

Congress of Neighboring Communities (CONNECT)



BY-LAWS

Revised May 2019

Adopted at Executive Committee meeting

December 14, 2009

Revised

July 19, 2010

(post 2010 CONNECT Congress)

Revised

June 22, 2011

(post 2011 CONNECT Congress)

Revised

July 9, 2012

(post 2012 CONNECT Congress)

Revised

October 21, 2016

(post 2016 CONNECT Congress)

Revised

April 2017

(post 2017 CONNECT Congress)

I. Name

1. The name of the organization shall be Congress of Neighboring Communities (CONNECT).
2. The principal office of CONNECT shall be at 3803 Wesley W. Posvar Hall, Pittsburgh, Pennsylvania, 15260; or at such other site as the Executive Committee may determine from time to time.

Definitions

1. *Members* – A member constitutes a municipality that has decided to join CONNECT.
2. *Representatives* – A representative constitutes an individual duly appointed by a member.
3. *Participant* – A participant represents an organization that has been invited to join CONNECT, and may or may not have voting privileges.
4. *Official* – a duly authorized elected or appointed representative of a member municipality.
5. *Indemnatee* - each current or former director and current or former officer of CONNECT who was or is a party to, or is threatened to be made a party to, or is otherwise involved in (as a witness or otherwise), any Proceeding, by reason of the fact that such person is or was a director or officer of CONNECT or is or was serving in any capacity at the request or for the benefit of CONNECT as a director, officer, employee, agent, partner, or fiduciary of, or in any other capacity for, another corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise.
6. *Proceeding* - any threatened, pending or completed action, suit or proceeding (including without limitation, an action, suit or proceeding by or in the right of CONNECT), whether civil, criminal, administrative, investigative, or through arbitration.

II. Objectives

1. CONNECT coordinates the activities of the city of Pittsburgh and the municipalities that share its borders through:
 - a) advocating for and voicing the collective interests of the urban core 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.
2. To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects herein set forth, and to engage in any lawful act or duty for which a non-profit corporation may be formed under the laws of the State of Pennsylvania. To perform any charitable and/or educational function as appropriate to Internal Revenue Service's regulation 501(c)(3).

3. This organization is committed to a policy of fair representation that does not discriminate on the basis of race, physical handicap, sex, color, religion, sexual orientation, or age.

III. General Powers

1. The business and affairs of CONNECT shall be vested in the member municipalities who shall collectively comprise CONNECT.

IV. Membership of Congress

1. Membership in the Congress shall consist of the City of Pittsburgh and those municipalities determined to share a common border with the City, and those municipalities which have paid required membership dues to the organization. By January 31 of each year, each member shall appoint three representatives. Of the three representatives: Two shall be elected municipal officials currently in office; and one shall be an appointed municipal employee/official.
2. When appointing representatives to CONNECT, each member should be mindful of the degree to which the entire Congress body will represent the demographic diversity of the urban core community it serves.
3. Each member shall seek to maintain a full complement of active representatives to CONNECT.
4. New members who do not meet the requirement for Section IV(1) may be added by a simple majority vote at a Congress.

V. Committees

As per Resolution 11-04 adopted at the June 17, 2011 Congress, the Committees shall be replaced with policy working groups which may be created by the Executive Committee. Each policy working group will appoint a chair and be comprised of CONNECT representatives who volunteer to serve as a member of the working group.

