

**THE CONSTITUTION AND BYLAWS
OF TROY HILL CITIZENS, INC**

Adopted December 9, 2010

Article I - Name

This Organization shall be known as TROY HILL CITIZENS, INC.

Article II – Purpose and Philosophy

Mission Statement: Troy Hill Citizens, Inc. is a non-profit community development organization that was established to foster programs of a civic and social nature and to improve the quality of life for its residents. The organization strives to find creative and sustainable ways to enhance and revitalize the neighborhood.

The Corporation is formed to:

Receive and administer funds exclusively for scientific, educational, and charitable purposes, without pecuniary gain or profit to its members.

Its purpose is to improve the community by:

- Coordinating existing and future services of the City, State and Federal Governments.
- Assisting in the planning, development and redevelopment of the Troy Hill neighborhood as defined in Article III.
- Enhancing the quality of life of the people of the Troy Hill area.
- Developing and maintaining a sense of community.
- Addressing the physical deterioration and blight of residential structures in the Troy Hill area.
- Rehabilitating housing in the Troy Hill area for low and moderate income persons.
- Developing, adopting and implementing sustainable practices for the Troy Hill community.

Troy Hill Citizens, Inc. exists to:

- Protect the individual and the property rights of all citizens, and to develop the various programs of rehabilitation, recreation ecology and safety thought best for the common interest, and to secure the aid and resources available, of City and County governments for the good and welfare of the Community.

- Politically and collectively develop the potentials of the Troy Hill community toward the preservation of our heritages and our historic factors, and to maintain a fair but firm voice in the future development of anything of municipal importance to the community which might be undertaken by any federal, state or local body.
- Create an atmosphere conducive to the raising of families and the peace of mind of the elderly, and to project to all concerned the fact that collectively we are a community concerned with each other.
- Establish relations with civic and social agencies in the endeavor to aid in the solution of present day civic and social problems. To have all citizens of the area enrolled in this organization, and to serve as a medium in which residents of the area may express their opinion, and when necessary, to take united action on matters of interest to all.

Article III - Geographic Area

The geographic area covered by this organization is defined as that area within the 24th ward, City of Pittsburgh, from the intersection of Troy Hill Road and Vinial Street on the South, the perimeter of Troy Hill Road and its continuations on the East, the intersection of Mt. Troy Road and Rialto Street on the North, and the intersection of Wicklines Lane and Spring Garden Avenue on the West, and also including Washington's Landing, and that section of East Ohio Street which has been designated by the City of Pittsburgh as part of Troy Hill.

Article IV - Membership

Membership in this organization shall be open to all residents of Troy Hill defined in Article III, and any other persons(s) owning property or operating a place of business within this area. Memberships are divided as follows:

- Family Units - Parents and all family members who are not of legal voting age who are residing with parents.
- Individuals who are residents, not residing in family units, or who are of legal voting age but residing in a family unit.
- Owners of properties within the area who are non-residents of the area.
- Owners of businesses within the area.
- Members of Troy Hill Citizens, Inc. who do not live, own property or businesses within the geographic area as defined by Article III, shall have voice but not vote at General meetings and are not eligible to serve on the Board of Directors.

Article V - Dues

The calendar year shall be the basis of membership dues periods. All dues and donations shall be the responsibility of, and be controlled by, the Board of Directors. In the first meeting of each year, the Board will decide the dues structure for that year for each category of membership defined in Article IV.

Article VI - Board of Directors

Board members shall regularly attend board meetings and related meetings; participate in committee work; volunteer for assignments; stay informed about committee matters, prepare themselves for meetings, and review and comment on minutes, reports and other essential documents; participate in the committee's annual evaluation and planning efforts; participate in fundraising for and provide for means of communication with other THC board members and staff.

Section (1) The Board of Directors shall consist of eleven (11) duly elected members, with no more than three (3) non-resident members at any given time.

Section (2) Membership elections for board positions shall be held annually. Any current member in good standing can be placed on the ballot by notifying Troy Hill Citizens headquarters of his or her intent to run for the office. The board is also free to solicit members that it believes may be interested in running for office.

Section (3)* In any year, five (5) of the eleven board (11) positions shall be open for election. The three (3) nominees receiving the highest number of votes will be elected to three-year terms and the other two (2) nominees will serve one-year terms. Terms shall commence on January 1st and end on December 31st of each year.

*See Appendix 1

Section (4) In the event that two or more candidates receive the same number of votes and where the ranking of those candidates may result in differing term lengths, the filling of board vacancies will be determined by majority vote of the acting (outgoing) board.

