 <u>Term</u>	5
ARTICLE 2: MEMBERSHIP.....	5
Section 2.1 <u>Qualifications for Membership</u>	5
Section 2.2 <u>Dues Obligation of Members</u>	5
Section 2.3 <u>Membership Privileges</u>	5
Section 2.4 <u>Membership Term</u>	6
Section 2.5 <u>Termination and Reinstatement</u>	6
ARTICLE 3: DUES	8
Section 3.1 <u>Purpose of Dues</u>	8
Section 3.2 <u>Term of Dues</u>	8
Section 3.3 <u>Cost of Dues</u>	8
ARTICLE 4: MEETINGS	8
Section 4.1 <u>General Membership Meetings</u>	8
Section 4.2 <u>Executive Committee Meetings</u>	9
Section 4.3 <u>Yearly Planning Meeting</u>	11
Section 4.4 <u>Meeting Procedures</u>	11
ARTICLE 5: VOTING	11
Section 5.1 <u>Informal Votes</u>	11
Section 5.2 <u>Formal Votes</u>	12
Section 5.3 <u>Quorums</u>	12
Section 5.4 <u>Decision Making</u>	13
ARTICLE 6: OFFICERS.....	13
Section 6.1 <u>Eligibility</u>	13
Section 6.2 <u>Term of Office</u>	13
Section 6.3 <u>President</u>	13
Section 6.4 <u>Vice President</u>	14
Section 6.5 <u>Treasurer</u>	14
Section 6.6 <u>Secretary</u>	15
Section 6.7 <u>Officers as Committee Chairs</u>	16
Section 6.8 <u>Process for Removal of Officers</u>	16
Section 6.9 <u>Process for Filling Vacancies</u>	16
ARTICLE 7: ELECTIONS.....	17
Section 7.1 <u>Schedule</u>	17

Section 7.2	<u>Terms of Office</u>	17
Section 7.3	<u>Quorum</u>	17
Section 7.4	<u>Nominations</u>	17
Section 7.5	<u>Eligibility</u>	18
Section 7.6	<u>Secret Ballot</u>	18
Section 7.7	<u>Audit of Ballot</u>	18
Section 7.8	<u>Announcement of Elections</u>	18
Section 7.9	<u>Governance</u>	18
ARTICLE 8: EXECUTIVE COMMITTEE		18
Section 8.1	<u>Composition</u>	19
Section 8.2	<u>Executive Committee Meetings</u>	19
Section 8.3	<u>Duties of the Executive Committee</u>	19
Section 8.4	<u>Delegation to General Membership</u>	20
ARTICLE 9: COMMITTEES.....		20
Section 9.1	<u>Establishment of Committees</u>	20
Section 9.2	<u>Committee Chairs</u>	20
Section 9.3	<u>Membership</u>	21
Section 9.4	<u>Standing Committees</u>	21
Section 9.5	<u>Ad-Hoc Committees</u>	25
ARTICLE 10: FISCAL MATTERS		25
Section 10.1	<u>Fiscal Year</u>	25
Section 10.2	<u>Deposit of Funds</u>	26
Section 10.3	<u>Checks and Disbursements</u>	26
Section 10.4	<u>Loans</u>	26
Section 10.5	<u>Contracts</u>	26
Section 10.6	<u>Indemnification</u>	26
Section 10.7	<u>Compensation</u>	26
Section 10.8	<u>Insurance</u>	27
Section 10.9	<u>Audit</u>	27
Section 10.10	<u>Dissolution</u>	27
ARTICLE 11: AMENDMENTS		27
Section 11.1	<u>Submitting an Amendment</u>	27
Section 11.2	<u>Required Schedule</u>	27
Section 11.3	<u>Voting Process</u>	27
Section 11.4	<u>Approval</u>	28

ARTICLE 1: NAME AND PURPOSE

Section 1.1 Name

The official name of this organization is the Morningside Area Community Council, Inc. (the "MACC")

Section 1.2 Address

The mailing address of the MACC shall be:
P.O. Box 40313
Pittsburgh, PA 15201-0313

Section 1.3 Mission Statement

The MACC exists to actively represent the interests of concerned residents, businesses, organizations, and other interested parties to promote and foster the social, economic, and physical well being of the Morningside neighborhood of the city of Pittsburgh.

Section 1.4 Description

The MACC is a non-profit, tax-exempt corporation as defined in section 501(c)(3) of the Internal Revenue Service Code (the "**I.R.S. Code**").

