

The Bylaws of the Oakcliffe Community Organization of South Oakland

as approved on Wednesday, October 12, 2022

Article One - Name

The name of the corporation shall be the Oakcliffe Community Organization of South Oakland, which shall be referred to as the "Corporation" within this document. Its former name was the Oakcliffe Housing Club.

Article Two - Bylaws

These Bylaws constitute the code of rules adopted by the Corporation for the regulation and management of its affairs. The most recent edition of *Robert's Rules of Order* shall govern conduct at meetings except for those procedures specifically covered by these bylaws.

A majority vote of the presently active and accepted membership of the Corporation in attendance of a regularly scheduled and advertised meeting shall be sufficient for the adoption of these Bylaws by and for the Corporation.

Article Three - Purpose

The purpose of the Corporation is to foster community involvement in conserving and improving the Oakcliffe neighborhood, petition government for public services, and carry out programs of community improvement.

Article Four - Membership

Section One - Geographic Boundaries

The corporation is located within the South Oakland neighborhood of Pittsburgh, Pennsylvania. The Corporation includes the area bounded by (1) the Blvd of the Allies between Bates Street and Halket Street, (2) Halket Street from the Blvd of the Allies to Fifth Avenue, (3) Fifth Avenue from Halket Street to Kirkpatrick Street, (4) Kirkpatrick Street to the center of the Birmingham Bridge, (5) The Monongahela River from the center of the Birmingham Bridge to where Technology Drive aligns with Bates Street, and (6) Bates Street to the Blvd of the Allies.

Section Two - Eligibility

The Corporation restricts membership according to geography, age, and residency, but otherwise does not discriminate on the basis of race, religion, national or ethnic origin, gender, sexual orientation, or political affiliation.

People eligible to join the Corporation must be eighteen years of age or older and live within the Corporation's boundaries. Proof of residency, such as a driver's license, may be required.

If a member no longer meets the requirements of membership, that member is no longer eligible for membership. Decisions on questions of membership shall rest solely with the Board of Representatives.

If one is eligible, one becomes an active member of the Corporation by attending two scheduled meetings of the membership within the previous twelve months, signing an attendance sheet with name and address, or paying dues to the Corporation, if dues are established. An active member becomes an inactive member one hundred eighty days after attending his or her last meeting of the membership or when the term of their paid dues expires.

Honorary memberships may be granted and removed by a majority vote of the Representatives present at a meeting. Honorary members' rights will be limited to the right to attend and speak at all meetings of the Corporation.

Section Three - Membership Rights

All members have the right to attend all regularly scheduled and special meetings of the Corporation.

Active members of the Corporation shall be entitled to one and only one vote on matters that come before the membership.

Voting by proxy is not permitted.

An active member shall have the right to vote at elections of the Board of Representatives, on the budget of the Corporation, on the setting of membership dues, on matters brought forth by petition as described in Article Six, Section Six and Article Eleven, and on any other matters as shall come before the membership.

Section Four - Dues

Membership dues shall be established by an action separate from adopting a budget by majority vote of the membership attending a meeting.

Article Five - Meetings

Section One - Meetings of the Membership

The membership and Board of Representatives of the Corporation meet regularly eleven times a year, once a month on the second Wednesday at 7:00 P. M. Eastern Time in the Craft Professional Building at 3240 Craft Place, Pittsburgh, PA 15213, virtually via Zoom, or a hybrid of both.

There are no regularly scheduled meetings of the membership in December.

Meetings must be properly advertised. It is the responsibility of the Board of Representatives to ensure proper notice for meeting of the membership. Notice must be circulated throughout the community within the boundaries of the Corporation within reasonable advance of the date of the meeting in such a fashion to contact and attract as many active and nonactive members and persons eligible for membership within the reasonable ability of the active membership of the Corporation.

The time and/or location of a regularly scheduled meeting may be changed or cancelled by a majority vote of the Board of Representatives. Notice of any such change must be given according to the aforementioned procedures.

Special meetings can be called for by a majority vote of the Board of Representatives. Said special meeting may occur a minimum of three days after said vote of the Board of Representatives. Notice of a special meeting of the membership must be given according to the aforementioned procedures.

The business and policies of the Corporation must be conducted or established at either properly advertised regular or special meetings.

Meeting notice guidelines also apply for committee meetings, except that only committee members must be so notified by the respective chairperson.

Members are to be kept informed about actions at regularly scheduled and special meetings through minutes prepared by the Board of Representatives.

Section Two - Quorum

At any meeting, a majority of the Representatives in good standing and one active member in good standing who is not a Representative will constitute a quorum.

Section Three - Agendas

The officers shall prepare the agenda for general meetings of the membership. Any member may suggest an item to be added to the agenda by submitting the item in writing to the officers at least seven days prior to the scheduled meeting.

Article Six - Board of Representatives

Section One - Definition

The Board of Representatives is that group of active members vested with the management of the business and affairs of the Corporation.

All Representatives shall be entitled to one and only one vote at all meetings of the membership. Proxy voting is not permitted.

The number of the Board of Representatives is five.

Section Two - Election

The Board of Representatives is comprised of five at-large members.

The election of the Board of Representatives shall occur every two years at the regularly scheduled meeting in November.

All candidates for the Board of Representatives must be active members of the Corporation as described in Article Four, Section Two, Paragraph 5.

The active membership present at an election shall elect five at-large Representatives. The five candidates who obtain the greatest number of votes shall become the Representatives.

