

**BYLAWS
OF
THE OAKLAND BUSINESS IMPROVEMENT DISTRICT
Includes Resolution No. 628 Effective November 21, 2008**

**ARTICLE I
PURPOSE**

- 1.1 Purpose. The purpose of the Oakland Business Improvement District (the "Organization") shall be as set forth in Article IX, Section 9.1 hereof.

**ARTICLE II
MEMBERS**

- 2.1 Membership. Any business, institution or organization, whether operating as a sole proprietorship, partnership, corporation, limited liability company or other form, which supports the purpose of the Organization, as set forth in Article IX hereof, may be invited to be a member of the Organization by the Board of Directors.
- 2.2 Annual Meeting. The annual meeting of members shall be held prior to December 31 in each year, for the purpose of delivering the annual report of the Organization, electing directors and for the transaction of such other business as may properly come before the meeting. A notice of the Annual Meeting may be provided to all OBID members.
- 2.3 Special Meeting. Special meetings of the members may be called at any time by (a) the Board of Directors, or (b) by members entitled to cast at least ten percent (10%) of the votes that all members are entitled to cast at the particular meeting.
- 2.4 Notice of Meeting. Except in the event of an adjournment, written notice of every meeting of the members shall be given by the Secretary of the Organization, or in the Secretary's absence, by the person calling the meeting, to each person entitled to vote at the meeting, at least five (5) days prior to the day named for the meeting. The notice shall state the date, time and place of the meeting, and in the case of a special meeting, the general nature of the business to be transacted.
- 2.5 Voting Rights of Members. Each member shall be entitled to one vote on all matters submitted to a vote of the members, regardless of the dues assessed and paid by a member; provided, however, no entity shall vote as a member unless such entity shall have paid the appropriate level of dues, if any, which have been assessed by the Board of Directors.
- 2.6 Action by Members. Whenever any corporate action is to be taken by vote of the members, it shall be authorized by a majority of the votes cast as a duly organized meeting of members entitled to vote thereon, except as otherwise required by law or these Bylaws.
- 2.7 Quorum. A meeting of members of the Organization duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person or by proxy of 20 members shall constitute a quorum for the purposes of consideration and action on such matter. The members at a duly organized matter can continue to do business until the

adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

2.7 a Quorum of and Action by Directors. A meeting of the Board of Directors shall not be organized for the transaction of business unless a quorum is present. The presence of members of the Board of Directors consisting of at least forty percent (40%) of the entire Board of Directors shall constitute a quorum for the purposes of consideration and transaction of business. Except where a different vote is required by law or the Articles or these Bylaws, the acts of a majority of directors present and voting at a meeting at which a quorum is present shall be the acts of the Board of Directors. Every director shall be entitled to one vote.

2.8 Presiding Officer. All meetings of the members shall be called to order and presided over by the Chairperson of the Board, if any, or in the Chairperson's absence, by the First Vice-Chairperson or in the absence of the First Vice-Chairperson, by the Second Vice-Chairperson.

2.9 Adjournments. Adjournments of any annual or special meeting of members, other than ones at which directors are to be elected, may be taken for such period or periods as the presiding officer of the meeting of members present in person or by proxy and entitled to vote shall direct. Meetings at which directors shall be elected shall only be adjourned as provided for by the Pennsylvania Nonprofit Law of 1988.

2.10 Proxies. Every member entitled to vote at a meeting of members may authorize another member or members to act for such member by proxy; provided, however, any members holding another member's proxy shall register such proxy with the Secretary at or prior to the meeting at which such proxy may be voted. The presence of, or vote or other action at a meeting of members, by a proxy of a member shall constitute the presence of, or vote of action by the member.

2.11 Place of Meeting. All meeting of the members shall be held at such place, within or without the Commonwealth of Pennsylvania, as may be designated by the Board of Directors from time to time.

2.12 Election of Directors. In the election of directors, voting need not be by ballot, except upon demand made by a member entitled to vote at the election and before the voting begins. The nominees receiving the highest number of votes in each annual class shall be elected. If at any meeting of members, directors of more than one class are to be elected, each class shall be elected in a separate election.

