

MUNICIPALITY OF MONROEVILLE
A HOME RULE COMMUNITY, ALLEGHENY COUNTY,
PENNSYLVANIA

ORDINANCE NO. 2306

AN ORDINANCE OF THE MUNICIPALITY OF
MONROEVILLE, ALLEGHENY COUNTY, PENNSYLVANIA, A
HOME RULE CHARTER COMMUNITY, AUTHORIZING THE
ESTABLISHMENT AND FORMATION OF THE MONROEVILLE
GROWTH ALLIANCE, A NON-PROFIT CORPORATION

WHEREAS, the MUNICIPALITY OF MONROEVILLE deems it in the
best interest of the Municipality to form and establish a non-
profit corporation for economic development within the territorial
limits of the MUNICIPALITY OF MONROEVILLE.

NOW, THEREFORE, BE IT ENACTED AND ORDAINED, by the
Municipality of Monroeville as follows:

SECTION 1. The proper Municipal officials are hereby
authorized and empowered to form and establish
a non-profit corporation known as the
Monroeville Growth Alliance.

SECTION 2. The proper Municipal officials shall be
authorized to execute any and all documents
necessary to form and establish said non-
profit corporation and perfect and file
whatever documents are necessary with local,
State and Federal Agencies concerning the
creation of said non-profit corporation.

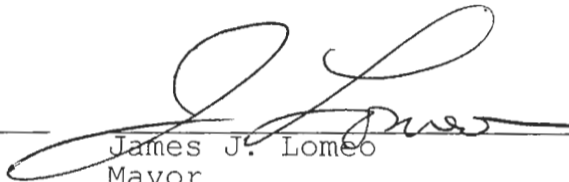
SECTION 3. Attached hereto and made part of this
Ordinance are the Articles and Incorporation

ORDAINED and ENACTED this 14th day of September, 2004.

ATTEST:



Marshall Bond
Municipal Manager



James J. Lomeo
Mayor

ENTERED INTO LEGAL BOOK: September 24, 2004

ATTACHMENT TO
ARTICLES OF INCORPORATION
MONROEVILLE GROWTH ALLIANCE
A NONPROFIT CORPORATION

The corporation is incorporated under the Nonprofit Corporation law of 1988 for the following purposes:

The corporation is a nonprofit corporation organized solely for the educational and charitable purposes pursuant to the Pennsylvania Nonprofit Corporation Law of 1988. The Corporation is not organized for the private benefit of any person. The specific and primary purposes for which the corporation is formed are:

- (a) To lessen the burden of the local government by being the lead organization for the advancement of the Municipality of Monroeville goals and objectives pertaining to economic development and the enhancement of the appearance and vitality of the business districts and neighborhoods throughout the Municipality.
- (b) To promote the positive image of the Municipality of Monroeville as an exciting place to live, work and invest.
- (c) To organize and build consensus among community organizations and individuals with an interest in the well being of the community.
- (d) To solicit and accept funds from persons, trusts, associations, foundations, corporations, governmental agencies and other entities for use in the foregoing purposes.
- (e) To be responsible in the administration and distribution of funds in a manner consistent with the goals and objectives as stated in the articles of incorporation and bylaws.
- (f) To foster employment opportunities, reduce and eliminate blight and promote economic development through business retention, growth and recruitment throughout the Municipality.
- (g) To enhance the quality of life in neighborhoods through improved amenities.
- (h) To assist in development of plans, studies, standards for the design and construction of infrastructure improvements, landscape and beautification projects and streetscape projects for public and private properties.
- (i) To buy, hold, sell, mortgage or lease real or personal property or make loans grants or pledges of any such property for the purpose of development and redevelopment of real property for uses deemed to be in the best interest of the general public.

THE MONROEVILLE GROWTH ALLIANCE BYLAWS

ARTICLE 1 Name and Service Area

Section 1.1 Name: The name of the Corporation shall be as specified in its Articles of incorporation, to wit; the Monroeville Growth Alliance hereinafter referred to as the "Alliance."

Section 1.2 Service Area: The Alliance shall serve the interests of property owners, residents, businesses, institutions, governments and organizations within the boundaries of the Municipality of Monroeville, Allegheny County, Pennsylvania.