Section (5) The Board of Directors will have jurisdiction over all affairs relating to management of the organization

Section (6) Vacancies caused by the resignation, death or removal of a director shall be filled through nomination and majority vote by the board and

selected; **First**, from one of the existing one (1) year term holders and, **Second**, from any member in good standing

- (a) If the existing one-year term holders decline nomination, the board shall nominate and elect any member in good standing to serve for the balance of the vacated term.
- (b) Any member elected to fill a vacancy on the board will serve for the remainder of that term up to a maximum of three (3) years.
- (c) Whenever the board acts to fill a vacant director position, there shall be a thirty (30) day period to allow for candidate nominations prior to voting.

Section (7) Each year, during the month of January, the Board shall hold an organizational meeting, at which time a Chairman, Vice-Chairman, Secretary, and Treasurer shall be elected by the board from the current board members. These shall comprise the Executive Committee for a term length of one (1) year.

Section (8) The board shall schedule meetings on a monthly basis unless called to special meetings by the Executive Committee.

Section (9) Unexcused non-attendance by a board member for two (2), consecutive meetings shall be considered a resignation unless the member can demonstrate good cause. In the event of such a resignation, Article VI, Section (6) applies.

Section (10) A quorum necessary for the transaction of business shall be six (6) members of the board, including at least two (2) members of the Executive Committee.

Section (11) No member may be elected to the board or serve on the board concurrent with being an elected public official, or while running for elected public office.

Section (12) Any board member may be removed from the Board of Directors by an affirmative vote of eight (8) directors at any official meeting with just cause.

Section (13) Any board member may resign at any time by giving written notice to the Chairperson and such resignation shall become effective upon the date specified therein.

Section (14) No compensation shall be paid to board members for their services as members. Board members may be reimbursed for board approved expenses incurred by them in the performance of their duties.

Article VII - Executive Committee

Section (1) The Executive Committee shall be chosen as set forth in Article VI, Section (6), by a vote of the board members, following verbal nominations, and acceptance by the nominees.

Section (2) The Executive Committee shall have the authority to act in emergencies, but all other procedures and programs will be formulated and approved by the entire board.

Section (3) Decisions made at any Executive Committee meeting requires a quorum of three (3) members of the Executive Committee.

Section (4) Vacancies in any office of the Executive Committee will be filled by a vote of the board following the procedure set forth in Article VII, Section (1).

Section (5) Individual duties of the Executive Committee:

(a) Chairperson - Shall preside at all meetings of the organization, and shall be an ex-officio member of all committees and perform all other duties as may devolve upon this office; strive to achieve and uphold the organization's mission; provide leadership to the Board of Directors and encourage the board's role in strategic planning; help guide and mediate board actions with respect to organizational priorities and governance concerns; monitor financial planning and financial reports and uphold the bylaws. The Chairperson shall have all the general powers, including the power to appoint chairpersons for any standing or special committees formed under the auspices of Troy Hill Citizens, subject to board approval. The Chairperson shall make annual reports showing the condition of the affairs of the organization; makes such recommendations as the Chairperson thinks proper and submits the same to the Board of Directors at the Board of Directors meeting. The Chairperson shall also bring before the Board of Directors such information concerning the business and property of the organization as may be required; evaluate annually the performance of the organization in achieving its mission; formally review the performance of the staff and perform other responsibilities assigned by the board. The Chairperson shall have signatory authority on all accounts.

(b) Vice-Chairperson – Shall, in the absence of the Chairperson, assume the duties of Chairperson. The Vice-Chairperson shall work with the Chair

and staff; participate with the Chair to develop and implement officer transition plans; and perform such other duties as shall be prescribed by the Board of Directors. The Vice-Chairperson shall have signatory authority on all accounts.

(c) Secretary - Shall maintain records of the board (with the exception of the books held by the Treasurer) and ensure effective management of the organization's records; compile the agenda and minutes for board meetings; ensure minutes are distributed to members after each meeting; be familiar with legal documents, e.g. articles, by-laws and IRS letters, to note applicability during meetings. These aforementioned documents are to be kept in a secure place mutually agreed upon by the Executive Committee. The Secretary shall be responsible for the timely delivery of all notices of the meeting of the Board of Directors, and generally will perform all duties incident to the office of the secretary and such duties as assigned by the Board of Directors. The Secretary shall give a report of all action by the Executive committee and minutes of all board meetings to the board members. The Secretary shall, at all board meetings, present for board approval, the minutes of the previous board meeting. The Secretary shall have signatory authority on all accounts.