2.13 Membership Dues. The Board of Directors shall determine by resolution all matters relating to membership dues, including whether to impose any such membership dues.

ARTICLE III BOARD OF DIRECTORS

3.1 General. All powers vested by law in the Organization shall be exercised by or under the authority of, and the business and affairs of the Organization shall be managed under the direction, the Board of Directors.

3.2 Number, Qualification, Composition, Powers and Term

- (a) Number. The OBID Board shall consist of not less than 23 members or more than 32 members, each of whom shall be selected by the OBID Board and the membership, as provided in these by-laws.**
- (b) Qualifications. A director in his or her individual capacity need not be a member of the Organization. No employee of the Organization, including the Executive Director, shall be eligible to serve as a member of the Board of Directors.
- (c) Composition of the Board of Directors. Council delegates the administration of the District's program to the OBID Board of Directors ("OBID Board"), composed of owners, their executives and agents, of properties and businesses within the Oakland Business Improvement area, and representatives of organizations and institutions active within the OBID area. The OBID Board shall include the following (Pursuant to City of Pittsburgh Resolution No. 628, Section 4, Part A, effective November 21, 2008):**
 - (i) No more than five (5) owners, executives or agents of properties within the Oakland Business Improvement Area, each property with a combined land and building value for assessment purposes of less than \$600,000;
 - (ii) No more than five (5) owners, executives or agents of properties within the Oakland Business Improvement Area, each property with a combined land and building value for assessment purposes of more than \$600,000;
 - (iii) No more than five (5) owners, executives or agents of retail, service and restaurant businesses, each business a building tenant within the Oakland Business Improvement Area;
 - (iv) One owner, executive or agent of a financial institution within the Oakland Business Improvement Area;
 - (v) One representative of the Oakland Planning and Development Corporation;
 - (vi) One representative of the Department of City Planning;
 - (vii) One representative of the City Council;
 - (viii) One representative from the Mayor's office;
 - (ix) One representative from the University of Pittsburgh;
 - (x) One representative from the UPMC Health System; and
 - (xi) One representative of a nonprofit organization within the Oakland Business Improvement Area not otherwise represented on the board.**
- (d) Powers. The OBID shall have the power to contract on behalf of the District for the service described in Article X, Section 10.1 (through Resolution No. 628, Section 2). (Pursuant to City of Pittsburgh Resolution No. 628, Section 4, Part A, effective November 21, 2008):**
- (e) Indemnity. Should any claim arise alleging that the OBID Board acts or has acted as an agent of the City, the OBID Board agrees to indemnify, defend and hold the City harmless from all claims, judgments and costs arising out of actions taken by the OBID Board in furtherance of the services and improvements described herein. (Pursuant to City of Pittsburgh Resolution No. 628, Section 4, Part A, effective November 21, 2008):**
- (f) Term. No Board Member may serve more than two full consecutive three-year terms except upon the individual receiving the support of two-thirds vote of the full Board of Directors to stand for election to serve an additional three year term in a vote of the Board of Directors. Each director shall hold office until the expiration of the term for which he or she was elected and until said director's successor has been selected and qualified or until said director's earlier death, resignation or removal.**

3.3 Election and Classification.

- (a) Election. Directors of the Organization shall be elected by the members except as provided in Sections 3.2 and 3.4 hereof.
- (b) Classification. The member-elected directors shall be classified in respect of all the time for which the directors shall severally hold office by dividing the directors into three (3) classes which shall be as nearly equal in number as possible. The term of office of one class shall expire at the annual meeting of members in each year. At each annual meeting of members, the successors to the directors of the class whose term expires that year shall be elected to hold office.

3.4 Vacancies. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, may be filled by a majority vote of the remaining members of the Board of Directors though less than a quorum, or by a sole remaining director, and each person so selected shall be a director to serve for the balance of the unexpired term of the class for which such director has been chosen and until his or her successor has been selected and qualified or until his or her earlier death, resignation or removal.

