

BYLAWS

SPRINGDALE TEAM OF ACTIVE RESIDENTS

These Bylaws were adopted – March 8, 2011

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BY-LAWS

ARTICLE I NAME AND ADDRESS

Section 1.1 Name and Address

The name of this organization is Springdale Team of Active Residents . Its registered office is located at 325 School Street, Springdale, Pa, County of Allegheny, Pennsylvania 15144.

ARTICLE II PURPOSE

Section 2.1 Purpose

The Corporation shall be organized exclusively for charitable and educational purposes including, without limitation is to govern holistically the Springdale Boro area, through collaboration with entities that could provide skills, knowledge and creativity for the enhancement of the community.

Notwithstanding any other provision herein, the purposes of this Corporation are limited to such purposes as are permitted under Section 501(c)3 of the Internal Revenue Code of 1986.

No part of the net earnings of the Corporation shall inure to the benefit of any individual and no Director, Officer or employee of the Corporation shall receive any pecuniary benefits affecting the corporate purposes. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization organized and operated exclusively for charitable, educational, religious or scientific purpose as at that time shall qualify as an exempt organization under section 501(c)3 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as said Corrupt shall determine which are organized and operated exclusively for such purposes.

Notwithstanding any other provision of these By-laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law.)

ARTICLE III MEMBERSHIP

Section 3.1 Membership

The Corporation is not a membership organization. The Directors shall be responsible for the operation of the Corporation.

ARTICLE IV TERRITORY

Section 4.1 Territory

The Corporation shall have as its geographical area of interest the North, South, East and West sections of the Springdale area, County of Allegheny, Commonwealth of Pennsylvania.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 Number and Qualification

The affairs of the Corporation shall be governed by a Board of Directors composed of not less than five (5) persons. The officers of the Corporation shall serve on the Board of Directors. All elections shall be managed and controlled by its Board of Directors. The first Board of Directors shall be elected by the incorporator of the Corporation named in the Articles of Incorporation.

Section 5.2 Governing Powers

The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation and to perform all acts and functions not inconsistent with the law, or any applicable government regulation, the Articles of Incorporation or these By-laws.

Section 5.3 Annual Meetings

The Board of Directors shall hold annual meetings of the Corporation on the second week in March at the offices of the Corporation ,

local time, or at such other date, time and place as the Board of Directors may determine from time to time. At such annual meeting the officers shall be elected or the ensuing year, the annual report shall be presented, and the Board of Directors shall consider such other business as may be brought before it.

Section 5.4 Election and Term of Office

Directors shall be elected by a majority vote of the Board at its annual meeting from nominees submitted by the Board. Each Director shall be elected to serve for a one-year term or until his/her successor is duly elected and qualified, unless the Director earlier dies, resigns or is removed. Each director may be eligible for re-election.

Section 5.5 Vacancies

Vacancies in the Board of Directors caused by any reason, including removal of a Director, shall be filled by appointment by the Board of Directors. Each person so appointed shall be a Director until a successor is elected.

Section 5.6 Removal of Directors

Any Director may be removed from office by affirmative vote of seventy-five 75% of Directors present at any official meeting with just cause.

Section 5.7 Compensation

No compensation shall be paid to Directors for their services as Directors. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties.

Section 5.8 Resignation

Any Director may resign at any time by giving written notice to the President of the Board and such resignation shall become effective upon the date specified therein.

Section 5.9 Regular Meetings

Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors.

Section 5.10 Special Meetings

Special meetings of the Board of Directors may be called by the President by mail, telephone, e-mail or fax, which notice shall state the time, place and purpose of the meetings. Special meetings of the Board of Directors shall be called by the President or Secretary on the written request of at least three (3) of the Directors. No business other than that, which is designated by the notice of the meeting, shall be conducted at any special meeting.

Section 5.11 Waiver of Notice

Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the receipt of such notice. Attendance by a Director at any meeting of the Board without objection as the notice shall be a waiver of notice by him/her of the time and place thereof. If all the Directors are present at any meeting of the Board and no objection is made as to notice, no notice shall be required and any business may be transacted at such meeting.

Section 5.12 Quorum

At all meetings of the Board of Directors, majority of the Directors in office shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors then in office shall be the acts of the Board of Directors, except where a larger number is required by law, the Articles of Incorporation or these By-laws. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice, if a quorum is present.

Section 5:13 Absenteeism

Any Director not in attendance at three (3) consecutive regular meetings of the Board of Directors without a satisfactory excuse may be subject to removal from the Board of Directors.

Section 5.14 Action by Consent

Any lawful action of the Board of Directors may be taken without a meeting if written consent to such action is signed by all the Directors and filed with the minutes of the Board.