Section 1.4.1 Employer Identification Number

The Employer Identification Number and associated incorporation records will be maintained by the Treasurer, as stated in Section 6.5 F.

Section 1.5 Purpose

The purpose of the MACC is to serve as a charitable organization designed to improve the Morningside neighborhood of the city of Pittsburgh. Specifically, the MACC satisfies the requirements of a charitable organization as defined by section 501(c)(3) of the I.R.S. Code by engaging in one or more of the following activities:

- A. "lessening the burdens of government"
- B. "lessening neighborhood tensions"

C. "combatting community deterioration and juvenile delinquency"

Section 1.6 Limitations

As limited by section 501(c)(3) of the I.R.S. Code, the MACC may not engage in the following:

Section 1.6.1 Activities Outside the Scope of Purpose

The MACC may not engage in, other than as an insubstantial part of its activities, activities that are not in furtherance of one or more exempt purposes (as listed in Section 1.5).

Section 1.6.2 Private Inurement

The MACC may not use any finances, assets or effort of the organization for the benefits of persons having a personal and private interest in the activities of the organization.

Section 1.6.3 Restrictions on Lobbying and Political Campaign Activity

The MACC may not engage in activities designed to influence legislation or carry on propaganda, and/or participate in or intervene in a political campaign on behalf of or in opposition to a campaign for public office.

Section 1.6.4 Unrelated Business Activities

While the MACC may engage in activities that produce income that is not substantially related to the performance of its exempt purposes (as listed in Section 1.5), any such income will be subject to applicable tax laws. Therefore, the MACC should carefully weigh any possible tax implications before engaging in such activities.

Section 1.6.5 Governing Law

The MACC is governed by the Pennsylvania Nonprofit Corporation Law of 1988, as it may be amended from time to time (the "NPCL").

Section 1.6.6 Other Activities

While sections 1.6.1-1.6.4 expressly forbid specific activities, this is not deemed to be a complete list of prohibited activities. Any activity performed by the MACC must also conform to standards

outlined by section 501(c)(3) of the I.R.S. Code, by the NPCL, or any other applicable local, state, or federal laws.

Section 1.7 Term

The term of existence for the MACC is perpetual.

ARTICLE 2: MEMBERSHIP

Section 2.1 Qualifications for Membership

Membership shall be open to all residents, property owners, and parties interested in the Morningside community. All members must be eighteen years or older.

Any former member who has been expelled from the MACC and has not yet been reinstated is required to apply for reinstatement (Section 2.5.4).

Section 2.2 Dues Obligation of Members

All individuals eighteen years or older are required to pay annual dues in order to be a member of the MACC.

Section 2.3 Membership Privileges

Section 2.3.1 Voting in General Meetings

All members are entitled to vote on motions during general meetings of the MACC.

Section 2.3.2 Voting for Officers

All members whose membership dues for the current calendar year have been paid in full 90 days prior to an election are eligible to vote for officers during that election.

Section 2.3.3 Eligibility to Hold Office

All members whose membership dues for the current calendar year have been paid in full 90 days prior to an election are eligible to be nominated as a candidate for that election, and to hold office.

Section 2.3.4 Eligibility to Serve as Committee Chairperson

All members not currently serving as Officers of the MACC are eligible to serve as a committee chairperson.

Section 2.4 Membership Term

All memberships expire at the end of each calendar year, December 31, at 11:59 p.m. Memberships may then be renewed for the subsequent calendar year by paying annual dues in full.

Section 2.5 Termination and Reinstatement

Section 2.5.1 Voluntary Termination

All members have the right to resign their membership at any time.

Section 2.5.2 Expulsion

Expulsion of a member may, but need not, take place for any of the following reasons:

- A. The member engages in activities which violate of the Limitations of the MACC (Section 1.6), thus potentially causing the MACC to fail to conform to standards outlined by section 501(c)(3) of the I.R.S. Code, by the NPCL, or any other applicable local, state, or federal laws.
- B. The member misappropriates MACC assets (including, but not limited to, cash) intended for the use of the MACC as a whole, or property designated for other use by the MACC.
- C. The member deliberately or overtly attempts to destroy or disband the MACC by any legal, extralegal, or financial means or in any other manner.

These reasons shall not be broadly interpreted to refer to the holding of disapproved opinions, or to disagreements in interpretation of the mission and purposes of the MACC, or the methods of their implementation.

An expelled member is not permitted to attend any MACC meeting or participate in any event limited exclusively to members, and forfeits any membership dues paid during the current calendar year.