3.5 Removal and Resignation.

- (a) Removal by action of members. The entire Board of Directors or any class of the board or any individual director may be removed from office for "Cause" and upon a vote of members entitled to elect directors or upon a vote of two-thirds of the directors. In case the Board of Directors or any one or more directors are so removed, new directors may be elected, upon the Board of Director' compliance with the appropriate nomination procedures, at the same meeting.
- (b) Removal of Directors. For the purposes of Section 3.5(a), "Cause" for removal of a director shall exist if said director: (i) has been judicially declared of unsound mind; (ii) has been convicted of an offense punishable by imprisonment for a term of more than one year; (iii) if within sixty (60) days after notice of his or her election, said director does not accept such office either in writing or by attending a meeting of the Board of Directors; (iv) fails to attend three consecutive regularly scheduled meetings of the Board of Directors; (v) leaves the employment of the member of the Organization which the individual director represents on the Board of Directors; or (vi) takes actions which the Board of Directors determines to be inimical to the interests of the Organization.
- (c) Resignation. Any director may resign at any time from his or her position as a director of the Organization upon written notice to the Organization. The resignation shall be effective upon receipt thereof by the Organization or at such subsequent time as may be specified in the notice of resignation.

3.6 Regular Meetings. The Board of Directors shall hold an annual meeting for the election of members and officers and the transaction of other proper business either as soon as practical after, and at the same place as, the annual meeting of members or at such other day, hour and place as may be fixed by the Board of Directors. In addition, the Board of Directors shall meet no less frequently than four times per calendar year with the day, hour and place of such meetings to be fixed by the Board of Directors.

3.7 Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, the Executive Director or by six (6) directors. The person or persons calling the special meeting may fix the day of the meeting.

- 3.8 Notice of Meetings. Written or telephonic notice of each annual or regular meeting of the Board of Directors, specifying the place, day and hour of the meeting, shall be given to each director at least 72 hours before the time set for the meeting. Written notice of each special meeting of the Board of Directors, specifying the place, day and hour of the meeting, shall be given to each director at least 72 hours before the time set for the meeting.
- 3.9 Quorum of and Action by Directors. A meeting of the Board of Directors shall not be organized for the transaction of business unless a quorum is present. The presence of members of the Board of Directors consisting of at least forty percent (40%) of the entire Board of Directors shall constitute a quorum for the purposes of consideration and transaction of business. Except where a different vote is required by law or the Articles or these Bylaws, the acts of a majority of directors present and voting at a meeting at which a quorum is present shall be the acts of the Board of Directors. Every director shall be entitled to one vote.
- 3.10 Interested Directors or Officers; Quorum. No contract or transaction between the Organization and one or more of its members, directors or officers, or between the Organization and any other corporation, partnership, association, or other organization in which one or more of its directors or officers have a financial or other interest, shall be void or voidable solely for such reason, or solely because the member, director or officer is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if: (1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors, and the board in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors even though the disinterested directors are less than a quorum; (2) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, if any, and the contract or transaction is specifically approved in good faith by vote of such members; or (3) the contract or transaction is fair as to this Organization as of the time it is authorized, approved or ratified by the Board of Directors or the members. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board which authorizes a contract or transaction specified in this Section 3.10. Each officer and employee of the Organization shall be required to rescue himself or herself from participating in or attending any Board of Director, Executive Committee or other Board Member, Executive Committee or other Board of Directors' committee meeting at which such individual's conduct, performance, salary or retention are subject to discussion review.
- 3.11 Presiding Officer. All meetings of the Board of Directors shall be called to order and presided over by the Chairperson of the Board or, in the Chairperson's absence, by the First Vice-Chairperson or, in the absence of the First Vice-Chairperson, by the Second Vice-Chairperson.

ARTICLE IV COMMITTEES OF THE BOARD

- 4.1 Committees of the Board. The Board of Directors or Executive Committee may, by resolution adopted by a majority vote, establish one or more standing or special committees,

each committee to consist of one or more of the directors of the Organization. Unless otherwise specified, each committee will be chaired by a Board Member that is approved by the Board of Directors. The Board of Directors may designate one or more directors as alternate members of any committee or for purposes of any written action of the committee. A committee, to the extent provided in the resolution of the Board of Directors or Executive Committee creating it, shall have and may exercise all of the powers and authority of the Board of Directors except as otherwise provided by the Pennsylvania Nonprofit Corporation Law of 1988.

