



McKnight Village Civic Association, Inc.

P O BOX 15372 PITTSBURGH PA 15237



BY-LAWS

OF

McKNIGHT VILLAGE CIVIC ASSOCIATION

McKnight Village Civic Association was incorporated under the name on the fifth day of April, 1950, pursuant to the Non-profit Corporation Law of the Commonwealth of Pennsylvania, being the Act of Assembly of May 5, 1933, P.L. 289, in proceedings in the Court of Common Pleas of Allegheny County at No. 3222 April Term, 1950, the Charter being recorded in the Recorder's Office of Allegheny County, Pennsylvania, in Charter Book, Vol. 73, page 58.

ARTICLE I

COMMUNITY BOUNDARIES

Whenever the phrase "property in McKnight Village" is used in these By-Laws, it shall be construed to mean that geographical area in the Township of Ross, County of Allegheny, Commonwealth of Pennsylvania, access to which is gained by Braunschweig Drive from McKnight Road and by Park Place from the old Sabcock Boulevard, or such area as shall be specifically defined from time to time hereafter by Resolution of the Board of Directors of this Association.

ARTICLE II

REGISTERED OFFICE

Section 1. The registered office of the corporation shall be P.O. Box 15372, Ross Township, County of Allegheny, Zip Code 15237. (Amended September 11, 1962)
(Amended June 5, 1975)
(Amended November 3, 1986)

Section 2. The Corporation shall keep records of the proceedings, of the members, and of the Directors. A Membership Register, giving the names of the members in alphabetical order, and an appropriate and complete record of its' finances shall also be kept.

ARTICLE III
MEMBERSHIP

Section 1. Owners (of voting age) of property in McKnight Village (residing therein) shall be eligible for Active or Honorary Membership, as such terms are hereinafter defined. (Amended September 22, 1970)

Section 2. Names of prospective Active and Regular Members shall be referred to the Membership Committee (reports to the Board of Directors) which shall decide upon the admission of new members into the Association, and when it has elected a new member shall furnish the name of the new member to the Secretary.

Section 3. Membership in the Association shall be of three classes: Active, Honorary, and Regular, as hereinafter defined. (Amended September 22, 1970)

Section 4. Residents of McKnight Village of voting age who are not property owners in McKnight Village shall be eligible for and only for Regular membership in the Association.

Section 5. Residents of McKnight Village of voting age who are property owners in McKnight Village who shall contribute the sum of Thirty Dollars (\$30.00) and hereafter shall be eligible to be elected to Active Membership. The above mentioned sum may be changed from time to time by resolution of the Board of Directors. Active Members shall keep their dues current on an annual basis. (Amended November 6, 1986)

Section 6. Such persons who have been Active Members for a period of at least fifteen (15) years prior to having attained the age of sixty-five (65) shall upon application become Honorary Members as of January 1 of the year immediately following the year in which such Active Member attains the age of sixty-five (65). Honorary Members shall have all the rights and duties of Active Members except that Honorary Members shall not be required to pay dues. (Amended September 22, 1970)

Section 7. (Active Membership Certificate)

A.) Active Membership in the Association shall be evidenced by a Membership Certificate in the following form:

TRANSFERABLE ACTIVE MEMBERSHIP CERTIFICATE
in the
McKNIGHT VILLAGE CIVIC ASSOCIATION
Incorporated Under the Laws of Pa.

No. _____

THIS CERTIFIES THAT _____
is the owner of one transferable Active Membership Certificate
in the McKNIGHT VILLAGE CIVIC ASSOCIATION, and as such is
entitled to one share in the real estate and all other property
and assets of the Association, subject to the By-Laws of said
Association, and has been admitted as an Active Member in said
Association under the conditions covering said class of
membership, as set forth in the By-Laws thereof.

This certificate may be sold and transferred in the manner
provided in the By-Laws to such person as may be elected to
Active Membership in the Association.