VI. Policy Working Groups Committee Membership

1. Each policy working group will appoint a chair and be comprised of CONNECT representatives who volunteer to serve as a member 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, including:
 - i. the Port Authority of Allegheny County;
 - ii. ALCOSAN;
 - iii. PennDOT;
 - iv. the state Department of Environmental Protection;
 - v. 3 Rivers Wet Weather; or

- vi. any other relevant agency.
- 2. The Executive Committee will be comprised of one representative from each member municipality as per Resolution 10-05 adopted at the June 18, 2010 Congress.
 - a) The Executive Committee shall include the six or seven CONNECT officers specified in the Officers section of the By-Laws.
 - b) The Executive Committee is open to one additional voting member specified below:
 - i. Allegheny County government; and
 - c) If a representative of a member municipality is also an officer of CONNECT, that election shall not affect the member's participation on the Executive Committee.
 - d) The Executive Committee will also include the following non-voting members:
 - i. A representative from Pennsylvania's Department of Community and Economic Development;
 - ii. A representative from Pittsburgh City Council;
 - iii. A representative from Pittsburgh City Controller's office
 - iv. A representative from the Southwestern Pennsylvania Commission (SPC).

VII. Officers

- 1. CONNECT shall have officers, consisting of:
 - a) a Chair,
 - b) an Immediate Past Chair,
 - c) a Vice-Chair,
 - d) a Secretary/Treasurer,
 - e) a Municipal Manager Representative,
 - f) a Representative of the Office of the Allegheny County Executive

- 2. In the event that the officer positions do not include a representative from the City of Pittsburgh, an Ex-Officio position is to be created and filled by (1) the Mayor of the City of Pittsburgh or his designee.

- 2. Duties of Officers
 - a) The Chair shall:
 - 1. 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.
 - 2. Vote on all matters before the Executive Committee.
 - 3. Preside over each Congress, call and preside over meetings of the Executive Committee, and make appointments to ad hoc committees.
 - 4. Attend quarterly Officer meetings.

 - b) Immediate Past Chair shall:
 - 1. Consult and advise the officers and provide continuity during officer transition.

- c) The Vice-Chair shall:
 - 1. Have all of the powers and perform all of the duties of the Chair during the Chair's absence or inability to act.
 - 2. Have such other powers and perform such other duties as shall be prescribed from time to time by the Executive Committee or the Chair.
 - 3. Be responsible for calling the initial meetings of the policy working groups annually as soon after the beginning of the year as possible.
 - 4. Attend quarterly Officer meetings.

- d) The Secretary/Treasurer shall:
 - 1. Supervise the financial activities of CONNECT, subject to budgets, policies, procedures and controls established by the Executive Committee and, where applicable, approved by the Members.
 - 2. Report on the financial condition of CONNECT whenever the Executive Committee requires such information.
 - 3. Attend quarterly Officer meetings.
- e) Municipal Manager Representative shall:
 - 1. Attend quarterly Officer meetings
 - 2. Consult and advise with the Officers on matters of CONNECT business and operations.
- f) The Representative of the Office of the Allegheny County Executive shall:
 - 1. Attend quarterly Officer meetings
 - 2. Consult and advise with the Officers on matters of CONNECT business and operations
- g) When filled, the Ex-Oficio position for the Representative of the Office of the Mayor of the City of Pittsburgh shall:
 - 1. Attend quarterly Officer meetings
 - 2. Consult and advise with the Officers on matters of CONNECT business and operations

- 3. All officers will serve on the Executive Committee.
- 4. The Chair, Vice-Chair, Secretary/Treasurer, Manager Representative, Representative of the Mayor's Office of the City of Pittsburgh and the Representative of the Allegheny County Executive's Office shall be elected annually from the membership of the Congress.
- 5. Elected officials may be nominated and serve in positions of Chair, Vice Chair, Secretary/Treasurer, representative of the office of the Allegheny County Executive, representative of the Mayor's Office of the City of Pittsburgh; and appointed officials may be nominated and serve as Secretary/Treasurer, or be appointed to the Allegheny County Executive and Ex-Oficio Office of the Mayor of the City of Pittsburgh positions. A Municipal Manager from any member municipality may be nominated and serve as the Municipal Manager Representative.
- 6. Vacancies: If for any reason an officer is unable to continue serving, the Executive Committee shall appoint an interim officer to serve until the next Congress.