- 4.2 Executive Committee. The Executive Committee shall consist of the Chairperson, the two Vice-Chairpeople, the Secretary, the Treasurer and four (4) members of the Board of Directors who shall be selected by the Board of Directors. All meetings of the Executive Committee shall be called to order and presided over by the Chairperson of the Board or, in the Chairperson's absence, by the First Vice-Chairperson or, in the absence of the First Vice-Chairperson, by the Second Vice-Chairperson. When the Board of Directors is not in session, the Executive Committee shall have and may exercise all the authority of the Board of Directors, except to the extent, if any, that such authority may be limited by the Board of Directors from time to time, and as otherwise provided by the Pennsylvania Nonprofit Law of 1988.
- 4.3 Nominating Committee. The Nominating Committee shall consist of the Chairperson, one Vice-Chairperson, one non-officer Executive Committee member, and two members of the Board of Directors selected by the Board of Directors. The Nominating Committee shall be responsible for identifying; reviewing the qualifications of, and proposing for nomination qualified candidates for the positions of an officer or member of the Board of Directors of the Organization supported by a Board approved *OBID Standards and Procedures* guide. In developing its list of qualified nominees for the position of member of the Board of Directors, the Nominating Committee shall assure that the remaining members of the Board of Directors and slate of nominees for the Board of Directors collectively include one or more persons from each group that is required to be represented on the Board. The Nominating Committee shall propose all nominations to the Board of Directors for its consideration and action. In the event any position on the Board of Directors becomes available during a director's term, the Nominating Committee shall make nominations to fill such positions.
- 4.4 Finance Committee. The Finance Committee shall consist of the Treasurer and members of the Board of Directors selected by the Board of Directors. The Finance Committee shall be chaired by the Treasurer. The Finance Committee shall be responsible for managing the Organization's finances, coordinating and reviewing the audit of the Organization's financial records and other matters as they may be assigned to the Finance Committee by the Board of Directors or Executive Committee, from time to time.
- 4.5 Committee Rules. Unless the Board of Directors provides otherwise by resolution, each committee shall conduct its business and take action in the same manner as the Board of Directors conducts its business pursuant to the Articles of the Incorporation and these Bylaws; provided, however, that all actions of the Executive Committee relating to the adoption of annual budgets or proposals for the requesting of additional funding shall require a supermajority vote of two-thirds of the Committee's members present and voting on such matters at a meeting at which a quorum is present.

ARTICLE V OFFICERS

- 5.1 Officers and Qualifications. The Organization shall have a Chairperson, two Vice-Chairpeople, a Secretary and a Treasurer, each of whom shall be elected or appointed by the Board of Directors. The Board of Directors may also elect such other officers and assistant officers, as the Board of Directors deems necessary or advisable. All officers other than assistant officers must be members of the Board of Directors. No person shall hold more than one office in the Organization at the same time; provided, however, that one person may serve at the same time as Secretary and Treasurer. Officers of the Organization, as between themselves and the Organization, shall have such authority and perform such duties in the management of the Organization as is provided or determined by the pursuant to these Bylaws or resolutions or orders of the Board of Directors.
- 5.2 Election, Term and Vacancies. The officers and assistant officers, if any, of the Organization shall be elected by the Board of Directors at the annual meeting of the Board of Directors or from time to time as the Board of Directors shall determine. The Chairperson shall serve a two (2) year term and every other officer shall hold office for one (1) year and until his or her successor has been duly elected and qualified or until said officer's earlier death, resignation or removal. No individual, other than the Executive Director and assistant officers, may serve in the same office for more than two full consecutive terms, except upon the individual receiving the support of two-thirds of the full Board of Directors to serve an additional one-year term in a vote of the Board of Directors.
- 5.3 Removal; Resignation.
- (a) Removal. Any officer or agent of the Organization may be removed by the Board of Directors, with or without cause, but such removal shall be without prejudice to the contract rights, if any, or the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.
 - (b) Resignation. Any officer may resign at any time upon written notice to the Organization. The resignation shall be effective upon receipt thereof by the Organization or at such subsequent time as may be specified in the notice of resignation.
- 5.4 Chairperson of the Board. The Chairperson shall chair the Board of Directors and the Executive Committee of the Organization. The Chairperson shall preside at all meetings of the Executive Committee, the Board of Directors and the members present and shall have such authority and perform such duties as necessary to carry out the objectives of the Organization. The Chairperson shall also have such duties as the Board of Directors may from time to time designate.
- 5.5 Vice-Chairperson. The Organization shall have two Vice-Chairpeople. The Vice-Chairperson shall assist the Chairperson in the performance of the Chairperson's duties. The Chairperson shall assign tasks and obligations to each of the Vice-Chairpeople, from time to time, as the Chairperson elects. The Board of Directors shall designate one Vice-Chairperson, as the First Chairperson and other Vice-Chairperson as Second Vice-Chairperson, such that in the absence of the Chairperson, the First Vice-Chairperson, the Second Vice-Chairperson, shall serve as Chairperson. The Vice-Chairperson shall also have such duties as the Board of Directors may from time to time designate.

