

**BYLAWS OF**  
**THE CONGRESS OF NEIGHBORING COMMUNITIES (CONNECT), INC.**  
**As Amended and Restated Effective as of November 30, 2023**

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## **ARTICLE I: NAME AND PURPOSES OF THE ORGANIZATION**

**Section 1.01.** The name of the Organization is the Congress of Neighboring Communities (CONNECT), Inc. (hereinafter referred to as the “Organization”), a 501c3 nonprofit organization incorporated under the Non-Profit Organization Law of the Commonwealth of Pennsylvania.

**Section 1.02.** The mission of the Organization is to bring together the City of Pittsburgh and surrounding municipalities to identify common public-policy challenges and advocate for collective change on behalf of Allegheny County’s urban core. The Organization coordinates the activities of the member municipalities through:

- a) advocating for and voicing the collective interests of the urban county and its residents;
- b) developing and enhancing ways the municipalities work together to deliver important public services; and
- c) maintaining a forum for the discussion, deliberation and implementation of new ways to maximize economic prosperity for Western Pennsylvania.

## **ARTICLE II: REGISTERED OFFICE OF THE ORGANIZATION**

**Section 2.01.** The registered office of the Organization is c/o the Community Foundation for the Alleghenies, 216 Franklin Street, Suite 400, Johnstown, PA 15901. The Board of Directors may authorize a change in location of the registered office at any time in the manner provided by law.

**Section 2.02.** The Organization also may have offices at such other places as the Board of Directors may from time to time decide.

## **ARTICLE III: CONNECT ORGANIZATION**

**Section 3.01.** CONNECT will consist of:

- a) the City of Pittsburgh, Allegheny County, municipalities within Allegheny County, which have
- b) adopted a resolution to join CONNECT, and which have
- c) paid the required dues to the organization.

By January 31 of each municipal reorganizing year, each municipality shall appoint up to three representatives to be part of CONNECT. Of the three representatives:

- a) At least one shall be elected municipal officials currently in office.
- b) At least one shall be an appointed municipal employee/official.

**Section 3.02.** When appointing representatives to CONNECT, each member municipality should be mindful of the degree to which the entire CONNECT body will represent the demographic diversity of the community it serves.

**Section 3.03.** Each CONNECT municipality shall seek to maintain a full complement of active representatives to CONNECT.

**Section 3.04.** New CONNECT municipalities who do not meet the requirement for Section 3.01(a), but do meet the requirements of Section 3.01(b) and (c), may be added by a simple majority vote at the annual Legislative Session.

**Section 3.05.** The appointed representatives of CONNECT Communities will convene once per year at the Annual Legislative Session. The Annual Legislative Session shall be held during the month of September of each year, or at such other time as determined by CONNECT and approved by the Board of Directors. The following actions will be taken at the Annual Meeting: election of Board Directors; election of Board officers; approval of CONNECT resolutions; and such other business as may be properly brought before the meeting. Any changes in membership dues must be approved by a resolution of CONNECT. Each municipality has one vote in all meetings of CONNECT, policy working groups, and at the Annual Legislative Session.

## **ARTICLE IV: BOARD OF DIRECTORS**

### **Section 4.01. Authority.**

The business and affairs of CONNECT shall be managed by a Board of Directors, which may exercise all powers vested by law in the Organization and not reserved by statute or these bylaws for another body or person, including the following.

- a) Selecting the services to be provided, the sites where they will be provided, and the hours during which services will be provided.
- b) Approving the selection and dismissal of the Executive Director of CONNECT.
- c) Establishing personnel policies and procedures.
- d) Holding and scheduling meetings of the Board.
- e) Establishing financial management practices, including a system to assure accountability for CONNECT's resources, approval of an annual budget, sliding membership fee scales, and applications for grants and other funds.
- f) Establishing procedures for evaluating CONNECT's activities, performance and long-range viability such as through strategic planning, mission and bylaw review, service utilization patterns, and setting organizational priorities.
- g) Addressing issues relating to compliance with the law.
- h) Providing for an annual independent audit as appropriate.

