

CONSTITUTION AND BYLAWS
ALLEGHENY WEST CIVIC COUNCIL

Proposed October 2022

ARTICLE I. NAME

The name of the organization shall be the Allegheny West Civic Council

ARTICLE II. AREA

The Council shall represent the following geographical area in the 22nd Ward of the City of Pittsburgh, Pennsylvania:

Starting at the intersection of Allegheny Avenue and Reedsdale Street going north on Allegheny Avenue to Pennsylvania Avenue;
East along Pennsylvania Avenue to Brighton Road;
South on Brighton Road to West Ohio Street;
South east on West Ohio Street to Ridge Avenue;
East on Ridge Avenue to Merchant Street;
South on Merchant Street to Martindale Street;
West on Martindale Street to Scotland Avenue;
South on Scotland Avenue to Reedsdale street;
West on Reedsdale street (westbound lanes) to Allegheny, point of origin.

ARTICLE III. PURPOSE

The purpose of the council is to improve the social and economic climate of the community by:

1. Publicizing the needs and goals of the community.
2. Assuring that vital services, programs, and resources are made available to the community.
3. Providing a forum for discussion of issues affecting the community.
4. Serving as a means of representation for residents, property owners, businesses, and organizations in the neighborhood in dealing with city, county, state, and national governments, and other organizations and institutions which have impact on the community.

In performing its function, the council will receive and administer funds exclusively for scientific, educational, charitable and neighborhood improvement purposes. It may not attempt to influence legislation as a substantial part of its activities, and it may not participate in any campaign activity for or against political candidates.

ARTICLE IV. MEMBERSHIP

1. A member in good standing is a person or organization who has paid dues for the year and belongs to one if the following two classifications: Individual or Group

- A. **Individual membership:** any individual of legal voting age (18) or over, who is a resident and/or property owner in the neighborhood within the area defined by Article II, or who is the sole proprietor of a business in the neighborhood, or who is a business partner in the neighborhood. No more than three partners from the same business may be eligible for membership.
- B. **Group membership:** Group members may include all recognized organizations in the neighborhood, who are of an educational, social, civic, religious, business, or fraternal nature; and organizations owning property in the neighborhood. Each group member has the privilege of sending to the council one delegate with voting power certified by the group member. No delegate shall be allowed to represent two or more group members concurrently. In the unavoidable absence of a delegate, a group member shall have the privilege of sending an alternate. If the representative of a group member is also an individual member, he or she may only have one vote.

ARTICLE V. OFFICERS

The offices of the Council shall be President, Vice-President, Treasurer, Recording Secretary, Corresponding Secretary, and Sergeant-at-Arms.

1. The **President** shall preside at all meetings of the council and the Executive Committee and shall be an ex officio member of all committees except the Nominating Committee. The President may appoint special committees and shall perform all the other duties usually pertaining to the office. The President along with the Treasurer shall prepare an annual budget to be presented at the May meeting and voted on at the June meeting for the fiscal year beginning in July. The budget must be approved by a majority of members present at a regular or special membership meeting.
2. The **Vice-President** shall perform the duties of the President in the absence or inability of that officer to act and shall assist the President when called upon.
3. The **Treasurer** shall be responsible for the collection of all moneys of the council, and the payment of all bills, and shall submit a monthly financial statement to the President and Recording Secretary. Copies of the report shall be available to the membership. His or her records shall be subject to an annual audit. No bills which are not line items in the approved budget for the fiscal year shall be paid without the approval of one over half of those present and eligible to vote at a regular or special membership meeting. The Treasurer will be chair of the Finance Committee. The financial fiscal year will be July 1 through June 30.
4. The **Recording Secretary** shall keep a record of all meetings of the council, and the Executive Committee. The Recording Secretary will provide three copies of each record, one for the President, one for the Corresponding Secretary, and one for the Treasurer within ten days of

the meeting at which said record was presented and approved by the Membership or Executive Committee, as appropriate.

5. The **Corresponding Secretary** shall be responsible for all communications pertaining to the business of the Council, shall insure that all official Council correspondence and other documentation be archived, and shall act as chair of the Communications Committee. The Corresponding Secretary will be copied in all Council correspondence including e-mail.
6. It shall be the duty of the **Sergeant-at-Arms** to maintain order at the direction of the President. He or she shall be responsible for creating and seating all guests and shall ensure that all in attendance at the regular meeting register their names on the attendance form and shall establish the presence of a quorum as defined in Article XI, Section 5.

ARTICLE VI. COMMITTEES

The standing committees of the council are Housing and Planning, Membership, Property, Ways and Means, Greenspace, Communications and Finance. The Communications Committee is chaired by the Corresponding Secretary and the Finance Committee is chaired by the Treasurer. The chairs of the other committees are elected by the membership.