- 5.6 Executive Director. The Executive Director shall be appointed by the Board of Directors. The Executive Director shall be the president and chief executive officer of the Organization and shall report to the Executive Committee of the Board. Subject to the control of the Executive Committee of the Board and the Board of Directors and, within the scope of their respective authority any committees thereof, the Executive Director shall (a) have general and active management of all the business, property and affairs of the Organization, (b) see that all orders and resolutions of the Board of Directors and the committees thereof, as applicable, are carried into effect, (c) appoint and remove subordinate officers and agents, other than those appointed or elected by the Board of Directors, as the business of the Organization may require, (d) have custody of the corporate seal, or entrust the same to the Secretary, (e) act as the duly authorized representative of the board in all matters, except where the Board of Directors has formally designated some other person or group to act, and (f) in general perform all the usual duties incident to the office of the Executive Director and such other duties as may be assigned to such person by the Board of Directors or any committee thereof.
- 5.7 Secretary. The Secretary shall (a) keep or cause to be kept the minutes of all meetings of the members, the Board of Directors, and any committees of the Board of Directors in one or more books kept for that purpose, (b) have custody of the corporate records of the Organization, (c) keep or cause to be kept a register of the address of each member, (d) see that all notices are duly given in accordance with law, the Articles of Incorporation, and these Bylaws, (e) maintain a list (including the name of the person holding such proxy) of all members voting by proxy at each meeting of the Organization's members, and (f) in general perform all the usual duties incident to the office of secretary and such other duties as may be assigned to him or her by the Board of Directors or the Chairperson.
- 5.8 Treasurer. The Treasurer shall have general supervision of the fiscal affairs of the Organization. The Treasurer shall, with the assistance of the Executive Director and managerial staff of the Organization (a) see that a full and accurate accounting of all financial transactions is made; (b) invest and reinvest the capital funds of the Organization in such manner as may be directed by the Board of Directors, unless such function shall have been delegated to a nominee or agent; (c) deposit or cause to be deposited in the name and to the credit of the Organization, in such depositories as the Board of Directors shall designate, all monies and other valuable effects of the Organization not otherwise employed (d) prepare such financial reports as may be requested from time to time by the Board of Directors; and (f) in general perform all the usual duties incident to the office of treasurer and such other duties as may be assigned to him or her by the Board of Directors or the Chairperson.
- 5.9 Compensation. Board of Directors, officers and assistant officers who are compensated by the Organization shall not participate in the Board's consideration and vote on their own compensation.

