

AMENDMENT TO THE BY-LAWS OF THE ENTERPRISE ZONE CORP. OF BRADDOCK


At the April 21, 1987, meeting of the membership of the Enterprise Zone Corp. of Braddock the following action took place. The following changes were unanimously approved by the membership to amend the By-laws of the Enterprise Zone Corp. of Braddock in accordance with ARTICLE VIII - AMENDMENTS of the Corporation By-laws:

ARTICLE V - Board of Directors Section 3: 3 representatives elected from the general membership. . .

ADD: ". . .one of which shall be a black businessperson."

ARTICLE V - Board of Directors Section 15:

ADD: The corporation shall indemnify each director, officer or employee of the corporation against any and all liabilities that may be imposed upon him/her resulting from any claim, suit or proceeding, civil or criminal in which he/she may become a party, by reason of him/her being or having been a director, officer or employee of the corporation, provided such person acted in good faith in what he/she believed to be in the best interest of the corporation and in the case of any criminal proceedings, had no reasonable cause to believe his/her conduct was unlawful. The term liability shall include but not be limited to Council fees and disbursements for judgments, fines or penalties against, and amounts paid in settlement by a director, officer or employee other than amounts by the corporation. The termination of any claim or proceeding, civil or criminal by judgment, settlement or conviction or upon a plea of guilty or nolo contendere shall not create a presumption that a director, officer or employee did not meet the standards of conduct as set forth in this article, except where the judgment rendered specifically finds the conduct of the officer, director or employee constituted willful misconduct. Any other director, officer or employee who has been successful, on merit or otherwise with respect to any claim, action, suit or proceeding shall be entitled to indemnification as of right. Otherwise the corporation shall indemnify him/her only if the Board, excluding parties who are not parties to such claims, actions, suits or proceedings shall find that such person has met the standards set forth in the first sentence of this article. Such amendments, as have been or hereinafter are adopted by the legislature of the Commonwealth of Pennsylvania to the Pennsylvania Non-profit Corporation Law limiting the liability of officers, directors or employees of such non-profit corporations for acts carried-out on behalf of such corporations are included in this article.

  
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Nettie Pender, Secretary  
April 21, 1987