An expelled member may participate in any event which is open to the general Morningside community.

Section 2.5.3 Expulsion Process

The procedure for expulsion shall be as follows:

1. Expulsion may be proposed by any member by submitting, in writing, the reason or reasons justifying expulsion to the Executive Committee.
2. If the Executive Committee, by majority vote, decides in favor of continuing the expulsion process, they must schedule a hearing during a regular General Membership Meeting, at a time and place which would allow the offending member an opportunity to respond to the expulsion charges. The Executive Committee is also required to provide prior notice of this hearing to the General Membership.
3. During the hearing, the member is entitled to respond to the expulsion charges, explain his or her conduct or view, and express his or her opinion.
4. After the member in question has been heard, a Formal Vote will be conducted to determine whether or not to expel the member. For an expulsion vote to pass, it requires a three fourths (75%) majority voting in favor of expulsion.

Section 2.5.4 Reinstatement

An expelled member has the opportunity to seek reinstatement after six months have passed since the date of his or her expulsion. The expelled member must submit, in writing, a request for reinstatement to the Executive Committee. This request must contain reasons explaining how reinstatement would benefit the MACC.

Upon receipt of a request for reinstatement, the Executive Committee will provide prior notice to the General Membership, and schedule a Formal Vote on reinstatement at a regular General Membership meeting.

A Formal Vote for reinstatement will be conducted. For a reinstatement vote to pass, it requires a simple majority (50%) voting in favor of reinstatement.

If the Formal Vote for reinstatement fails to pass, the expelled member is eligible to reapply for reinstatement after six months have passed since the date of the reinstatement vote.

If the Formal Vote for reinstatement passes, the expelled member must again submit dues for the current calendar year. Upon payment of dues, a reinstated member is entitled to all rights and privileges of membership.

ARTICLE 3: DUES

Section 3.1 Purpose of Dues

All members of the MACC are required to pay annual dues. The dues are used for MACC operating costs, and other uses as voted on by the General Membership.

Section 3.2 Term of Dues

Dues are designated for the current calendar year, which expires on December 31, at 11:59 p.m. Memberships may then be renewed for the subsequent calendar year by paying annual dues in full.

Section 3.3 Cost of Dues

The annual cost of dues for membership will be set by the membership. Any changes to the annual cost of dues must occur at least sixty (60) days prior to the subsequent calendar year.

ARTICLE 4: MEETINGS

Section 4.1 General Membership Meetings

Section 4.1.1 Purpose of Meetings

The purpose of General Membership meetings is to conduct the lawful business of the organization.

Section 4.1.2 Schedule of Meetings

The time and place of meetings shall be designated by the president or by a majority of the Executive Committee, or set by the General Membership during a General Membership meeting.

Section 4.1.3 Prior Notice

Any change to the schedule, including calling special meetings or cancelling a meeting, requires advance notice to the membership.

An announcement at a preceding General Membership meeting is considered sufficient prior notice.

Section 4.1.4 Minimum Meeting Requirements

The MACC shall hold at least nine (9) monthly General Membership meetings per year, or as needed.

Section 4.1.5 Quorum

The presence of eight (8) members shall constitute a quorum for a MACC General Membership meeting.

Section 4.1.6 Decision Making

Except as designated elsewhere in these bylaws, a simple majority vote of the General Membership is sufficient to render a decision regarding MACC business.

Section 4.1.7 Attendance

All MACC General Membership meetings are open to anyone, including non-members of any age and from any neighborhood, with the exception of expelled members.

All people who attend a MACC meeting are welcome to fully participate except for voting.

Section 4.2 Executive Committee Meetings

Section 4.2.1 Purpose of Meetings

The purpose of Executive Committee meetings is as follows:

1. Set the agenda for subsequent General Membership meetings.
2. Execute any decisions made by the General Membership.
3. Discuss general strategy for the MACC.

4. Execute the duties of the Executive Committee or its individual members.

Section 4.2.2 Schedule of Meetings

The time and place of meetings shall be designated by the president or by a majority of the Executive Committee.

Section 4.2.3 Prior Notice

Any change to the schedule, including calling special meetings or cancelling a meeting, requires advance notice to the membership.

An announcement at a preceding General Membership meeting is considered sufficient prior notice.

Section 4.2.4 Minimum Meeting Requirements

There is no required minimum number of Executive Committee meetings per year.

Section 4.2.5 Quorum

The presence of three (3) Executive Committee members, which much include either the President or Vice President, shall constitute a quorum for an Executive Committee meeting.