ARTICLE VI
MANNER OF GIVING NOTICE
ACTION WITHOUT MEETING AND BY CONFERENCE CALL

- 6.1 Manner of Giving Notice. Whenever written notice is required to be given to any person under the provisions of the Nonprofit Corporation Law of 1988, as it may hereafter be amended, or by the Articles of Incorporation of these Bylaws, it may be given to the person

either personally or by any means expressly permitted by the Nonprofit Corporation Law of 1988, as it may be hereafter amended, including sending a copy thereof by first-class or express mail, e-mail, postage prepaid, or courier service, charges prepaid, or by telecopy, to the member's address (or to the member's telecopy or telephone number) appearing on the books of the Organization or, in the case of directors, supplied by the director to the Organization for purpose of notice. Notice sent by mail, by telegraph or by courier service shall be deemed to have been given when deposited in the United States mail or with a telegraph office or courier service for delivery, except that, in the case of directors, notice sent by regular mail shall be deemed to have been given forty-eight hours after being deposited in the United States mail or, in case of telex, TWX or telecopy, when dispatched with written confirmation of such dispatch.

- 6.2 Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the members, or the Board of Directors, or of any committee of directors may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto in writing or by e-mail setting forth the action so taken is signed by all the members who would be entitled to vote at a meeting for such purpose, or by all of the directors in the office, or by all the members of such committee in office, as the case may be, and is filed with the Secretary of the Organization. Any action requiring a vote of the Board of Directors may be taken by e-mail correspondence.
- 6.3 Meetings by Means of Conference Telephone. One or more persons may participate in a meeting of the members, of the Board of Directors, or of any committee of directors, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

ARTICLE VII CERTAIN MEMBER RIGHTS

- 7.1 Annual Report of Directors.
- (a) Contents. The Board of Directors or other body shall present annually to the members a report, verified by the Executive Director and Treasurer or by a majority of the directors, showing in appropriate detail the following:
- (i) The assets and liabilities, including the trust funds, of the Organization as of the end of the fiscal year immediately preceding the date of the report.
 - (ii) The principal changes in assets and liabilities including land trust funds, during the year immediately preceding the date of the report.
 - (iii) The revenue of receipts of the Organization, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Organization.
 - (iv) The expenses or disbursements of the Organization, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Organization

- (v) The number of members of the Organization, as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.
- (b) Place of filing. The annual report of the Board of Directors or other body shall be filed with the minutes of the meetings of members.

ARTICLE VIII PERSONAL LIABILITY, INDEMNIFICATION AND INSURANCE

- 8.1 Personal Liability of Directors. A director of the Organization shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his or her office and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit (a) the responsibility or liability of such director pursuant to any criminal statute, or (b) the liability of a director for the payment of taxes pursuant to local, state or federal law. Any repeal, modification or adoption of any provision inconsistent with Section 8.1 of these Bylaws shall be prospective only, and neither the repeal nor modification of this Bylaw nor the adoption of any provision inconsistent with this bylaw shall adversely affect any limitation on the personal ability of a director or officer of the Organization existing at the time of such repeal or modification or the adoption of such inconsistent provision.
- 8.2 Mandatory Indemnification of Directors and Certain Other Persons.
 - (a) The Organization shall indemnify and hold harmless to the full extent not prohibited by law, as the same exists or may hereinafter be amended, interpreted or implemented (but, in the case of any amendment, only to the extent that such amendment permits the Organization to provide broader indemnification rights than are permitted the Organization to provide prior to such amendment), each person who was or is made a party to or is otherwise involved in (as a witness or otherwise) and threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether or not by or in the right of the Organization or otherwise (hereinafter, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the heir, executor, or administrator is or was a director or officer of the Organization or is or was serving at the request of the Organization as a director, officer or trustee of another corporation or of a partnership, joint venture, trust or other enterprise (including without limitation service with respect to employee benefit plans), or where the basis of such proceeding is any alleged action or failure to take any action by such person while acting in an official capacity as a director or officer of the Organization, or in any other capacity or officer of the Organization, or in any other capacity on behalf of the Organization while such person is or was serving as a director or officer of the Organization, against all expenses, liability and loss, including but not limited to attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement (whether with or without court approval), actually and reasonably incurred or paid by such person in connection therewith. Notwithstanding the foregoing, except as provided in Section 8.3 below, the

Organization shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (of part thereof) was authorized by the Board of Directors of the Organization.