By accepting this certificate, the owner hereof agrees to
abide and be bound by the By-Laws of the Association and all
subsequent amendments and additions thereto and alterations
thereof.

WITNESS the Seal of said Association and the signatures
of its President and Secretary this _____ day of _____,
19____.

McKNIGHT VILLAGE CIVIC ASSOCIATION

By _____
President

ATTEST:

By _____
Secretary

B.) There may be one and only one Active Membership Certificate issued to or owned by an individual. There may be one and only one Active Membership Certificate issued for each property in McKnight Village. Provided, nevertheless, that an Active Membership Certificate may be issued in the names of a husband and a wife.

C.) The Active Membership Certificate of an Active Member shall be cancelled upon the books of this Association and thereafter be void and of no effect if such member ceases to own property in McKnight Village, or if such member fails to pay his annual dues. (Amended June 3, 1968)

D.) Should an Active Member's membership certificate be cancelled as a result of his ceasing to own property in McKnight Village, such cancelled membership certificate may be reissued at no cost to the person purchasing such Member's property; provided, however, that in no event shall an Active Member's membership certificate be cancelled by any reason of such Member moving from one location in McKnight Village to another location within McKnight Village. (Amended June 3, 1968)

E.) An owner of an Active Membership Certificate is entitled to One (1) share in the real estate, personal property and assets of the Association and One (1) share in the proceeds of any dissolution or liquidation of the Association.

F.) The Board of Directors, by an affirmative vote of two-thirds of all the members of said board, may suspend or expel from membership any Member, Active or Regular, for good cause shown after due notice and the holding of an appropriate hearing. Provided, however, that the Member so expelled or suspended may appeal such suspension or expulsion to the general membership at the next regular meeting thereof after giving ten days written notice of such intention to the Secretary. The Secretary upon receipt of such notice shall include same in the meeting notice to the general membership. A simple majority vote of the membership present at said meeting or present by proxy shall be sufficient to reinstate the expelled member's certificate. In the event that the expelled Member fails to exercise his right to appeal as hereinabove provided, or having appealed, fails to procure a reinstatement of his certificate, he shall sell and the Association shall buy his said certificate.

Section 8. All Active and Regular Members of the Association (their spouses and children) shall be entitled to the use of the Association's facilities, subject to the rules and regulations of the By-Laws, Board of Directors and Officers of this Association.

ARTICLE IV

DUES

Annual membership dues for all members, both Active and Regular, are due on February 1, and shall be Fifteen dollars (\$15.00) per year or such amount as may be assessed as annual dues, from time to time, by a vote of a majority of the Membership present in person or by proxy. (Amended January 10, 1973)
(Amended November 3, 1986)

A penalty fee of Three dollars (\$3.00) will be assessed for those members who pay annual dues to the Treasurer after March 15.

Dues are delinquent if not paid by May 1, at which time all privileges will be suspended until the annual dues are paid. If such dues are not paid prior to the expiration of a ten (10) day grace period, then his membership will be cancelled as provided in Article III, Section 6 D of the By-Laws.
(Amended January 12, 1967)

ARTICLE V

MEETINGS

Section 1. Membership Meetings

A. Regular meetings of the Membership, both Active and Regular, shall be held at such time and such place as is designated by resolution of the Board of Directors of this Association. Special meetings of the members may be called at any time by the President of the Board of Directors upon presentation to him of a petition signed by ten (10) Members requesting a special meeting, however, that no more than one such special meeting shall be held in any one calendar month. Written notice of such meetings shall be given at least five (5) days prior to such meetings. (Amended June 3, 1968)

B. The annual meeting of the Membership, both Active and Regular, shall be held at such place as shall be designated by resolution of the Board of Directors of this Association on the first Monday of February of each year at 8:30 p.m., when there shall be elected a Board of Directors and the Officers of this Association to serve for one year

and until their successors are elected and qualify, and there shall be transacted such other business as may be brought before the meeting.