1. The **Executive Committee** shall consist of the officers of the council and the standing committee chairs. The President of the previous year's term of office shall be a nonvoting member of the committee in an advisory capacity. This committee shall meet at least once a month.
2. The **Housing and Planning Committee** shall be responsible for the physical planning and housing conditions in Allegheny West. It should be as representative as possible of residential, business, and institutional sectors of the neighborhood. Any request for support of any development in the neighborhood should first be reviewed by the Housing and Planning Committee. Following review, if a request for support of a development is requested from the membership, the developer or his or her agent shall make a presentation at a regular or special membership meeting. Thirty days advanced notification of the presentation shall be given to the membership.
3. The **Membership Committee** shall be responsible for adding new members to the role and for maintaining present membership. It is also responsible for maintaining contact with all residents of Allegheny West both members and nonmembers of Civic Council, to keep them informed of neighborhood and Council activities.
4. The **Property Committee** shall be responsible for overseeing the operation of all Council owned properties. All property managers, volunteer or paid, shall report on a timely basis to this committee. The Treasurer and the Chair of the Housing and Planning committee shall be ex-officio members of this committee. No member of the Property Committee may have any financial interest in any property owned or managed by the Council. The Chair of the Property Committee will NOT be authorized to disburse funds from any Council account.

5. The **Ways and Means Committee** shall be responsible for all fund-raising activities of the Council.
6. The **Greenspace Committee** is in charge of the Triangle Garden, Parklet, Tree Wells on Western Ave. and Flower Baskets on Western and Galveston Aves. It shall organize neighborhood cleanups and other related neighborhood projects as needed.
7. The **Communications Committee**, chaired by the Corresponding Secretary, shall take care of all communication activities and archiving activities of the Council. These activities include maintaining the Council's Web site, producing on-line newsletters, responding to and/or redirecting e-mail, setting up and monitoring the telephone answering machine, maintaining mailing lists and producing mailing labels, maintaining supplies of Council stationery, and maintaining the historical archive files. The Communication Committee will be responsible for the monthly publication of the printed *Allegheny West Gazette* which will be distributed throughout Allegheny West. An electronic version of the Gazette may be distributed electronically to anyone capable of receiving it instead of a printed copy.
8. The **Finance Committee** shall assist the treasurer with management of Civic Council finances.
9. Standing committee chairs shall select from between two and ten members for their committees within 45 days following their election. No member of Council may chair more than one standing committee at a time. No officer may chair any standing committee except for the Corresponding Secretary and Treasurer who chair the Communications Committee and Finance Committee, respectively. All standing committees except for the Executive Committee are open to everyone to participate in discussion and all Civic Council members in good standing present are eligible to vote on any motion from the committee.
10. Additional committees, as needed to carry out the business of the council, may be appointed by the President. Committees as appointed shall be approved by the Executive Committee. Appointed committee chairmen are not members of the Executive Committee but may be asked to attend Executive Committee meetings at the discretion of the President.

ARTICLE VII. ELECTIONS

1. The officers and standing committee chairs shall be elected at the November Annual Meeting for two-year terms according to the following: The President, Vice President, Corresponding Secretary and Chair of the Property, and Ways and Means Committees will be elected in even numbered years. The Treasurer, Recording Secretary, Sergeant at Arms and the chairs of the Housing and Planning, Membership and Greenspace committees will be elected in odd-numbered years. No officer or committee chair shall be eligible to serve in any one office for more than one two-year term in succession.
[Implementation: If the first election following the implementation of the new bylaws is in an even numbered year, the offices designated for even numbered years will be elected

for two-year terms and the other offices will be elected for one-year terms. If the first election is in an odd numbered year, the offices designated for odd-numbered years will be elected for two-year terms and the other offices will be elected for one-year terms.]

2. No more than one member of a household may be a member of the Executive Committee at the same time.
3. Nominations shall be made by a Nominating Committee of five members, to be elected at the annual meeting to serve for two years. This committee shall present a single slate of candidates for the positions of officers and standing committee chairs at the October meeting. The proposed slate of candidates shall be published in the *Allegheny West Gazette* and on-line newsletter prior to the October meeting. Prior agreement and consent to serve in the indicated positions if elected shall be obtained by the Nominating Committee from all persons whose names were submitted. Additional nominations from the floor at the October meeting may be made, provided that consent and agreement to serve if elected have been obtained prior to, or during the meeting
4. Only members in good standing present at the Annual Meeting shall be eligible to vote. All the individual members in good standing shall be eligible to become officers or standing committee chairs in the Council.
5. A vacancy occurring in an office before the time of regular elections shall be filled after 30 days' notice of such an election to the membership. Election shall proceed by nomination from the floor. Person elected will fill out the remainder of the vacant term for the position.
6. **Election of Nominating Committee.** At the Annual Meeting in odd-numbered years at least four people will be nominated. The member with the highest number of votes will be the chair. The person finishing fourth will be an alternate member. In even-numbered years at least three people will be nominated. The person finishing third will be an alternate member. In the event that a committee member is not available the chair will select an alternate member to participate.