Section 5.15 Executive Committee

The Board of Directors may appoint from among its members an Executive Committee of not less than three (3) no more than five (5) members, one of whom shall be the President, and shall designate one or more of its members as alternates to serve as a member or members of the Executive Committee in the absence of a regular member or members. The Executive Committee shall possess and exercise all powers of the Board of Directors during the intervals between meetings.

Section 5.16 Other Committees

The Board of Directors may appoint from among its members such other standing or temporary committee as it shall determine from time to time to be necessary or convenient to the management of the Corporation. Such committees shall have such powers as may from time to time be granted by resolution of the Board of Directors. The Board of Directors shall have the following standing committees: Executive and Nominating.

ARTICLE VI OFFICERS

Section 6.1 Designation

The principal officers of the Corporation shall be a President, Vice President, a Secretary and a Treasurer. All of the principal officers of the Corporation shall be elected by and from the membership. The Directors may appoint such other officers as in their judgment may be necessary. No officer may be a full-time paid public official, either elected or appointed.

Section 6.2 Election of Officers

The officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting and, unless sooner removed by the Board, the officers shall service for a term of one (1) year and until their successors are elected and shall qualify. Any vacancies occurring in the officers shall be filled by the Board of Directors from time to time. The Board of Directors shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers. To the extent an Officer is elected to fill a vacant office where the term of the office had not yet expired, if a period of time equal to or greater than six (6) months remains in the term, the newly elected officer shall be deemed to have been elected for a full term. If a period of less than six (6) months remains in the term, the time shall not be considered a full term for purposes of re-election.

Section 6.3 Resignation and Removal

Any Officer may resign at any time by giving written notice to the President of the Board and such resignation shall become effective upon the date specified therein. Upon an affirmative vote of 75% of the membership, any Officer may be removed, with just cause, and his or her successor elected at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

Section 6.4 President

The President shall preside at all Board meetings, and/or special meetings. The President is charged with the management of the organization. It is also the duty of the President to uphold the bylaws and Article of Incorporation of this organization. He/She shall have all the general powers including the power to appoint such committees from time to time as he/she in his/her discretion may deem appropriate to assist in the conduct of the affairs of the Corporation. The President shall make annual reports showing the condition of the affairs of the Corporation and make such recommendations as he/she thinks proper and submit the same to the Board of Directors at the annual meeting of the Board. He/She shall, from time to time, bring before the Board of Directors such information concerning the business and property of the Corporation as may be required.

Section 6.5 Vice President

In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Vice President shall also perform such other duties as shall be prescribed by the Board of Directors.

Section 6.6 Secretary

The Secretary shall keep all books (with the exception of the books held by the Treasurer), papers and records of transaction of all board meetings. These fore mentioned documents are to be kept in a secure place mutually agreed upon by the officers of the Corporation. The Secretary shall be responsible for the timely mailing or delivery of all notices of meetings of the Board of Directors, shall affix the corporate seal at the direction of the President and, generally, will perform all duties incident to the office of secretary of a corporation and such of his/ her duties assigned from time to time by Board of Directors.

Section 6.7 Treasurer

The Treasurer shall have custody of the corporate funds and securities, and shall keep full and accurate account of all receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/She shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render an account of all his/her transactions as Treasurer and of the financial condition of the Corporation whenever called upon to do so. Subject to an audit at anytime deemed necessary.

ARTICLE VII LIABILITY OF DIRECTORS AND OFFICERS

Section 7.1 Liability of Directors

Except for responsibility or liability of a Director pursuant to any criminal statute or for payment of taxes pursuant to local, state or Federal law, a Director of the Corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action unless (a) such Director has breached or failed to perform his/her fiduciary duties as provided in Section 6.2 hereof and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 7.2 Director's Fiduciary Duties

A Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his duties as a Director (including as a member of any committee of the Board) in accordance with the standards set forth in Section 511 (a) of the Association Code, 15Pa. C.S.A. §511(a), as the same may be amended from time to time. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interest of the Corporation.

Section 7.3 Liability of Directors and Officers

As provided in 42 Pa. C.S.A. §8332.2, no Director or Officer of the Corporation who serves without compensation, other than reimbursement for actual expenses, shall be liable for any civil damages as a result of any acts or omissions relating solely to the performance of his duties as a Director or Officer, unless (a) the conduct of such Director or Officer fails substantially below the standards generally practiced and accepted in like and (b) it is shown that the Director or Officer did an act or omitted doing an act which he/she was under a recognized duty to another to do knowing or having reason to know that the act or omission created a substantial risk of actual harm to the person or property of another.