C. In the case of a regular meeting or one that has been properly called, a quorum shall consist of those members entitled to vote who are present in person or by proxy, provided however; in the election of Directors to be elected by the Active Membership voting as a class, a quorum shall consist of 35% of the Active Membership who are present in person or by proxy, who shall vote as a class one vote for each Active Membership Certificate.

Section 2. Board of Directors' Meetings

A. Meetings of the Board of Directors shall be held at such times and at such places as the President, in his discretion, shall elect, or, upon request of at least two (2) members of the said Board of Directors, and proper notice of the time and the place of such meeting shall be given to each Board Member, provided however, that the Board of Directors shall meet at least six (6) times during each full term of office.

B. Five (5) members of the Board of Directors shall constitute a quorum.

ARTICLE VI

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors who shall be Members of the Corporation and who shall be elected by the members at the General Membership Meeting. Nominations shall be made by the Nominating Committee except that, in addition, nominations may be received from the floor, provided, that only three (3) of the nine (9) Directors to be elected may be Regular members and, provided also, that a candidate so nominated is present and agrees to accept the position for which he is nominated, if elected. (Amended November 3, 1986)

Section 2. Number and Term of Office

The business and property of the Corporation shall be managed and controlled by a Board of at least seven (7) but not more than nine (9) Directors, a maximum of two (2) of which may be Regular members, who shall be elected by plurality vote of the members at the annual membership meeting. If there are more nominees than there are vacancies to be filled, the vote shall be by secret ballot. These Directors, so elected, shall serve for a term of three (3) years. (Amended November 3, 1986)

Section 3. Election of Officers

The Officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors.

The Officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. The Board of Directors may also elect, or appoint, such other Officers as it shall deem desirable. Any two or more offices may be held by the same person except the office of President and Secretary.

Any Director who has served a full term, or an unexpired partial term, will not be eligible for reappointment to the Board until after a lapse of one (1) year.

Section 4. Removal

Any Officer elected, or appointed, by the Board of Directors may be removed by the Board of Directors whenever, in its judgement, the best interests of the Corporation would be served thereby.

Section 5. Vacancies

In case of any vacancy on the Board of Directors, the remaining Directors, by an affirmative vote of a majority thereof, may elect a successor to hold office until the next Annual Meeting, at which time the Members shall elect a Director for the unexpired term of the office so vacated; provided, nevertheless, notwithstanding anything herein to the contrary, that at all times six (6) of the Directors shall be Active members of the Association.

Section 6. Compensation

Directors shall not receive any compensation for their services as Directors, and shall not otherwise be gainfully employed by the Corporation, but by resolution of the Board of Directors, may be reimbursed for any necessary expenses.

Section 7. Indemnification of Directors and Officers

The Corporation shall indemnify every Director or Officer, or former Director or Officer, against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding in which such person is made a party by reason of being or having been a Director or Officer, except in relation to matters as to which any such Director or Officer or former Director or Officer shall be adjudged, in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders, or otherwise.

ARTICLE VII

DUTIES OF THE OFFICERS

Section 1. Duties

A. The President shall preside at all meetings of the Association and Board of Directors. He shall be the active head of the Association and shall exercise general supervision over the affairs of the Association and shall see to the enforcement of the By-Laws. .

B. The Vice President shall, in the absence of the President, perform all duties of the office of the President. In addition, he shall be the Recreation Area Director and he shall have such other powers and duties as the Board of Directors delegate to him. (Amended November 3, 1986)

C. The Secretary shall record the minutes of all meetings of the Association and Board of Directors, shall advise the membership of all regular and special meetings as may be called, and shall conduct the correspondence of the Association.

D. The Treasurer shall receive all funds of the Association. All funds shall be deposited in such bank or banks as approved by the Board of Directors. All disbursements shall be made by check upon authorization of the Board of Directors. Vouchers for such disbursements shall be approved by the Committee Chairman in charge for the particular activity. All checks shall be signed by the Treasurer and one other Officer of the Association.