- (b) Subject to the limitation set forth above concerning proceedings initiated by the person seeking indemnification, the right to indemnification conferred in this Section 8.2 shall be a contract right shall include the right to be paid by the Organization the expenses incurred in defending any such proceeding (or part thereof) or in enforcing his or her rights under this Section 8.2 in advance of the final disposition thereof promptly after receipt by the Organization of a request therefore stating in reasonable detail the expenses incurred; provided, however, that to the extent required by law, the payment of such expenses incurred by a director or officer of the Organization in advance of the final disposition of a proceeding shall be made only upon the receipt of an undertaking, by or on behalf of such person, to repay all amounts so advanced if and to the extent it shall ultimately be determined by a court that he or she is not entitled to be indemnified by the Organization under this Section 8.2 or otherwise.
 - (c) The right to indemnification and the advancement of expenses provided herein shall continue as to a person who has ceased to be a director or officer of the Organization or to serve in any of the other capacities described herein, and shall inure to the benefit of the heirs, executors and administrators of such person.
- 8.3. Payment of Indemnification. If a claim for indemnification under Section 8.2 hereof is not paid in full by the Organization within thirty (30) days after a written claim therefore has been received by the Organization, the claimant may, at any time thereafter, bring suit against the Organization to recover the unpaid amount of the claim and, if successful in whole or in part on the merits or otherwise in establishing his or her right to indemnification or to the advancement of expenses, the claimant shall be entitled to be paid also the expense of prosecuting such claim.
- 8.4. Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of a final disposition conferred in Section 8.2 and the right to payment of expenses conferred in Section 8.3 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses hereunder may be entitled under any bylaw, agreement, vote of members, vote of directors or otherwise, both as to actions in his or her official capacity and as to actions in any other capacity while holding that office, the Organization having the express authority to enter into such agreements or arrangements as the Board of Directors deems appropriate for the indemnification of and advancement of expenses to present or future directors and officers as well as employees, representatives or agents of the Organization in connection with their status with or services to or on behalf of the Organization or any other corporation, partnership, joint venture, trust or other enterprise, including any employee benefit plan, for which such person is serving at the request of the Organization.
- 8.5. Insurance. The Organization may purchase and maintain insurance on behalf of any person who is or was a director or officer or representative of the Organization, or is or was serving at the request of the Organization as a representative of another corporation, partnership, joint venture, trust for other enterprise, against any liability asserted against such person and uncured by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation has the power to indemnify such person against such liability under the laws of this or any other state.

- 8.6. Modification or Repeal. Neither the modification, amendment, alteration or repeal of this Article VIII of any of its provisions nor the adoption of any provision inconsistent with this article VIII or any of its provisions shall adversely affect the rights of any person to indemnification and advancement of expenses existing at the time of such modification, amendment, alteration or repeal or the adoption of such inconsistent provision.

ARTICLE IX GENERAL PROVISIONS

- 9.1 Purpose. The Organization is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa. C.S.A. 5101 et seq., and the purposes for which the Organization is organized and shall be operated are exclusively charitable, scientific and educational, within the meaning of §501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws. In furtherance of these purposes, but not in limitation thereof, the Organization may:
- (a) establish a membership consisting of civic-minded individuals, including city officials and representatives of business and economic development organizations and related entities to promote, preserve and extend the safety, image and economic development of the Oakland commercial area in Pittsburgh, Pennsylvania;
 - (b) solicit and receive contributions from whatever sources, whether unrestricted or for designated purposes, and hold the same for such designated purposes or subject to such condition as may be specified in the terms of the gift or grant;
 - (c) provide advisory recommendations, prepare proposed annual operating budgets and carry out administrative functions and generally discharge a government burden on behalf of the City of Pittsburgh in connection with the establishment and maintenance of a Business Improvement District in the Oakland commercial area;
 - (d) establish, sponsor, promote and/or conduct educational programs and promote public awareness concerning the Oakland commercial area generally, including the provision of written material and various education and promotional supplies; and
 - (e) otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code, and solely for such purposes and, without otherwise limiting its powers, exercise all rights and powers conferred by the laws of the Commonwealth of Pennsylvania upon nonprofit corporations in the course of which operation:
 - (i) no substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office;
 - (ii) the Organization shall not operate for the pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the Organization shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons except that the Organizations shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth herein; and
 - (iii) Notwithstanding any other provision set forth herein, the Organization shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section

501(a) of the Code, as an organization described in Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws or (b) by a corporation, contributions to which are deductible for federal income tax purposes under Section 1701(c)(2) of the Code, or corresponding provisions of any subsequent federal tax law.