Executive Committee members may vote via telephone, or email, as described in Section 4.2.6, but do not count towards a Quorum.

Section 4.2.6 Decision Making

Except as designated elsewhere in these bylaws, a simple majority vote of the Executive Committee is sufficient to render a decision regarding Executive Committee business. The most recent past President may only cast a vote for Executive Committee decisions in the event of a tie vote.

It is acceptable for the Executive Committee to vote via telephone, electronic mail, or similar communication technology provided that there is sufficient prior notice of the issue to be decided.

Section 4.2.7 Attendance

Any general members of the MACC, or persons specifically invited by the Executive Committee to attend, are welcome to

attend Executive Committee meetings, however they are not eligible to vote on Executive Committee business.

Section 4.3 Yearly Planning Meeting

Section 4.3.1 Purpose of Meeting

The MACC will hold a yearly planning meeting to set the strategic direction and organizational goals of the MACC for the current calendar year.

Section 4.3.2 Schedule of Meeting

The time and place of meetings shall be designated by the president or by a majority of the Executive Committee, or set by the General Membership during a General Membership meeting.

Section 4.3.3 Notice of Meeting

This time and place of this meeting must be announced at a preceding General Membership meeting.

Section 4.3.4 Attendance

All MACC members are eligible to attend the yearly planning meeting.

Section 4.3.5 Presentation to General Membership

The results of the yearly planning meeting must be presented to the General Membership for acceptance. Any decisions proposed during the yearly planning meeting require a vote by the General Membership.

Section 4.4 Meeting Procedures

All meetings shall be conducted according to *Robert's Rules of Order, Revised* in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE 5: VOTING

Section 5.1 Informal Votes

Most issues brought up for a vote at MACC General Membership meetings are non-controversial, and therefore do not require the individual

verification of each participant's eligibility to vote. In fact, non members are explicitly permitted to participate in Informal Votes. It is sufficient to informally call for a show of hands to pass a motion.

In the case of an Informal Vote, the meeting minutes should only reflect that a particular motion passes, not the margin by which it passes.

Section 5.2 Formal Votes

While most issues at a MACC General Membership meeting can be resolved through the Informal Vote process (Section 5.1), any paid member of the MACC, for any reason, may instead call for a Formal Vote on a particular issue.

Section 5.2.1 Verification of Voting Eligibility

During the Formal Vote process, anyone wishing to vote must have their voting eligibility verified by the Membership Committee chairperson to ensure that they are a paid member in good standing at the time of the vote.

Section 5.2.2 Individual Votes

Each eligible member present at the time of the vote is entitled to one (1) vote.

Section 5.2.3 Meeting Minutes

All Formal Votes are required to be recorded in the meeting minutes as a Formal Vote with the number of Ayes, Nays and Abstentions listed.

Section 5.2.4 Issues Requiring Formal Votes

Any issues relating to financial matters or committee chair confirmations are required to be decided with the Formal Vote process.

Section 5.3 Quorums

As listed in Section 4.1.5, the presence of eight (8) members shall constitute a quorum for a MACC General Membership meeting.

As listed in Section 4.2.5, the presence of three (3) Executive Committee members, which much include either the President or Vice President, shall constitute a quorum for an Executive Committee meeting.

Section 5.4 Decision Making

As listed in Section 4.1.6, except as designated elsewhere in these bylaws, a simple majority vote of the General Membership is sufficient to render a decision regarding MACC business.

As listed in Section 4.2.6, except as designated elsewhere in these bylaws, a simple majority vote of the Executive Committee is sufficient to render a decision regarding Executive Committee business.

ARTICLE 6: OFFICERS

Section 6.1 Eligibility

As stated in Section 2.3.3, all members whose membership dues for the current calendar year have been paid in full 90 days prior to an election are eligible to be nominated as a candidate for that election.

Section 6.2 Term of Office

All Officers have a two (2) year term. President and Secretary are elected during odd numbered years. Vice President and Treasurer are elected during even number of years.

Elections for eligible Officer positions will be held in December for the subsequent calendar year, or as specified by the General Membership as necessary. Officers Elect will take office on January 1, at 12:00 am of the following calendar year, or as specified by the General Membership as necessary.

Section 6.3 President

The duties of the President of the MACC are as follows:

- A. Preside at all General Membership meetings of the MACC.
- B. Preside at all meetings of the Executive Committee.
- C. Create agendas for all General Membership and Executive Committee meetings.
- D. Serve as an ex-officio member of all committees, except the Audit Committee and the Nominations Committee.