ARTICLE 2 Purpose

Section 2.1 Purpose: The purposes for which the Alliance is formed are:

- (a) To lessen the burden of the local government by being the lead organization for the advancement of the Monroeville goals and objectives pertaining to economic development and the enhancement of the appearance and vitality of the business districts and neighborhoods throughout the community.
- (b) To promote the positive image of the Municipality of Monroeville as an exciting place to live, work and invest.
- (c) To organize and build consensus among community organizations and individuals with an interest in the well being of the community. These organizations would include, but not be limited to; the Monroeville Chamber of Commerce, The Monroeville Visitors Bureau, the Municipality of Monroeville, neighborhood, social and civic organizations, individuals and corporations owning property in Monroeville and residents of Monroeville.
- (d) To solicit and accept funds from persons, trusts, associations, foundations, corporations, governmental agencies and other entities for use in the foregoing purposes.
- (e) To be responsible in the administration and distribution of the funds in a manner consistent with the goals and objectives as stated in the articles of incorporation and bylaws.

- (f) To foster employment opportunities, reduce and eliminate blight and promote economic development through business retention, growth and recruitment throughout the Municipality.
- (g) To enhance the quality of life through public improvements such as sidewalks, street trees and plantings in public areas.
- (h) To assist in development of plans, studies, standards for the design and construction of infrastructure improvements, landscape and beautification projects and streetscape projects for public and private properties.
- (i) To buy, hold, sell, mortgage or lease real or personal property or make loans grants or pledges of any such property for the purpose of development and redevelopment of real property for uses deemed to be in the best interest of the general public.

ARTICLE 3 Board of Directors

Section 3.1 Powers: The members of the Board of Directors shall have all the powers conferred upon members of non-profit corporations by the laws of the Commonwealth of Pennsylvania, now or hereafter in effect.

Section 3.2 Duties of the Board of Directors: The Board of Directors shall set policies, manage finances, direct affairs and perform tasks and duties to accomplish the purpose as described in Article 2. The Board may engage in contracts, buy and sell property, manage grants and loans, hold events, hire an executive director and staff and perform any other operation that would accomplish the goals and objectives of the community and the purposes in Article 2.

Section 3.3 Initial Board of Directors: The Directors constituting the first nine (9) member Board of Directors of the Alliance shall be appointed by the Monroeville Council.

Council shall also designate one (1) of the first nine (9) members of the Board of Directors as the interim Chairman and one (1) of the first nine (9) members of the Board of Directors as the interim Secretary for the purpose of conducting the first meeting(s).

Thereafter the Board of Directors shall organize and elect its officers in accordance with Section 3.6 of these bylaws. Further the Municipal Manager is authorized to provide administrative support during the first meeting(s) until the Board of Directors is fully operational and officers have been selected.

The initial Board of Directors shall be appointed to staggered terms with two (2) members appointed to a one (1) year term, two (2) members appointed to a two (2) year term, two (2) members appointed to a three (3) term, and three (3) members appointed to a four (4) year term.

Section 3.4 Terms Board of Directors: On January 1 of the year following the completion of an initial term a Director's position will become vacant and the Board shall appoint an individual to serve a four (4) year term as a Director of the Board.

The Board shall be diligent in soliciting applications for vacancies on the Board. The Board shall screen applicants to meet the requirements of the Structure of the Board of Directors, Section 3.4 of this Article, and to assure that those applicants are willing to fulfill their duties as a member of the Board.

Applicants shall be of good character and reputation and who the Board of Directors would consider a person who would make a substantial contribution to Alliance and its goals and objectives.

The Board shall, at their next regular meeting after January 1, and by majority vote appoint the most qualified applicant to the vacant position on the Board.

No board member, or group of individuals from a single business or corporation shall serve more than two (2) full terms consecutively except that the representative of the Municipality of Monroeville may serve on the board for unlimited terms.

A vacancy in the Board occurring as a result of death, resignation, refusal to serve, misconduct of any act construed as contra to the Purposes in Article 2 shall be declared to be vacant by a majority of the Board. The Board shall fill the unexpired term following the procedures in this Article for the completion of that term.