- 9.2 Services and Improvements. Special assessment revenues shall be used solely for administrative services and improvements permitted by the Act and not essential governmental services provided by Pittsburgh City government. ***
- 9.3 Fiscal Year. The fiscal year of the Organization shall begin on the 1st day of January in each year.
- 9.4 Fund Raising. The entire Board of Directors, or a committee duly appointed thereby, shall be responsible for raising all funds, including the enforcement of the requirement that all members pay dues, required for the operation of the Organization. The Board of Directors, or any committee thereof, may assign fund-raising and fund-raising-related tasks and obligations to the Executive Director, from time to time.
- 9.5 Budget. An annual budget for the Organization shall be prepared by the Chairman, Treasurer and Executive Director and shall be submitted to the Executive Committee for review, possible revision and recommendation to the Board of Directors.
- 9.6 Oversight. The OBID will present to Council annually a budget as well as a list of proposed Board members to fill vacant OBID Board positions in October, before Council budget discussions. (Pursuant to City of Pittsburgh Resolution No. 628, Section 5, effective November 21, 2008.)
- 9.7 Sunset. The District shall terminate on the earlier of five years from March 2009, or by a dissolution proposed by the majority of voting members of the OBID Board. (Pursuant to City of Pittsburgh Resolution No. 628, Section 6, effective November 21, 2008.)
- 9.8 Amendment of Bylaws. These Bylaws may be amended or repealed, and new bylaws may be adopted, by the Board of Directors, regardless of whether the members have previously adopted or approved the bylaw being amended or repealed, except where the power to repeal, adopt or amend a bylaw on any subject is expressly committed to the members by the Nonprofit Corporation Law of 1988, as it may hereafter be amended, and subject always to the power of the members to change any action taken by the Board of Directors. Any change in the Bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change. Board of Directors will have at least 30 days to review any recommended changes prior to Board of Directors adoption.
- 9.9 Amendment of the Articles of Incorporation. The Articles of Incorporation may be amended or repealed, and new articles may be adopted by members.
- 9.10 City of Pittsburgh Resolution No. 628 as an Amendment to Resolution No. 86. Amending Resolution No. 86, effective November 21, 2008 entitled; Providing for the continued designation of an Oakland Business Improvement District for the area shown on Exhibit "A" at the behest of the Oakland Business Improvement District, a coalition of property owners, business leaders, retailers, and local government and institutional representatives as follows:
- (a) Continued Designation as the Oakland Business Improvement District. As authorized by an Act of (ORIGINAL OBID DOC READS: November 30, 1967, P.L. 658)

December 19, 1996, P.L. 1158, as amended, known as the “Business Improvement District Act” (the “Act”), the designation of the Oakland Business Improvement District (the “District”) as shown on the map attached as Exhibit “A” is hereby continued.

- (b) Except as provided for herein, owners of office and retail buildings, parking facilities and hotels located within the Oakland Business Improvement District area shall be subject to the special assessments authorized by the Act. (Pursuant to City of Pittsburgh Resolution No. 628, effective November 21, 2008):**

9.11 Amendment of City of Pittsburgh Resolution No. 628. Upon the approval of a majority of the voting members of the OBID Board of Directors, the OBID may present a proposal to City Council to amend any provision of Resolution No. 628, which was a Resolution amending Resolution No. 86. (Pursuant to City of Pittsburgh Resolution No. 628, Section 7, effective November 21, 2008.)

ARTICLE X LEVY OF SPECIAL ASSESSMENT

(Pursuant to City of Pittsburgh Resolution No. 628, effective November 21, 2008):**

- (a) General Assessment Information and requirements. Refer to most recent Pittsburgh City Council Resolution provided at OBID offices.