- E. Act as liaison between the MACC and other organizations, or appoint others to perform this function as appropriate.
- F. Perform as signatory to any official MACC documents as required, and to co-sign (with the Treasurer) all checks written against MACC bank accounts.
- G. Perform other duties as the Executive Committee or General Membership may assign.

Section 6.4 Vice President

The duties of the Vice President of the MACC are as follows:

- A. Assume the duties of the President in his or her absence. In the event of a permanent vacancy in the office of the President, the Vice President shall assume the role of acting President until the vacancy is filled through a special election.
- B. Assure that up-to-date copies of these Bylaws (incorporating any duly approved amendments) are maintained by the MACC; answer all questions from the General Membership and Executive Committee regarding these Bylaws; and ensure all actions of the General Membership and Executive Committee comply with these Bylaws.
- C. Act as final authority in all matters dealing with Parliamentary Procedure.
- D. Perform other duties as the Executive Committee or General Membership may assign.

Section 6.5 Treasurer

The duties of the Treasurer of the MACC are as follows:

- A. Collect, receive and bank all monies, including those collected by assigned committees for specific purposes.
- B. Disburse monies as directed by the General Membership or Executive Committee.
- C. Serve as ex officio member of the Fundraising Committee.
- D. Keep complete and accurate records of all financial matters.

- E. Work with auditors and accountants for tax and audit purposes, as needed.
- F. Submit all financial documentation as needed, including tax returns and grant close-out reports, to the appropriate agencies.
- G. Make treasurer books and records available to any member or Officer with reasonable advance notice.
- H. Maintain all incorporation records, deeds, title papers, leases and other documents establishing the property and assets of the MACC.
- I. Co-sign (with the President) all checks written against MACC bank accounts.
- J. Submit Treasurer's Report at General Membership meetings, which must include a summary of financial activity since the previous General Membership meeting.
- K. Perform other duties as the Executive Committee or General Membership may assign.

Section 6.6 Secretary

The duties of the Secretary of the MACC are as follows:

- A. Ensure that minutes of all meetings of the General Membership and Executive Committee are recorded, kept on permanent record, and made available at the next General Membership meeting.
- B. Make all minutes available to any member or Officer with reasonable advance notice.
- C. Conduct MACC correspondence.
- D. Maintain a document library, consisting of: these Bylaws, the MACC Articles of Incorporation, General Membership and Executive Committee meeting minutes, election results, correspondence and MACC newsletters.
- E. Maintain current list of all committees and committee chairs.
- F. Maintain email list for Executive Committee, committee chairs, and General Membership as appropriate.

- G. Ensure that all prior notice, including for meetings, are posted and disseminated to the membership in a timely fashion.
- H. Coordinate with the Communications Committee chair to ensure that all General Membership and Executive Committee minutes are published on the MACC Website.
- I. Coordinate with the Communications Committee chair to publish any appropriate MACC documents on the MACC Website.
- J. Perform other duties as the Executive Committee or General Membership may assign.

Section 6.7 Officers as Committee Chairs

While elected officers may serve as committee chairs, it is recommended that priority be first given to non officer members of the MACC where reasonably possible.

Section 6.8 Process for Removal of Officers

Section 6.8.1 Resignation

Any officer of the MACC may resign their position by submitting a letter in writing to the Executive Committee of the MACC.

Section 6.8.2 Expulsion from MACC

Any officer of the MACC who is expelled from MACC (as described in Sections 2.5.2 and 2.5.3) is automatically removed from office.

Section 6.9 Process for Filling Vacancies

Section 6.9.1 Acting Officers

In the event of a permanent vacancy in the office of the President, the Vice President shall assume the role of acting President until the vacancy is filled through a special election.

The Executive Committee may assume the duties of any other vacant office, or appoint an acting officer, until the vacancy is filled through a special election.

Section 6.9.2 Special Elections

Officer vacancies are filled through a special election. The general procedure for a special election is as follows:

- A. Announcement of the vacancy is made at the next General Membership following the vacancy.
- B. Nominations may be accepted subsequent immediately following the announcement of the vacancy.
- C. The special election will held during the next General Membership meeting after the one in which the vacancy announcement was made, or on a schedule as determined by the General Membership.
- D. The special election will be conducted according to the same procedure used for a standard election. (Article 7).

Section 6.9.3 Remainder of Term

Officers elected through a special election will serve the remainder of the term which had been originally vacated.