- i) Establishing collaborative relationships with other organizations in the community, pursuant to which the Board maintains authority over the Organization's functions.
- j) Creating or filling vacancies in the Board of Directors.
- k) Amending or repealing any resolution of the Board that by its terms is amendable or repealable only by the Board.

**Section 4.02. *Standard of Care and Justifiable Reliance.*** A Director shall stand in a fiduciary relation to the Organization. All duties of a director, including those of a member of any committee of the board upon which a director may serve, shall be performed in good faith, in a manner the director reasonably believes to be in the best interests of the Organization and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing said duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data prepared or presented by any of the following:

- a) One or more officers or employees of the Organization whom the Director reasonably believes to be reliable and competent in the matters presented.
- b) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person.
- c) A duly designated committee of the Board, upon which the Director does not serve, as to matters within its designated authority, which the director reasonably believes to merit confidence.
- d) 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 the director's reliance to be unwarranted.

**Section 4.03. *Personal Liability of Directors.*** A Director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless:

- a) the Director has breached or failed to perform the duties of his or her office under this section; and
- b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

**Section 4.04. *Composition of the Board of Directors.*** The Board of Directors shall have the following number and composition:

- a) At least 11 and no more than 15 directors plus 2 ex officio members, one representing the City of Pittsburgh and one representing Allegheny County.
- b) At least two-thirds of Directors must be either current elected or appointed municipal officials representing CONNECT communities.
- c) One-third of Directors may be at-large community members. Directors who do not represent a CONNECT municipality are selected to provide relevant expertise and skills such as: community affairs; local government; higher education; finance and banking;

legal affairs; trade unions and other commercial and industrial concerns; and/or social services;

- d) No CONNECT employees and no immediate family members (e.g., spouses, children, parents, or siblings through blood, adoption, or marriage) of employees may be elected to the Board of Directors.

Directorship on the Board is not transferable or assignable to a delegate or alternate.

**Section 4.05. *Term of Office.*** Terms of Office for each type of Director are as follows:

- a) Each Director representing a CONNECT community shall be elected to a term by CONNECT that corresponds with their respective reorganizing years, with a maximum term of two (2) years. These Directors may serve up to eight (8) consecutive years, so long as they continue to (a) hold elected office or (b) maintain employment with the municipality they represent.
- b) Each at-large Director shall be elected to a four-year term by CONNECT. Directors may serve up to two (2) consecutive four-year terms. Former at-large Directors may be re-elected to be Board only after a one-year absence.

Terms of office for Directors shall begin when approved.

**Section 4.06. *Vacancies.*** Vacancies in the Board may be filled by a majority vote of the remaining members of the Board, though less than a quorum. Each person so elected shall serve for the balance of the unexpired term and until a successor has been selected by CONNECT, or until his or her earlier death, resignation or removal.

**Section 4.07. *Resignation and Removal.*** A Director may resign by notifying the Board Chair orally or in writing of his or her resignation. The Board of Directors, by affirmative vote of two-thirds (2/3) of all Directors then in office, may remove any Director from office with or without cause.

**Section 4.08. *Compensation.*** No compensation shall be paid to any Director or Officer of the Organization for his or her services as a Director, but, at the discretion of the Board, Directors may be reimbursed for travel and actual expenses necessarily incurred by them in attending meetings and performing other duties on behalf of the Organization.

## **ARTICLE V: MEETINGS OF THE BOARD OF DIRECTORS**

**Section 5.01. *Meetings.*** There shall be a minimum of four (4) Board of Directors meetings each calendar year, one of which shall be the Annual Legislative Session.

Meetings will be held at the registered offices of CONNECT, in a secure virtual room, or at such other times or places as the Board of Directors may from time to time appoint or as may be designated in the notice of the meeting.

**Section 5.02. *Special Meetings.*** Special meetings of the Board may be called at any time by the Board Chair or by 25% of the Directors then in office. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto.

**Section 5.03. *Action without a Meeting.*** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting provided that written consent thereto is filed with the Secretary or Chair of CONNECT.