ARTICLE VIII INDEMNIFICATION

Section 8.1 Right to Indemnification

Representatives of the Corporation shall be entitled to indemnification as provided in the Nonprofit Corporation Law of 1988, Pa. C.S.A. §§5741-5748. In the event a representative was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, because he or she is or was a representative or because he or she is or was serving as a representative of another corporation, partnership, joint venture trust,

employee benefit plan or other enterprise, the Corporation (a) shall indemnify a representative who has been successful on the merits or otherwise in defense of any such action, suit or proceeding or in defense of any claim, issue or matter therein, against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith; (b) may indemnify a representative against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her even if he or she had not been successful on the merits in other than a derivative suit, if he/she acted in good faith and in a manner he/she reasonably believed to be or not opposed to the best interests of the Corporation (and, in the case of a criminal proceeding, had no reason to believe his conduct was unlawful); and (c) may indemnify a representative for expenses (including attorneys' fees) actually and reasonably incurred by him or her in a suit or in the right of the Corporation (derivative suit) even if he or she is unsuccessful on the merits, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation and is not adjudged to be liable for willful misconduct or recklessness in the performance of his/her duty to the Corporation.

Section 8.2 Required Determinations

Any indemnification under Section 7.1 (unless ordered by a Court) shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification of the representative is proper in the conduct set forth in Section 7.1 Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suite or proceeding, or even if obtainable if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 8.3 Advances for Expenses

Expenses incurred by or imposed upon a representative in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article.

Section 8.4 Non Exclusivity and Non Duplication

The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any other By-law, agreement, vote of members and disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Notwithstanding any other provision set fourth in this Article, the indemnification authorized and provided hereby shall be

applicable only to the extent that such indemnification shall not duplicate indemnity or reimbursement which such person has received or shall receive otherwise than under this Article.

Section 8.5 Preservation of Rights

No amendment or repeal of this Article shall adversely affect any right or protection extended to a representative hereunder for an act or failure to act occurring prior to the time of such amendment or repeal. Each representative shall be deemed to act in such capacity in reliance upon the rights of indemnification and advancement of expenses hereunder. The rights to indemnification and advancement of expenses hereunder shall continue as to a person who has ceased to be a representative and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 8.6 Insurance or Other Funding

The Corporation may create a fund of any nature which may, but need not be, under the control of a trustee or otherwise secured or may insure in any manner its indemnification obligations, whether arising hereunder or any manner its indemnification obligations, whether arising hereunder or otherwise. The Corporation may purchase and maintain insurance on behalf of any person who is or was representative of the Corporation or is or was serving at the request of the Corporation as a representative of trust or other enterprise against any liability asserted against him or her and incurred by or imposed upon him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or otherwise, upon such terms and conditions as the Corporation may deem requisite including a requirement that any such person must contribute a portion or all of the cost of maintaining such insurance.

ARTICLE IX AMENDMENTS

Section 9.1 Amendments

Except as otherwise required by law and as provided herein, these By-laws may be amended at any regular meeting of the Board of Directors and at any special meeting of the Board of Directors called for that purpose, provided that written notice of the proposed amendments shall have been given at least ten (10) day prior to such meeting. All amendments to the Articles and to the By-laws shall require the vote of a majority of the Directors then in office. Notwithstanding any provisions contained herein to the contrary, no amendments of the By-laws shall be effective which shall be inconsistent with the Articles of Incorporation.

ARTICLE X MISCELLANEOUS

Section 10.1 Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year, except that the first fiscal year of the Corporation shall begin at the date of incorporation.

Section 10.2 Annual Report

The President and Treasurer shall present an annual report to the Board of Directors at its annual meeting showing in appropriate detail the assets and liabilities of the Corporation at the end of the immediately preceding fiscal year, principal changes in such assets and liabilities during such fiscal year, and revenues and disbursements of the Corporation during such fiscal year both unrestricted and restricted to particular purposes and including separate data with respect to each trust fund held by or for the Corporation.

Section 10.3 Books and Accounts

Books and accounts of the Corporation shall be kept under the direction of the Treasurer of the Corporation.

Section 10.4 Execution of Corporate Documents

With the prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the Corporation by either the President or Vice President and attested to by the Secretary, Treasurer and all checks executed on behalf of the Corporation shall be executed by any two or more officers.

Section 10.5 Fidelity Bonds

The Board of Directors may require that all officers and employees of the Corporation having custody or control of corporate funds furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Corporation.

Section 10.6 "Roberts Rules of Order, Revised"

Roberts Rules of Order shall apply in all matters not prescribed by the By-laws or the Non-Profit Corporation Law of the Commonwealth.

Section 10.7 Dissolution of the Corporation

If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, as determined by the Board of Directors to (i) one or more governmental units to be used for public purposes or (ii) to one or more other organizations that are organized and operated for purpose substantially the same as those of the Corporation and that are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code.

ARTICLE XI CONFLICT OF INTEREST

Section 11.1 Purpose

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.