7. Resignation: Any position-holder may resign at any time by delivering notice, in any manner and by any means practicable, to the Chair, Vice-Chair, the Secretary, or by giving such notice at any meeting of the Executive Committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

VIII. Indemnification

1. *Indemnification of Directors and Officers.*
 - a. Each Indemnitee shall be indemnified and held harmless by CONNECT or all actions taken by such Indemnitee and for all failures to take action regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss including without limitation attorney's fees, judgments, fines, taxes, penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by the indemnitee in connection with any proceeding (as defined below). No indemnification pursuant to this section shall be made, however, in any case where the act of failure to act giving rise to the claim for indemnification is determined by a court to have constitutes willful misconduct or recklessness.
 - b. The right to indemnification provided in this Section shall include the right to have the expenses reasonably incurred by the Indemnitee in defending any Proceeding paid by CONNECT in advance of the final disposition of the Proceeding to the fullest extent permitted by Pennsylvania law; provided, however, that, in the event Pennsylvania law continues to require the payment of such expenses incurred by the Indemnitee in advance of the final disposition of a proceeding shall be made only upon delivery to CONNECT of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified under this Section or otherwise.
 - c. Indemnification pursuant to this Section shall continue as to an Indemnitee who has ceased to be a director or officer and shall inure to the benefit of such person's heirs, executors, and administrators.
2. *Indemnification of Employees and Other Persons.* CONNECT may, by action of its Executive Committee and to the extent provided in such action, indemnify employees and other persons as though they were Indemnitees. Directors and/or officers of entities which have merged into, or have been consolidated with, or have been liquidated into, CONNECT shall not be Indemnitees with respect to Proceeding involving any action or failure to act or such director or officer prior or the date of such merger, consolidation or liquidation, but such persons may be indemnified by the Executive Committee pursuant to the first sentence of this subsection (b).
3. *Insurance.* CONNECT may purchase and maintain insurance on behalf of any person who is or was a director or officer or representative of CONNECT, or is or was serving at the request of CONNECT as a representative 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 his/her status as such, whether or not CONNECT has the power to indemnify such person against such liability under the laws of this or any other state.

4. *Certain Expectations.* Notwithstanding anything in the foregoing to the contrary, CONNECT shall not be obligated to indemnify any person for any amounts paid in settlement of an action indemnified against by CONNECT, unless pursuant to prior written consent of CONNECT.
5. The provisions of this Article VIII relating to the limitation of directors liability, to indemnification and to the advancement of expenses shall constitute a contract between CONNECT and each of its directors and officers which may be modified as to any director or officer only with that person's consent or as specifically provided in this section.
 - a. Notwithstanding any other provision of these By-Laws relating to their amendment generally, any repeal or amendment of this Article VIII which is adverse to any director or officer shall apply to such director or officer only on a prospective basis, and shall not reduce any limitation on the personal liability of a director of CONNECT, or limit the rights of an Indemnitee to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment.
 - b. Notwithstanding any other provision of these By-Laws, no repeal or amendment of these By-Laws shall affect any or all of this Article so as to reduce the limitation of directors' liability or limit indemnification or the advancement of expenses in any other manner unless adopted by the unanimous vote of the Executive Committee entitled to cast not less than a majority of the votes that the Executive Committee are entitled to cast in election of directors; provided, however, that no such amendment shall have retroactive effect inconsistent with the preceding sentence.

IX. Meetings

1. Regular meetings comprising the full congress shall convene at least once per calendar year.
 - a) Issues that arise between sessions and require CONNECT's attention shall be handled by the Executive Committee.
2. Should a representative of the Congress from any municipality need to miss a meeting of the executive or standing committees, he or she may send another representative of the Congress from that municipality.
3. Executive Committee agendas shall be provided at least seven (7) days in advance.
4. Place of Meetings: All meetings shall be held at the principal office of CONNECT or at such other place designated by the staff or Executive Committee.