**Section 5.05. *Use of Video, Telephone, or Similar Equipment.*** One or more Directors may participate in a meeting of the board by means of videoconference, telephone, or similar communications equipment, which enable all persons participating in the meeting to hear each other. All such participants shall be deemed present in person at the meeting.

**Section 5.06. *Voting & Quorum.*** A meeting of Directors duly called shall not transact any business unless a quorum is present. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

A quorum is only required at the time when a vote is taken, not for the entire meeting. A simple majority of those present and voting shall be sufficient to approve or disapprove any motion, resolution, or legislative action. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

An interested Director may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction in which the interested director is a "Party in Interest," as defined in these Bylaws, provided that the interested director may not vote on said contract or transaction.

**Section 5.07. *Voting.*** Voting may be by voice vote, hand signal, or ballot. Every director shall be entitled to one vote. No director shall sell his or her vote for money or anything of value, including votes on other matters.

## **ARTICLE VI: NOTICE AND WAIVERS OF NOTICE**

**Section 6.01. *Manner of Giving Notice.*** Whenever written notice is required to be given to any person by statute or these bylaws, it may be given personally or by sending a copy thereof by e-mail to their address and/or to the address supplied to the Organization for the purpose of notice. In the case of e-mail, it shall be deemed given when sent. The notice shall specify the place, day and hour of the meeting and any other information required by statute or these bylaws.

**Section 6.02. *Notice of Meetings.*** Notice of every regular meeting of the Board of Directors shall be given to each director by telephone or in writing at least three days (in the case of notice by telephone, e-mail, or fax), or seven days (in the case of notice by first class mail),

before the time at which the meeting is to be held. Notice of every special meeting of the Board of Directors shall be given to each director by telephone or in writing at least two days (in the case of notice by telephone, e-mail, or fax), or five days (in the case of notice by first class mail), before the time at which the meeting is to be held. Every notice shall state the time and place of the meeting.

**Section 6.03. *Waiver of Notice*.** (a) Whenever written notice is required to be given by statute or these Bylaws, a waiver of notice in writing, signed by the person entitled to the notice, shall be deemed equivalent to the giving of notice, (b) Attendance by a person at any meeting shall constitute a waiver of notice of the meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

## **ARTICLE VII: OFFICERS**

**Section 7.01. *Number, Qualifications, and Designations*.** The Officers of the Organization shall consist of the Chair, Vice Chair, Immediate Past Chair, Secretary, Treasurer, and such other officers or assistant officers as the Board of Directors may from time to time determine. One person may serve in more than one Officer capacity.

**Section 7.02. *Election and Term*.** The Officers shall be elected by a majority of the directors present at a meeting at which a quorum is present. The officers shall serve for a term of one year or until their respective successors are duly elected and qualified, or until their earlier death, resignation, or removal.

The Chair, Vice-Chair, Secretary, and Treasurer, shall be elected at the Annual Legislative Session from the membership of CONNECT.

Officers may be re-elected to the same office for two additional terms (that is, one member may serve as Chair for three consecutive terms, as Secretary for three consecutive terms, etc.). An individual who has held an office for three terms, can run for that same office after he or she has not held it for at least two terms.

**Section 7.03. *Resignation or Removal*.** An officer may resign from their position at any time upon written notice to the Chair of the Organization. Any officer of the Organization may be removed by the Board of Directors with or without cause.

**Section 7.04. *Vacancies*.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Directors at its next regularly scheduled meeting, or at a special meeting held for the purpose of electing a replacement. If the office is one for which these bylaws prescribe a term, it shall be filled for the unexpired portion of the term.

**Section 7.05. *Chair*.** The Chair shall:

- Preside at all meetings of the Board of Directors, including the annual Legislative Session, and the Executive Committee and appoint such ad hoc committees as are not otherwise provided for in these Bylaws.
- Be an ex-officio member of all committees.
- Supervise the management and operation of CONNECT, subject to the budgets, policies, procedures and controls established by the Executive Committee and, where applicable, approved by the Members.

**Section 7.06. Vice Chair.** The Vice Chair shall act in all cases for and as the Board Chair in the latter's absence or inability to act, and shall perform such other duties as may be required from time to time. The Vice Chair will be expected to attend all meetings of the Board of Directors and the Executive Committee; they shall also be responsible for calling the initial meetings of the policy working groups annually as soon after the beginning of the year as possible.