(d) Treasurer – Shall have the custody of all monies of the organization, and shall keep full and accurate account of all receipts and disbursements in books belonging to Troy Hill Citizens, Inc., and shall deposit all monies and other valuable effects in the name of and to the credit of Troy Hill Citizens, Inc., in such depositories as may be designated by the Board of Directors. Shall manage finances of the organization; administrate fiscal matters of the organization; provide annual budgets (operational and programmatic) to the board for members' approval and ensure development and board review of financial policies and procedures. The Treasurer shall have all accounts and books audited annually. The Treasurer shall, at all board meetings, present for board approval, a monthly report which outlines the organizations current financial standing and ensure that the organization adheres to the recommendations and guidelines of the Internal Revenue Service (IRS) and acts within state and federal laws for non-profit organizations based on income. The Treasurer shall have signatory authority on all accounts.

Section (6) Removal of an Executive Committee member from his or her office shall require a vote against the person by seven (7) members of the Board of Directors.

Section (7) No officer of the Board of Directors shall serve more than two (2) consecutive terms in the same office. However, an officer of the Board may be elected to serve in a different capacity on the Executive Committee.

Article VIII – Meetings

Section (1) There shall be at least four (4) annual meetings of the general membership, but others may be called by the board as deemed necessary by the Directors. Notice of the time and place of such meetings must be given to the membership, no less than fifteen (15) calendar days before such a meeting. This notice shall be in a form decided on by the board.

Section (2) Voting at such meetings shall be confined to members in good standing, as verified by the secretary or treasurer.

Section (3) A mail-in ballot by the membership may be used on specific issues, if approved by the board of directors.

Section (4) Regardless of any general meeting held or called, there shall be an election meeting or annual election scheduled for December of every year.

Article IX - Committees

Committees of interested members can be formed within the organization at the direction of the board for any purpose that the board sees fit. Committees shall report the status of their activities to the board upon request by the Chairperson.

Article X - Amendments to Bylaws

Section (1) All proposed amendments to the by-laws must be submitted in writing, endorsed by two (2) members in good standing, to the Board of Directors at least thirty (30) days prior to the next scheduled general meeting.

Section (2) All proposed amendments shall be presented by the chairman to the next general membership meeting for first reading, along with announcement of the date and time of the next regular or special general meeting.

Section (3) At the next regular or special general meeting of the organization, the chair will again hear the motion to amend. After sufficient time is allowed for debate and explanation of the proposed amendment, the chair may, at its own discretion, stop all debate and proceed with voting on the question.

Section (4) The proposed amendments shall require a two-thirds vote of the membership present at the general meeting in order to be ratified.

Section (5) The proposed amendments will take effect at a date specified in conjunction with the final motion to amend the constitution or bylaws.

Article XI - Conflict of Interest Policy

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article XII - Procedures and Authority

Section (1) The most recent edition of Henry N. Roberts Rules of Order shall be the authority on parliamentary procedure on all questions and situations not specifically covered in these bylaws.

Section (2) The board shall maintain an official "Policy and Procedure" document that outlines the general requirements for board membership. The "Policy and Procedure Guidelines" document is intended to provide details regarding generally accepted board practices.

Appendix 1: Election Rotation Beginning 2011-2012

YEAR Elect - Serve	Election Cycle With Existing Term Holders and Variable Initial Term Lengths - (1 Year Transition)										
	1	2	3	4	5	6	7	8	9	10	11
2011 – 2012*	E-1yr	E-1yr	S	S	S	E-2yr	E-2yr	E-2yr	E-3yr	E-3yr	E-3yr
2012 – 2013**	E	E	E	E	E	S	S	S	S	S	S
2013 - 2014	E	E	S	S	S	E	E	E	S	S	S
2013 - 2013	E	E	S	S	S	S	S	S	E	E	E
2014 - 2014	E	E	E	E	E	S	S	S	S	S	S
2014 - 2013	E	E	S	S	S	E	E	E	S	S	S
2015 - 2014	E	E	S	S	S	S	S	S	E	E	E
2015 - 2013	E	E	E	E	E	S	S	S	S	S	S
2016 - 2014	E	E	S	S	S	E	E	E	S	S	S
2016 - 2013	E	E	S	S	S	S	S	S	E	E	E
2017 - 2014	E	E	E	E	E	S	S	S	S	S	S
2017 - 2013	E	E	S	S	S	E	E	E	S	S	S
	1-YEAR TERM		3-YEAR TERM			3-YEAR TERM			3-YEAR TERM		

S	Serving	E	Elected	#	Position
Transition			Term Length		

Notes: *The 2011 election cycle will consist of variable term lengths to accommodate transition into the new system.

** The 2012 election cycle begins the election rotation as defined in Article VI, Section 3 of the by-laws.