

BY - LAWS  
OF  
THE ENTERPRISE ZONE CORP. OF BRADDOCK

ARTICLE I

NAME

THE ENTERPRISE ZONE CORP. OF BRADDOCK

ARTICLE II

PLACE OF BUSINESS

P.O. Box 0678  
Braddock, PA 15104

ARTICLE III

PURPOSES

The purposes of this corporation are to promote economic development, private enterprise and job development in the Greater Braddock Area. In order to accomplish these purposes the Corp. will have the power to:

- (a) to purchase, sell, lease either as lessee or lessor, mortgage either as mortgagor or mortgagee and improve commercial and industrial properties, lands and buildings and any interest therein and to construct, erect, enlarge properties and facilities in the furtherance of its corporate purposes;
- (b) to provide industrial and commercial businesses and organizations with technical assistance, grants, loans, gifts of realty and other forms of property;
- (c) to establish and maintain channels of communication with public officials, neighborhood and civic group leaders, businesses and professional people of Braddock to foster, stimulate, and promote ideas for the economic revitalization of the Braddock area;
- (d) to make loans or grants of money and provide other assistance to corporations or organizations incorporated or created for the purpose of promoting industrial or commercial activity in the Braddock area;
- (e) to receive grants and loans, and other forms of assistance including planning, and technical assistance from any public governmental agency, including any state or federal agency, and to enter into contracts with and to cooperate with such agencies for the furtherance of the purposes of this Corp. and to receive gifts, donations, contributions, and bequests from any source whatsoever for the furtherance of such purpose;
- (f) to conduct solicitations for financial gifts, grants, and loans to accomplish its corporate purposes;
- (g) to establish revolving and re-generative funds with the proceeds of such gifts, grants, and loans, subject to such regulations as shall be specified by the Board of Directors, in order that loans may be made on a

revolving basis for the purposes of expansion or establishment of industrial and commercial enterprises in the Braddock area;

- (h) to have all the powers of a non-profit corporation as specifically provided in Section 501(C)(3) of the Non-Profit Corporation Law as now or hereafter amended.

#### ARTICLE IV

#### MEMBERSHIP

- Section 1: The Enterprise Zone Corp. of Braddock shall consist of:
- (a) Ex-officio members: Mayor of the Borough of Braddock and the President of Council of the Borough of Braddock. (These members shall not vote and shall not be eligible to serve on the Board of directors unless they are current paid members of the corporation.)
  - (b) Representatives from the following organizations:
    - 1 representative from the UPMC Braddock.
    - 2 representatives from area financial institutions selected by a majority vote of 51% of the membership in good standing.
    - 1 representative from the Grandview Chamber of Commerce.
  - (c) any individual residing within, working, owning property or a portion of a property in and/or a member of an organization in the Braddock area.
- Section 2: Membership requires an annual membership fee which is determined by the Board of Directors.
- Section 3: The Annual Meeting of the Corp. will be held on the second Tuesday in February. Special meetings of the membership will be called by the President.
- Section 4: The membership shall be responsible to elect three at-large members from the membership to the Board of Directors at the Annual Meeting.
- Section 5: Voting Rights: Each person, partnership, company, organization or governmental body shall be entitled to one vote regardless of the number of memberships subscribed. Where more than one membership is held, one voting member must be designated in writing to the Secretary in advance of the meeting.
- Section 6: Voting Method: A voting member may vote in person or by a proxy vote executed in writing by the member or by his duly authorized designate and filed with the Secretary.
- Section 7: Quorum: A quorum for the organization of the membership meeting shall be at least one-third of the entire paid-in-full membership presented in person or by proxy.

#### ARTICLE V

## BOARD OF DIRECTORS

- Section 1: The direction of the business of the Corp. shall be vested in the Board of Directors.
- Section 2: The Board of Directors shall number eleven (11) persons.
- Section 3: The Board of Directors shall be composed of the following:
- 1 representative from UPMC Braddock
  - 2 representatives from area financial institutions
  - 1 representative from Grandview Chamber of Commerce
  - The elected Mayor of the Borough of Braddock
  - The elected President of Council of the Borough of Braddock
  - 1 representative from the Borough of North Braddock
  - 1 representative from the Borough of Rankin
  - 3 representatives elected from the general membership one of which shall be a black business person
- Section 4: Nomination of three at-large Directors and 2 representatives from area financial institutions: the President shall appoint a Nominating Committee from the membership to prepare a slate of candidates for the three Director positions and 2 representatives from area financial institutions. The Nominating Committee shall present the slate to the President thirty (30) days prior to the Annual Meeting.
- Section 5: Election of three at-large Directors and 2 representatives from area financial institutions: the Secretary will inform the membership in writing thirty (30) days prior to the Annual meeting of the slate of candidates to be presented to the annual meeting. Nominations shall be permitted from the membership by members submitting a written list on behalf of 10% of the membership to the Secretary thirty days prior to the annual meeting.
- Section 6: At the initial meeting of the Corp., (1) the membership shall adopt these by-laws by a majority vote; (2) the Board of Directors shall be seated representing the organizations as delineated in section 3, Article V; (3) the four directors representing organizations shall nominate a slate of candidates from the membership. Nominations from the membership shall constitute 10 or 10% of the membership, whichever is less; (4) one Board member shall be elected from the membership for a three-year term, one for a two-year term, one for a one-year term.
- At each Annual Meeting, election of Directors to fill vacancies caused by the expiration of terms shall be elected for three-year terms. All Directors shall hold office for the specified terms and until their successors are duly elected and qualified.
- Section 7: The Board of Directors shall hold an Annual Organizational Meeting immediately following the Annual Meeting of the membership, in each year, to elect executive officers for the coming year.