If there is a tie between candidates, a run-off election between those candidates may immediately occur after the original election. If the tie is unresolved, any method of arbitration or random selection agreed upon by the candidates involved is acceptable to reach a decision.

Generally, nominations for the Board of Representatives may come from the active membership or from the Board of Representatives through a nominating committee.

Elections must be properly advertised. It is the responsibility of the Board of Representatives to ensure proper notice of an election according to the notification guideline set forth in Article Five, Section One, Paragraph Three.

Section Three - Term of Office

The term of office for a Representative is two calendar years. Representatives can be reelected during a scheduled election while in office to a consecutive term of office.

Elected representatives will begin their terms immediately after the final election results are determined.

Section Four - Filling Vacancies

When a Representative resigns, dies, or is removed from office, or that office is vacant by any other means, then active membership shall elect a Representative to serve for the duration of the unexpired term. The candidate who obtains the greatest number of votes shall be elected and serve the duration of the unexpired term. The nomination and election to fill a vacancy shall take place at the first regularly scheduled meeting after the vacancy occurs.

Section Five - Removing a Representative

Representatives may be removed by a two-step process.

The removal of a Representative may be proposed (1) by a motion of a Representative at a regularly scheduled meeting or (2) in the form of a petition signed by three-fourths of the active membership. A petition, which can propose the removal of only one Representative, is verified when the Board of Representatives has found the petition has been signed by three-fourths of the active membership. The Board of Representative must decide this question of verification above all else.

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Once a motion to propose the removal of a Representative is approved, or a petition to propose the removal of a Representative has been verified as accurate, a vote on the removal of the Representative will occur at the next regular meeting. Then, the removal of the Representative that has been proposed must be approved by a vote of three-fourth of the active membership present at that meeting. If approved, said Representative will be removed from office immediately.

Advance notice of any removal must be given to each and every Representative, including the Representative(s) affected.

Section Six – Compensation

Representatives shall receive no compensation, incidental or otherwise, unless specifically authorized by a vote of the Board of Representatives at a regularly scheduled meeting.

Article Seven - Officers

Section One - Officers of the Board of Representatives

The Board of Representatives shall elect, by majority vote, Representatives to the offices of President, Vice President, Secretary, and Treasurer. Such election shall occur at the same meeting, but after the annual election of the Board of Representatives.

The Board of Representatives may fill and/or remove its own officers with a majority vote of the Representatives at regularly scheduled and special meetings of the Board of Representatives.

Section Two – Duties of Officers

The duties of the President include, but are not limited to (1) being responsible for the execution of the decisions of the Board of Representatives, (2) being the official representative of the Corporation, (3) presiding over regular and special meetings, and (4) appointing chairpersons and members of committees.

The duties of the Vice President include, but are not limited to (1) assisting the President, and (2) presiding at meetings in the absence of the President.

The duties of the Secretary include, but are not limited to (1) keeping minutes and written records of all items discussed at the meeting, (2) keeping the monthly financial report, and (3) making the minutes available in print to all members for approval prior to each monthly meeting.

The duties of the Treasurer include, but are not limited to (1) being accountable for all funds, (2) giving an accounting at each meeting, and (3) receiving, safeguarding, and disbursing the organization's funds.

The Corporation's bank account shall have the President, Vice President, and Treasurer as signatories, two of which are required to sign a check. Expenditures must be approved by a majority vote of the eligible membership.

Section Three - Filling Vacancies

If an officer resigns, dies, or is removed, the Board of Representatives may elect, by majority vote, a Representative to serve the unexpired portion of the term.

Section Four- Removing an Officer

Any officer may be removed by an affirmative vote of the majority of Representatives present at a regular meeting, when in their judgement, it is in the best interest of the Corporation. Notice of removal shall be given to the officer affected.

An officer shall also be removed if he or she is successfully removed as a member of the Board of Representatives by membership petition.

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Article Eight - Committees

Section One- Creation of Committees

The Board of Representatives shall authorize by majority vote standing and ad hoc committees. The President of the Board of Representatives shall appoint the chairpersons and members of committee.

Section Two- Dissolution of Committees

The Board of Representatives shall by majority vote disband committees as they become obsolete.

Article Nine - Staffing

The Corporation shall have no paid staff unless otherwise approved by a majority vote of the Representatives present at regularly scheduled meetings and special meetings of the Board of Representatives. |

If needed, hiring should be non-discriminatory and should seek the best possible candidate for the position.

Article Ten - Indemnification

This article provides for indemnification of Representatives and officers against liability incurred while acting properly on behalf of the Corporation.

Article Eleven - Amending the Bylaws

Amendments to these Bylaws may be approved in a two-step process.

Amendments may be proposed (1) as a motion by a Representative at a regularly scheduled meeting or (2) in the form of a petition signed by three-fourths of the active membership. A petition, which can present only one amendment, is verified when the Board of Representatives has found the petition has been signed by three-fourths of the active membership. The Board of Representative must decide this question of verification above all else.

Once a motion to amend the Bylaws is approved or a petition to amend the Bylaws has been verified as accurate, a vote on the amendment will occur at the next regular meeting. Then, amendments that have been proposed must be approved by a vote of three-fourths of the active membership present at that meeting.

Article Twelve - Dissolution

Upon the dissolution of the Corporation, the Board of Representatives will dispose of the all the assets of the Corporation exclusively for the purpose of the Corporation or to organizations that are then qualified as tax exempt organization under section 501(c)(3) of the Internal Revenue Service's regulations.

Appendix One – Oakcliffe Map