ARTICLE 7: ELECTIONS

Section 7.1 Schedule

As specified in Section 6.2, Elections for eligible Officer positions will be held in December for the subsequent calendar year, or as specified by the General Membership as necessary. Elections are held during the December General Membership meeting.

Section 7.2 Terms of Office

As specified in Section 6.2, all Officers have a two (2) year term. President and Secretary are elected during odd numbered years. Vice President and Treasurer are elected during even number of years.

Section 7.3 Quorum

Elections are held during the designated General Membership meeting, which requires a quorum, as specified in Section 4.1.5, the presence of eight (8) members shall constitute a quorum for a MACC General Membership meeting.

Section 7.4 Nominations

Nominations can be made from the floor, or by notification to any member of the Nominations Committee. Nominations may be made at any time following the official announcement of elections, and may continue to be made until the opening of elections.

Section 7.5 Eligibility

As specified in Section 2.3.2, all members whose membership dues for the current calendar year have been paid in full 90 days prior to an election are eligible to vote for officers during that election.

As specified in Section 2.3.3, all members whose membership dues for the current calendar year have been paid in full 90 days prior to an election are eligible to be nominated as a candidate for that election, and to hold office.

Section 7.6 Secret Ballot

Elections are held by secret ballot, except in the case where there is only one (1) candidate for any office at the close of nominations, in which case the election for that office may be made by acclamation..

Section 7.7 Audit of Ballot

The Nomination Committee is required to maintain all ballots and a record of the election listing total eligible voters, number of votes cast, and results for three (3) months following any election. These ballots and records must be made available to any member with reasonable advance notice.

Section 7.8 Announcement of Elections

An official announcement of upcoming elections must be made two General Membership meetings prior to the election. This announcement must describe the scheduled time for the election, the eligible officers up for election, and briefly explain the election procedure. A copy of these bylaws must be made available to any member requesting them to ensure that all election procedures are correctly executed.

Section 7.9 Governance

The Nominations Committee is responsible for executing the election procedures, and ensuring they follow the procedures as outlined in these Bylaws.

ARTICLE 8: EXECUTIVE COMMITTEE

Section 8.1 Composition

The Executive Committee is composed of the four (4) elected officers (President, Vice President, Secretary and Treasurer) and the most recent past President who will serve in an advisory capacity. The past President may only vote in the event of a tie.

Section 8.2 Executive Committee Meetings

Rules for Executive Committee meeting are specified in Section 4.2, outlining the purpose, schedule, notice requirements, quorum, decision making and attendance requirements.

Section 8.3 Duties of the Executive Committee

The duties of the Executive Committee are as follows:

- A. Set the agenda for General Membership meetings.
- B. Execute any decisions made by the General Membership.
- C. Approve all official MACC correspondence, including those originating by committees or committee chairs.
- D. Determine general strategy for the MACC.
- E. Develop written yearly budget, to be submitted to the General Membership for approval.
- F. Appoint yearly committee chairs.
- G. Establish ad-hoc committees as needed.
- H. Supervise activities of officers and committees.
- I. Execute and approve any submissions for grants or public monies which may be available for the use of the MACC.
- J. Assure sound management of MACC assets.
- K. Ensure that the fiduciary responsibilities of the MACC as required by 501(c)(3) regulations are satisfied.
- L. Exercise powers necessary to conduct MACC business.
- M. Perform other duties as the General Membership may assign.

Section 8.4 Delegation to General Membership

The General Membership shall be given the opportunity to decide as many issues as possible.

ARTICLE 9: COMMITTEES

Section 9.1 Establishment of Committees

The MACC shall establish committees to plan, coordinate, and execute specific initiatives as designated by the MACC. Committees may also research any available grants and public monies, and recommend these to the Executive Committee for consideration.

Standing committees are designed to handle ongoing and regular initiatives and will be specifically enumerated in these Bylaws.

Ad-hoc committees may be created, as needed, to address specific short term projects.

Section 9.2 Committee Chairs

Committee chairs, of both standing and ad-hoc committees, are appointed by the Executive committee.

Section 9.2.1 Term

Committee chairs are appointed to serve for the current calendar year with the term expiring at 11:59 pm, December 31, each year.

The Executive Committee may re-appoint a chair in subsequent calendar years.

Committee chairs serve at the direction of the Executive Committee and may be removed or replaced at any time.