Section 3.5 Structure of the Board of Directors: Of the nine (9) members of the Board of Directors, two (2) members shall be members of the Monroeville Council and one (1) shall be a member of the Municipality of Monroeville staff. Each of the other members of the Board of Directors shall meet at least one (1) of the following qualifications.

The Board of Directors shall give preference to individuals who are residents of the Municipality of Monroeville and meet the preferred qualifications when filling vacancies or appointing new members to the Board of Directors.

- A registered architect or landscape architect with design experience in commercial site and building development.

- A licensed real estate agent or professional land development specialist with experience in developing, selling or leasing property, in Monroeville.
- An owner of, or employee of an entity that owns, a large nonresidential property in Monroeville, including but not limited to a shopping center, office complex, industrial park, large retailer or other commercial property; or, an owner/operator of a small business entity within Monroeville. The small business may be any type of business; however the individual must be the sole owner and operate the business as an attendee.
- A professional accountant with experience in nonprofit accounting or an attorney and who is a resident or has an accounting business or law practice in Monroeville.
- A representative of the Chamber of Commerce or the Monroeville Visitors Bureau whom is a current member of the either organization.
- A resident of the Municipality of Monroeville.

Section 3.6 Officers: The board, at its first regular meeting of the year shall organize and elect a Chairman, vice Chairman, secretary and treasurer.

- **Chairman:** The Chairman is the Chief Executive Officer of this corporation and will, subject to the control of the Board of Directors or any committee, supervise and control the operations and affairs of the Corporation.

The Chairman at the stated hour shall call the meeting to order. He or she shall preserve order and decorum, decide all questions or order, and conduct meetings in accordance with the parliamentary rules contained in Roberts Rules of Order, Newly Revised.

- **Vice Chairman:** The Vice Chairman will perform all duties and exercise all powers of the Chairman when the Chairman is absent or otherwise unable to act. The Vice Chairman will perform any other duties that may be prescribed by the Chairman or the Board of Directors.
- **Secretary:** the Secretary will keep minutes of all meetings of all Members of the Board of Directors, be the custodian of corporate records, give all notices as required by law or by these bylaws, and, generally, perform all duties incident to the office of secretary and any

other duties as may be assigned by the Chairman or Board of Directors.

- **Treasurer:** The Treasurer will have the charge and custody of all funding of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounting records of the Corporation's properties, assets, funds and business transactions, render reports and accountings to the Board of Directors and any other duties as may be assigned by the Chairman or Board of Directors.

Section 3.7 Compensation of Board Members: Board members shall not be compensated nor profit in any way from their position as a director except for the reimbursement of reasonable expenses.

Section 3.8 Limitation Of Personal Liability Of Directors; Indemnification Of Directors, Officers, And Other Authorized Representatives

Section 3.8.1 Limitation of Personal Liability of Directors. To the fullest extent permitted under the laws of the Commonwealth of Pennsylvania as are in effect on the date of adoption of these By-laws, or as such laws are thereafter amended and permit the elimination or limitation of the liability of directors, a director of the Corporation shall not be personally liable, as such, for monetary damages for any action taken, or failure to take any action as a Director, unless:

- i) The Director has breached or failed to perform the duties of his or her office as defined in Section 6.02 below; and
- ii) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Any amendment or repeal of this Section or the adoption of any other provision in these By-laws or Articles of Incorporation which has the effect of increasing the liability of a Director shall operate prospectively only, and shall not have any effect whatsoever with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal or other provision.

Section 3.8.2 Standard of Care and Justifiable Reliance.

- A. A Director of the Corporation shall stand in a fiduciary relationship to the Corporation, and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In

performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- i) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- ii) Counsel, public accountants or other persons as to matters that the Director reasonably believes to be within the professional or expert competence of such person;
- iii) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

- B. In discharging the duties of their respective positions, the Board, committees of the Board and individual Director may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon persons with whom the Corporation has business and other relations and upon communities which the offices or other establishments of or related to the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (A) of this Section.
- C. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interest of the Corporation.