X. Voting

1. A majority of member municipalities shall constitute a quorum of the Congress.

2. A simple majority are those present and voting.
3. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
4. Each member has one vote in all meetings of the Congress, Executive Committee and policy working groups.
5. Each voting representative to the Executive Committee has one vote.

XI. Conflict of Interest

1. The purpose of this Article is to protect CONNECT's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or representative of the organization or might result in a possible excess benefit transaction.
2. Definitions:
 - a) Interested Person: Any officer or representative of CONNECT who has a direct or indirect financial interest, as defined below, is an interested person.
 - b) Financial Interest: A person has a financial interest if the person has, directly, or indirectly, through business, investment or family an ownership or investment interest in any entity with which CONNECT has a transaction or arrangement.
3. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Committee considering the proposed transaction or arrangement.
4. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Committee members shall decide if a conflict of interest exists.
5. Procedures for Addressing the Conflict of Interest:
 - a) An interested person may make a presentation to the Executive Committee, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b) The Chairperson shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c) After exercising due diligence, the Executive Committee shall determine whether CONNECT can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Committee shall determine by a majority vote of whether the transaction or arrangement is in the CONNECT's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

6. Violations of this Article:
 - a) 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.
 - b) 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.

XII. Administrative Provisions

1. Books and Records
 - a) CONNECT shall keep the following records at its principal office:
 - i. Current copies of its bylaws, as amended;
 - ii. Correct and adequate records of accounts and finances;
 - iii. A record of member representatives, including addresses, policy working groups, and any other positions held;
 - iv. Minutes of the proceedings of its Congress, and any minutes which may be maintained by policy working groups having any of the authority of CONNECT;
 - v. Such other records as may be necessary or advisable.
2. The fiscal year for CONNECT shall be January – December.

XIII. Amendments

1. These by-laws may be altered, amended, or repealed by a majority vote of members present at any Congress, 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 Congress.
2. These by-laws may also be altered, amended, or repealed by a two-thirds vote of the Executive Committee 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.

XIV. Restrictions of Operations

1. *No Private or Political Beneficiaries.* In keeping with the statement of purpose of CONNECT as set forth in its By-Laws, no part of the earnings or assets of CONNECT shall inure to the benefit of any private individual, and no substantial part of the activities of CONNECT or of any recipient of its funds shall be to carry on propaganda or otherwise to

attempt to influence legislation or to aid any political campaign on behalf of any candidate for public office.

2. *No Violation of Purposes.* The Executive Committee may not, under any circumstances, make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under, applicable federal laws then in force, will cause CONNECT to lose its status as an organization to which contributions are deductible in computing the net taxable income of the contributor for purposes of federal income taxation.

XV. Dissolution

1. Dissolution Vote.
 - a) *By the Members.* CONNECT may be dissolved by the vote of two-thirds (2/3) of all Members.
 - b) *By the Executive Committee.* The Executive Committee, following two consecutive, properly called, Regular Meetings of the Members at which a quorum was not present, may, by a vote of two thirds (2/3) of the Members of the Executive Committee present, dissolve CONNECT.
2. Assets
 - a) Subject to applicable law, in the event CONNECT is dissolved and liquidated, the Executive Committee, with approval of the Members (which approval shall not be required if the dissolution is by the Executive Committee pursuant to 15.1(b) above), after making provision for payment of all liabilities of CONNECT, shall have the power to distribute the remaining property and assets to the Members by formula and process approved by the Executive Committee and the Members (which approval shall not be required if the dissolution is by the Executive Committee pursuant to Section 15.1(b) above).
 - b) In the alternative or in addition to distribution to Members, the Executive Committee may, in its discretion, distribute some or all of the such assets to CONNECT's funding sources that are exempt from net income taxation under 501(c)(3) of the Code. Such a distribution shall be in proportionate parts, based on a five-year average of the amount of funds received from such sources. No funds or assets may be distributed to individuals or to entities that are not tax-exempt as stated.