Section 9.2.2 Duties of Committee Chair

The duties of a committee chair are as follows:

- A. Preside at all committee meetings.
- B. Create agendas for all committee meetings.
- C. Schedule committee meetings.

- D. Provide report of committee activities to the Secretary prior to each General Membership meeting.
- E. Attend Executive Committee meetings, as needed, to conduct committee business.
- F. Ensure that the committee works towards and accomplishes the goals and mission of the committee.

Section 9.3 Membership

Membership in all committees is voluntary and inclusive. Any MACC member is welcome to participate in any committee at any time with the exception of the Nomination and Audit committees which have specific limitations due to fiduciary responsibilities.

Section 9.4 Standing Committees

Section 9.4.1 Membership Committee

Duties of Membership Committee:

- A. Create and maintain a membership packet for new members to include, but not limited to: welcome letter, bylaws, membership card, and contact information for current officers and committee persons.
- B. Maintain a current list of MACC membership, including member names, addresses, and phone numbers, as well as current dues status.
- C. Facilitate membership renewals by providing reminder letters to expiring members to renew their dues.
- D. Plan, coordinate, and execute membership drives, and generally work towards increasing MACC membership.
- E. Submit yearly budget and financial information to Executive Committee as required. The yearly budget should include a list of projected expenses and income, if any.
- F. Perform other duties as the Executive Committee or General Membership may assign.

Section 9.4.2 Communications Committee

Duties of Communications Committee:

- A. Write and create periodic newsletter conveying relevant news to the Morningside community. Each newsletter to be approved by Executive Committee.
- B. Maintain oversight of all aspects of newsletter production, including printing, and coordinating distribution methods.
- C. Coordinate with Fundraising Committee on advertisement opportunities for the newsletter or website, and ensures any paid advertisements are executed in a timely fashion.
- D. Manage the content, design, and operation of the MACC website.
- E. Submit yearly budget and financial information to Executive Committee as required. The yearly budget should include a list of projected expenses and income, if any.
- F. Perform other duties as the Executive Committee or General Membership may assign.

Section 9.4.3 Fundraising Committee

Duties of Fundraising Committee:

- A. Establish yearly fundraising campaign, which may include contacting local and regional businesses, elected officials, and foundations.
- B. Create and maintain records of donations and donation history.
- C. Coordinate with Communications Committee on advertisement opportunities for the newsletter or website.
- D. Submit yearly budget and financial information to Executive Committee as required. The yearly budget should include a list of projected expenses and income, if any.
- E. As described in Section 6.5 C, the Treasurer will serve as an ex officio member of this committee.

- F. Perform other duties as the Executive Committee or General Membership may assign.

Section 9.4.4 Special Events Committee

Duties of Special Events Committee:

- A. Coordinate schedule for annual events.
- B. Plan, coordinate, and execute MACC related events.
- C. Submit yearly budget and financial information to Executive Committee as required. The yearly budget should include a list of projected expenses and income, if any.
- D. Perform other duties as the Executive Committee or General Membership may assign.

Section 9.4.5 Public Safety Committee

Duties of Public Safety Committee:

- A. Attend Zone 5 Citizen's Public Safety Council meetings, and provide update on safety related information to the General Membership of the MACC.
- B. Communicate the needs, concerns and sentiments of the MACC at the Zone 5 Citizen's Public Safety Council meetings, or with the local police and other public safety officials.
- C. Submit yearly budget and financial information to Executive Committee as required. The yearly budget should include a list of projected expenses and income, if any.
- D. Perform other duties as the Executive Committee or General Membership may assign.

Section 9.4.6 Beautification Committee

Duties of Beautification Committee:

- A. Plan, coordinate, and execute beautification projects, including but not limited to, neighborhood clean ups, and tree/flower plantings and maintenance.

- B. Submit yearly budget and financial information to Executive Committee as required. The yearly budget should include a list of projected expenses and income, if any.
- C. Perform other duties as the Executive Committee or General Membership may assign.

Section 9.4.7 Housing Committee

Duties of Housing Committee:

- A. Identify and maintain list of neglected, blighted, or run-down properties within Morningside.
- B. Provide reports and feedback as necessary to City of Pittsburgh Environmental Services and Bureau of Building Inspections.
- C. Submit yearly budget and financial information to Executive Committee as required. The yearly budget should include a list of projected expenses and income, if any.
- D. Perform other duties as the Executive Committee or General Membership may assign.