Process for the conduct of elections:

1. For the election at the November meeting, an official printed ballot listing all candidates will be provided to each member in good standing and voting will be by secret ballot unless there are no contested elections in which case the entire slate will be approved by acclamation. The Sergeant-at-Arms is responsible for the orderly operation of the election process whenever a secret ballot is required.
2. The Membership Chair will provide an up-to-date list of members in good standing to the Sergeant-at Arms at each meeting.
3. Unless a conflict of interest exists with the issue at hand, the Sergeant-at-Arms will act as Chief Judge of Election. Otherwise, the presiding officer will select a Chief Judge of Election.

4. The Presiding officer will select no fewer than two Assistant Judges of Election.
5. The Judges of election will provide an official ballot to each member in good standing whose name appears on the sign-up sheet for the current meeting.
6. The Judges of election will collect, count, recount, and certify the election to the presiding officer who will announce the results.
7. Ballots and associated election material will be retained by the Chief Judge of Election until the adjournment of the next regularly scheduled Civic Council meeting. If, by that time, there are no request for preservation of the ballots, they may be destroyed. Otherwise, the ballots and associated election material will be turned over to the Recording Secretary for storage.

ARTICLE VIII, LIABILITY AND INDEMNIFICATION

1. **Liability of Officers and Standing Committee Chairmen:** No person who is or was an officer or standing committee chair of the Allegheny West Civic Council shall be personally liable for monetary damages for any action taken, or failure to take any action in their official capacity unless:
 - (a) The officer or standing committee chair has breached or failed to ^[L]~~[SEP]~~perform the duties of her or his office as set forth in Section 5711 of the Pennsylvania General Association Act of 1988 (15 Pa. Et. Seq C.S.A. Section 5711) or the corresponding provisions of any subsequent law of the Commonwealth of Pennsylvania; and
 - (b) the breach or failure to perform constitutes self-dealing, willful^[L]~~[SEP]~~misconduct or recklessness.

This provision shall not apply to:

- (1) The responsibility or liability of an officer or standing committee chair pursuant to any criminal statute; or
- (2) The liability of an officer or standing committee chair for the payment of taxes pursuant to local, state, or federal law.

If Pennsylvania law hereafter is amended to authorize the further elimination or limitation of the liability of directors of an organization, then the liability of the officers and standing committee chairmen, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania Law.

2. **Indemnification:** The Allegheny West Civic Council may, but shall not be required to, purchase such insurance as described in Section 5747 of the Pennsylvania General Association Act of 1988 (15 Pa. C.S.A Section 5747). In the absence of such insurance, the Council shall not, unless otherwise required by law, indemnify any person who was or is an officer, standing

committee chair, employee, or other representative of the Council or who is or was serving at the request of the Council as a representative of another corporation, partnership, joint venture, trust, or other enterprise.

ARTICLE IX. DUES AND MEETINGS.

1. Council shall hold regular meetings the second Tuesday of every month. In any given year, the membership may vote to cancel the July and the August meeting.
2. Special meetings may be called by the President, or on the petition of 15 members to the President, provided also that 10 days' written notice is given to the membership.
3. The Annual Meeting of the Council shall be held in November and shall count as the regular meeting for that month.
4. Each individual member and designated group member in good standing at the time of voting shall be entitled to one vote on any motion or amendment, a carrying vote been one over half of those present and eligible to vote.
5. A quorum consisting of one or more than $2/3$ of the average number of members present at the previous three meetings will be required to transact business other than adjournment at a membership meeting.
6. In the event of a pandemic, natural disaster, or other situation where an in-person meeting is not advisable, the Executive Committee may authorize a one-time remote meeting using computer software that permits access via telephone or computer. Normal business may be conducted, and it is the responsibility of the Sergeant at Arms to keep track of people in attendance and any votes. Additional remote meetings and remote committee meetings may also be authorized if necessary.
7. Dues for the following year shall be voted upon by the membership at the November annual meeting. Dues shall be payable in January or voting privileges shall be revoked. Members paying after January shall receive voting privileges 30 days after payment of dues. The membership year shall begin January 1st, and end December 31st. Any new members joining after the September meeting shall be considered a member in good standing for the present and next year.
8. A member may choose to pay lifetime dues in the amount of 15 times the annual dues. Any person or organization who has paid lifetime dues will be a member in good standing as long as they satisfy the requirements of Article IV.

ARTICLE X. REMOVAL FROM OFFICE OF OFFICERS AND STANDING COMMITTEE CHAIRS

An officer or standing committee chair may be impeached and removed from office by a $2/3$ vote of those members in attendance at two successive membership meetings. Any other committee chair may be removed by vote of the majority of the executive committee.

ARTICLE XI. RULES OF ORDER

The Standard Code of Parliamentary Procedure, 4th Edition by Alice Sturgis rules of Order shall be used in conducting all business of the council, and in deciding any questions not otherwise provided for herein.

ARTICLE XII. BYLAWS

Amendments and additions to this constitution may be adopted upon presentation in writing of the proposed change at one regular meeting, and the publication in the *Allegheny West Gazette*, and a 2/3 vote concurring at the next regular meeting.