**Section 7.07. Immediate Past Chair.** The immediate past chair shall consult and advise the officers and provide continuity during officer transition.

**Section 7.08. Secretary.** The Secretary shall attend all meetings of the Board of Directors and the Executive Committee and record — or cause to be recorded — all the votes of the Organization and the minutes of all its transactions in a book to be kept for that purpose. The Secretary shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall affix the Corporate Seal to any instrument requiring it or to any instrument authorized by the full Board of Directors.

**Section 7.09. Treasurer.** The Treasurer shall exercise oversight over the Organization's funds and cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Organization, and shall cause to be kept the monies of the Organization in proper accounts. The Treasurer shall review the disbursement of funds for the Organization as may be ordered. The Treasurer shall prepare or have prepared for the Board all necessary financial reports of the Organization. The Treasurer shall perform all other duties as may, from time to time, be assigned by the Board of Directors.

## **ARTICLE VIII: EXECUTIVE DIRECTOR**

**Section 8.01. Executive Director.** The Executive Director shall be the Chief Executive Officer of the Organization and shall have general supervision over the business and operations of the Organization, subject to the control of the Board of Directors.

## **ARTICLE IX: COMMITTEES and POLICY WORKING GROUPS**

**Section 9.01. Committees of the Board and Appointment to Committees.** The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish one or more committees to consist of one or more Directors of the Organization. With the exception of



the Executive Committee, the Chair of the Board shall have the power to appoint the members of each committee and a committee chair for each committee, subject to approval by the Board. The Chair may designate one or more directors as alternate members of any committee, subject to approval by the Board, who may replace any absent or disqualified member at any meeting of the committee.

**Section 9.02. *Term.*** Except for the Executive Committee, each committee of the Board shall serve at the pleasure of the Board.

**Section 9.03. *Executive Committee.*** The Executive Committee shall consist of the Chair, Vice Chair, Immediate Past Chair, Secretary, and Treasurer.

**Section 9.04. *Finance Committee.*** The one standing committee of the Board shall be the Finance Committee which shall make a report to the Board at each meeting of the Board, including recommendations or resolutions for discussion and/or approval. The Executive Committee of the Organization shall see that the Organization establishes and maintains a separate accounting of its funds and shall make a report to the Board at each meeting, upon request.

**Section 9.05. *Board Nominating Committee.*** A Nominating Committee, consisting of the Executive Director and no less than three (3) and no more than five (5) CONNECT representatives, shall present a slate of officer candidates to CONNECT at least two weeks prior to the Annual Legislative Session. This Committee shall, to the best of its ability, ensure equitable rotation of officer positions from different geographic locations of Allegheny County. This Committee shall evaluate each nominee's qualifications, as well as the nominee's acceptance and willingness to serve.

**Section 9.06. *Committee Meetings.*** Meetings of a committee may be called by the Board Chair, the Committee Chair, or by a majority of the committee's voting members. Each committee shall meet as often as is necessary to perform its duties.

Notice may be given at any time and in any manner reasonably designed to inform the committee members of the time and place of the meeting. The majority of the voting members of the committee shall constitute a quorum for the transaction of business at any meeting of such committee. Each committee shall keep minutes of its proceedings and report periodically to the Board. Actions taken by any committee must be ratified by the Board.

All voting directors of the Board should be notified of the time and place of all committee meetings. However, each Director has the responsibility to notify the central office if they plan to attend.

**Section 9.07. *Policy Working Groups.*** Policy working groups may be created by resolution of CONNECT to study, research and create policy suggestions on appropriate topics of general concern to municipalities.

Each policy working group will appoint a chair and be comprised of CONNECT representatives who volunteer to serve as members of the working group.

- a) The policy working group may include non-voting participants who represent Councils of Governments (CoG's).
- b) The policy working groups have the authority to add non-voting ex-officio participants deemed appropriate in facilitating committee business.