Section 3.8.3 Indemnification in Third Party Proceedings.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith

and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had unreasonable cause to believe that his or her conduct was unlawful.

Section 3.8.4 Indemnification in Derivative Actions.

The Corporation shall indemnify any person who was or is a party of is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the said court shall deem proper.

Section 3.8.5 Mandatory Indemnification.

Notwithstanding any contrary provision of the Articles of Incorporation or these By-laws, to the extent that a representative of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 6.03 or Section 6.04 above he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 3.8.6 Determination of Entitlement to Indemnification.

Unless ordered by a court, any indemnification under Section 6.03 or 6.04 above shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

i) By the Board by a majority vote of a quorum consisting of directors who were not parties of such action, suit or proceeding; or

ii) If such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 3.8.7 Advancing Expenses.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized above.

Section 3.8.8 Indemnification of Former Representatives.

Each such indemnity may continue as to a person who has ceased to be a representative of the Corporation and may inure to the benefit of the heirs, executors and administrators of such person.

Section 3.8.9 Insurance.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Corporation would otherwise have the power to indemnify such person against such liability.

Section 3.8.10 Reliance on Provisions.

Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

Section 3.9 Conflict of Interest:

No board member shall vote on any question in which he or she has a direct personal or pecuniary interest not common to other members.

Section 310 Committees:

The Board of Directors may organize committees at any time to study issues, make recommendations and perform tasks and other duties at the discretion of the Board.

Section 4.1 Organizational Meeting: In January of each calendar year the Board of Directors shall hold an organizational meeting to accomplish at least the following:

- Appointment of applicants to fill vacancies on the Board as prescribed in Article 3.
- To schedule meetings for the upcoming year and include a time and place for those meetings.
- To elect officers for the upcoming year as prescribed in this Article.

Section 4.2 Regular Directors Meetings: Regular meetings of the board shall be conducted under at least the following guidelines.

- A meeting may only be conducted if a quorum is present.
- The current Chairman shall preside over meetings.
- The Treasure shall provide a report on the finances of the Corporation at each regular meeting.
- The Secretary shall keep minutes of all meetings and provide copies to the Board of the minutes from the previous meeting.

Section 4.3 Special Meetings: Special meeting of the Board shall be conducted under at least the following guidelines.

- The Board Chairman or three Board Directors who have signed a meeting notice shall call special meetings.
- Written notice stating the time and place of the meeting shall be provided to all Board members in person or by first class mail at least five (5) days prior to the meeting.
- A meeting may only be conducted if a quorum is present.
- The current Chairman shall preside over meetings.

Section 4.4 Quorum: A majority of the whole Board of Directors (excluding vacancies) or five (5) Directors, whichever is less, will constitute a quorum.

The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors.

Section 4.5 Meetings by Telecommunication: One or more Members may participate in any regular or special meeting of the members through the use of conference telephone or similar communication equipment by which all persons participating in the meeting are able to hear each other. Participation in a meeting in this manner by a Member shall constitute presence in person at the meeting for all purposes under these bylaws.

ARTICLE 5 **Dissolution**

The Board, by majority vote, may dissolve the Corporation. In the event of dissolution, whether voluntary or involuntary:

- No member or employee of the Corporation shall benefit from the dissolution of the Corporation.
- All fixed and real assets, at the Board's discretion shall be sold at a fair market value. All remaining assets, if any, shall be placed in a separate account with the Municipality of Monroeville to be used exclusively for the purpose of carrying out the articles of incorporation and the stated intent in Article 2 of these bylaws.

ARTICLE 6 **Amendments of the Bylaws**

Section 6.1 Amendments: These Bylaws may be amended as follows:

- The Board or any member of the Board may present to the Chairman an amendment to the Bylaws at any regular meeting of the Board.
- The Chairman shall distribute to all Board members a copy of the proposed amendment along with notification the proposed amendment will be an agenda item at the next regular meeting.
- The Board will act upon the amendment at the regular meeting following the presentation of the amendment to the Chairman.
- A proposed amendment shall receive an affirmative vote of seven (7) of the Board members to become an amendment.