Section 9.4.8 Community Planning and Development Committee

Duties of Community Planning and Development Committee:

- A. Plan, coordinate and execute community development plan and related projects.
- B. Ensure input and solicit participation from all stakeholders (local businesses, residents, organizations, and government agencies) in community development projects.
- C. Submit yearly budget and financial information to Executive Committee as required. The yearly budget should include a list of projected expenses and income, if any.
- D. Perform other duties as the Executive Committee or General Membership may assign.

Section 9.4.9 Nominations Committee

The Nominations committee consists of three (3) members:

1. a committee chair who may not be a member of the Executive Committee.
2. one (1) member of the Executive Committee.
3. one (1) member from the General Membership who may not be a member of the Executive Committee.

No member of the Nominations Committee may be a candidate for office. All members of the Nominations Committee must be appointed and approved by the Executive Committee and General Membership.

As designated in Section 7.9, the Nominations Committee is responsible for executing the election procedures, and ensuring they follow the procedures as outlined in these Bylaws.

Section 9.4.10 Audit Committee

The Audit Committee consists of three (3) members appointed and approved by the Executive Committee and General Membership. The Treasurer may not be a member of the Audit Committee.

The Audit Committee shall conduct a yearly audit of the MACC financial records to be completed no later than March 1, of the current calendar year.

As needed, the Audit Committee will work with the Treasurer and assist with the filing of any necessary tax returns or other filings as may be required by 501(c)(3) of the I.R.S. Code or the NPCL.

Section 9.5 Ad-Hoc Committees

The Executive Committee may establish Ad-Hoc Committees for specific short term projects as needed. Ad-Hoc Committees should be created with a clearly defined mission and goals.

Ad-Hoc chairs are appointed and subject to standard committee chair rules as designated by Section 9.2

ARTICLE 10: FISCAL MATTERS

Section 10.1 Fiscal Year

The Fiscal Year for the MACC shall begin on January 1 of each year, and shall end on December 31 of the same calendar year.

Section 10.2 Deposit of Funds

All funds of the MACC must be deposited in a financial institution, designated by the Executive Committee, that is government regulated and insured.

Section 10.3 Checks and Disbursements

All checks, drafts, endorsements, notes and evidences of indebtedness of the MACC shall be signed by two (2) officers of the MACC. When reasonably possible, this should be the President and Treasurer.

Section 10.4 Loans

No loans or advances shall be contracted on behalf of the MACC, and no note or other evidence of indebtedness shall be issued in its name, except as authorized by the General Membership. Any such authorization shall relate to specific transactions.

Section 10.5 Contracts

Any officer or agent of the MACC specially authorized by the General Membership may, on behalf of the MACC, enter into those contracts or execute and deliver those instruments that are specifically authorized by the General Membership.

Section 10.6 Indemnification

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was an officer of the MACC shall be indemnified by the MACC against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her (or his or her heirs, executors, or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer is liable for negligence or misconduct in the performance of his or her duties.

Section 10.7 Compensation

No compensation shall be paid to any officer or member of the MACC for services as an officer or member.

Section 10.8 Insurance

The MACC will secure and maintain liability insurance in an amount, and with coverages deemed to be adequate by the Executive Committee. This liability policy must contain specific coverage for contractual liability providing indemnification as specified in Section 10.6.

Section 10.9 Audit

As designated in Section 9.4.10, the Audit Committee shall conduct a yearly audit of the MACC financial records.

Also as designated in Section 9.4.10, as needed, the Audit Committee will create and file any necessary tax returns or other filings as may be required by 501(c)(3) or the NPCL.

Section 10.10 Dissolution

In the event of voluntary or involuntary MACC dissolution, as per the requirements as a 501(c)(3) non-profit organizations, the entire assets of the MACC shall be liquidated and applied to the debts of the MACC.

Thereafter, any and all monies in excess of those debts will be given to a one or more non-profit organizations or government agencies selected by the General Membership designated for one or more charitable purposes.

ARTICLE 11: AMENDMENTS

Section 11.1 Submitting an Amendment

Any member of the MACC may initiate the amendment process by providing written notice to the Executive Committee, who must formally announce it at the next General Membership meeting.

Section 11.2 Required Schedule

Including the meeting where the proposed amendment was announced, an opportunity for discussion on the proposed amendment must be provided for three (3) consecutive General Membership meetings prior to the vote. The vote shall be held on the third General Membership meeting.

Section 11.3 Voting Process

The voting process for amendments will follow the Formal Vote procedure as specified in Section 5.2.

Section 11.4 Approval

A two thirds (2/3) majority is required to pass the proposed amendment to these Bylaws.