## **ARTICLE X: CONFLICT OF INTEREST**

**Section 10.01. *Disclosure of Conflicts.*** An officer, director or employee of the Organization who is a party to or who is interested in a project (otherwise known as a "Party in Interest") shall disclose the nature and extent of the interest to the Board of Directors, and shall not vote on an action of the Organization concerning the project, nor advocate or otherwise participate in deliberations concerning the project, all as more fully set forth in this Article IX. The disclosures required under this section include all matters set forth in the Disclosure Statement approved by the Board which covers such matters as compliance with quality and risk matters, receiving private benefits from the Organization, having a financial interest in projects and contracts, participation in political processes and complying with fiduciary obligations.

**Section 10.02. *Filing and Action on Conflicts.*** The disclosure statement of the officer, director or employee and the action by the Board of Directors, shall be made a part of the minutes of the Organization at the next regular or special meeting. The Board of Directors shall take such action which is necessary in light of the facts revealed by the disclosure to avoid a conflict of interest or impropriety, or any appearance thereof, with regard to a project. In the event any officer, director or employee is uncertain as to whether he, she or it would be considered "interested in a project", such person or entity shall make full disclosure concerning the potential conflict of interest to the Chair of the Board and to the uninterested members of the Executive Committee. The uninterested members of the Executive Committee shall then determine by majority vote whether a conflict of interest exists and shall advise the inquiring person or entity.

**Section 10.03. *Abstention Relating to Conflict.*** In the event of any conflict of interest requiring disclosure by an officer, director or employee under Section 1 above, such person or entity shall:

- a. Advise the Board of Directors of the conflict;
- b. Refrain from participating in the deliberations concerning the matter presenting the conflict;
- c. Abstain, in the case of a director, from voting on the matter presenting the conflict; and
- d. At the request of the Chair, leave the meeting room during the deliberations and vote with respect to the matter presenting the conflict.

**Section 10.04. *Prohibited Activities.*** No officer, director or employee of the Organization may solicit, accept or receive from a person, firm, Organization or other business or professional entity or organization a gift, loan, gratuity, favor or service that might influence his or her position in the discharge of his or her official duties concerning a project or any other activities of the Organization. However, acceptance of food and refreshment of nominal value on infrequent occasions in the ordinary course of a luncheon or dinner meeting or other meeting shall not be deemed a “gift, loan, gratuity, favor or service” for purposes of this section.

**Section 10.05. *Violations of this Article.*** If the Executive Committee has reasonable cause to believe a person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

If, after hearing the person’s response and after making further investigation as warranted by the circumstances, the Executive Committee determines that the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action as decided by the Committee.

## **ARTICLE XI: INDEMNIFICATION**

**Section 11.01.** The corporation shall indemnify each of its directors, officers, and employees whether or not then in service as such (as his or her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a part because he or she is or was a director, officer or employee of the corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the corporation for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duty as director, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or employment. The right to indemnify for expenses shall also apply to the expenses of suites, which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such director, officer or employee may be entitled.

## **ARTICLE XII: GENERAL PROVISIONS**

**Section 12.01. *Check Signing.*** All checks or demands for money and notes will be processed in accordance with the policies of the Community Foundation for the Alleghenies.

**Section 12.02. *Fiscal Year.*** The fiscal year for the Organization shall be January – December.

## ARTICLE XIII: AMENDMENTS & DISSOLUTION

**Section 13.01. *Amendments of Bylaws.*** These Bylaws may be altered, amended or repealed, or new bylaws adopted, only by vote of a majority of the Board of Directors in office. Any change in these bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

These bylaws may also be altered, amended, or repealed by a two-thirds vote of the Membership provided a quorum is present, and provided a copy of the proposed amendment(s) is/are) made available to each representative at least one week prior to said meeting.

**Section 13.02. *Dissolution of Organization.*** The Organization may be dissolved by the vote of two-thirds (2/3) of all Members.

Upon dissolution of the Organization, all of the Organization's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in Section 501(c)(3) of the Internal Revenue Code. The organizations to receive such property shall be designated by the Board of Directors as constituted at dissolution.

These Bylaws have been reviewed, amended, and approved on November 30, 2023.