- Section 8: The Board of Directors will meet at least once in each quarter of a calendar year and at the call of the President.
- Section 9: Vacancies in the Board of Directors shall be filled immediately by the organization that has a seat on the Board of Directors. Vacancies in the at-large seats on the Board of Directors shall be filled for the unexpired term by a majority vote of the other Directors from the available membership.
- Section 10: One third of the members of the Board of Directors in office shall constitute a quorum thereof for the transaction of business, and the vote of the majority of the directors present at a meeting at which a quorum is present shall be deemed as the action of the Board of Directors.
- Section 11: The Board of Directors shall serve in their capacity without compensation.
- Section 12: The Board of Directors may employ such agents and employees as it may deem necessary for the performance of the functions of the corporation, upon such terms as the Board shall deem satisfactory.
- Section 13: The Board of Directors may appoint any committee which it deems necessary to perform the functions of the Corp.
- Section 14: The Board of Directors shall have all the powers which the Pennsylvania Non-Profit Corp. Law places in the members of a non-profit corporation, and which undersaid law may be delegated to Board members by such Corp's By-Law, including the power to borrow money, purchase, sell, lease, mortgage, or otherwise dispose of any real estate and adopt and amend by-laws.
- Section 15: 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 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, directors 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

including in limiting the liability of officers, directors or employees of such non-profit corporations for acts carried-out on behalf of such corporations are this article.

## ARTICLE VI

### OFFICERS

Section 1: The officers of the Corp. shall consist of a President, a Vice President, a Secretary, and a Treasurer. Such officers shall be chosen by the Board of Directors and shall hold office for one year until their respective successors are chosen.

Section 2: Duties of the President:

- (a) Preside and conduct all meetings whether regular or special.
- (b) Serve as ex-officio of all Board Committees, sub-committees and protem committees.
- (c) Co-operate with all chairmen of committees.
- (d) Appoint nominating committee.
- (e) Appoint a ballot committee.
- (f) Constantly endeavor to promote and uphold the principles expressed by the by-laws.
- (g) Appoint special committees.

Section 3: Duties of the Vice President:

- (a) During the absence or disability of the President, the Vice President shall exercise all functions of the President.

Section 4: Duties of the Secretary:

- (a) Keep true records of all proceedings (minutes) of both regular and special meetings.
- (b) Maintain up-dated records of names, addresses, telephone numbers, and terms of office of all members.
- (c) Maintain an accurate record of attendance of membership noting duly excused and those absent.
- (d) Mail text of minutes to all Board of Directors two (2) weeks following the regular meeting.
- (e) File all correspondence.

- (f) Mail and/or phone, as appropriate, announcements of all meetings both regular and special, to members.
- (g) Attend all Board of Directors meetings.

Section 5: Duties of the Treasurer:

- a) Shall have custody of the Corporation's funds and securities and shall keep full and accurate accounts or receipts and disbursements in appropriate corporate books.
- (b) Shall keep the funds of the Corporation in separate account or accounts to the credit of the corporation.
- (c) Present vouchers for disbursement of funds at regular meetings of the Board of Directors.
- (d) Report, in an appropriate manner, on a regular basis to the Board of Directors on the financial condition of the corporation.

## ARTICLE VII

### DISTRIBUTION

Section 1: Distribution of Income: This organization was formed by public spirited citizens for the specific purposes mentioned in its Articles of Incorporation to promote the economic development and growth of the area. Any income received by the corporation from the ownership, maintenance, leasing and selling or other disposition of its property shall be applied first to the expense, maintenance and operation of said corporation. Any income remaining after the payment aforesaid shall not inure to the benefit of any individual or member but shall be used for the purposes of the corporation. No dividends shall ever be declared or paid distribution made to any corporation, association, individual or member.

Section 2: Distribution Upon Dissolution: If at any time the corporation shall be dissolved and there shall remain in its hands any property, money or securities, such property, money and securities shall not be distributed to the members of the corporation, but, on the contrary, shall be used for its general purposes or for such public welfare purposes as the advancement of education, religion or charity.

ARTICLE VIII

AMENDMENTS

These By-Laws may be amended by a majority vote of 51% of the members in good standing. Any proposed amendment shall be plainly stated in a notice to the entire membership at least thirty days prior to the meeting at which it shall be considered.

Original By-Laws  
Approved February 12, 1986

Nettie Pender  
Nettie Pender, Secretary