The Treasurer shall keep and preserve proper records of account in a manner prescribed by the Board of Directors, which records shall be subject to audit. He shall present a current financial report at the regular meetings of the Association and such special reports as may be requested by the President or the Board of Directors. At the close of each fiscal year, he shall submit in written form complete statements of receipts and disbursements, which shall be reviewed and attested to by the Board of Directors and made available to the Membership at the Annual Meeting of the Association.

ARTICLE VIII

LIMITATIONS UPON THE POWERS OF THE OFFICERS
DIRECTORS, AND REGULAR MEMBERS

The Officers of the Association, the Board of Directors, and the Regular Members may not do or authorize the doing of

any of the following things unless and until a Resolution authorizing the same shall have been approved by a majority of the Active Membership of this Association voting as a class who are present in person or by proxy at a regular or special meeting duly convened upon proper notice of this purpose:

1. Amend the By-Laws of this Association that provide for Active Membership and define the rights, duties and obligations of said class of membership.

2. Borrow money.

3. Purchase or otherwise acquire, except by gift, or improve personal property, except such improvements to real or personal property or such items of personal property as shall be necessary in carrying on the business of the Association in ordinary course, and in no event if the cost of such item shall exceed Five hundred dollars (\$500.00).

4. Commence any suit or action in law or equity, except those necessary to prevent immediate and irreparable injury to the property of the Association.

5. Enter into any obligations except such as shall be in the ordinary course of business of the Association, and in no event if the amount of such obligation shall exceed Five hundred dollars (\$500.00).

A Resolution of the Members authorizing any of the above need not specify the particular sum to be borrowed, rates of interest or times of maturity of loans, items of property to be acquired or disposed of or at what price, or the amount of or consideration for the obligation to be entered into, but such matters may be agreed upon and authorized by the Board of Directors.

For the purpose of this By-Law, the ordinary course of business of the Association shall consist in holding meetings of members, considering and taking action on matters of interest to the community, improving, supervising and operating the Recreation Area, and conducting social functions for the members.

ARTICLE IX
COMMITTEES

Section 1. Standing Committees shall be:

Membership	Recreation Area
Municipal & Civic Improvement	Ways & Means
Social	

The Chairman of all Standing Committees shall be appointed by the President and shall serve at the will of the President. The Chairman of each Standing Committee shall appoint the members thereof to serve at the will of the Chairman.

(Amended November 3, 1986)

Section 2. The President may appoint such Special Committees as he deems necessary.

Section 3.

A. The President, with the approval of the Board of Directors, shall appoint a Nominating Committee at least five weeks prior to the Annual Meeting. The Nominating Committee shall attempt to propose two candidates for each Directorship to be filled at the Annual Meeting.

(Amended June 3, 1968)

(Amended November 3, 1986)

B. A list of the proposed candidates shall be mailed, by the Secretary, to the Membership at least ten days prior to the Annual Meeting.

Section 4. The President, with the approval of the Board of Directors, shall appoint an Auditing Committee as he deems necessary. Said committee shall be composed of three members at least six weeks prior to the Annual Meeting and shall report at that meeting. (Amended November 3, 1986)

ARTICLE X

Robert Rules of Order, Revised, shall govern in all cases except those which conflict with these By-Laws.

ARTICLE XI

Amendments to these By-Laws may be proposed either by a majority vote of the members present at any meeting of the members or by the Board of Directors. A copy of the proposed Amendment, together with a copy of the By-Law proposed to be amended, shall be made available to the Members of record by the President. Notice of such action shall be mailed to the Members of record at least ten (10) days in advance of the next meeting of the Members. If adopted by two-thirds vot of the members present and voting at such next meeting, such Amendment shall be effective forthwith, or at such later date as the Resolution for the adoption thereof shall provide; provided, nevertheless, that no Amendment of the By-Laws may be made that provides for Active Membership in this Association and defines the rights, duties and obligations of said Active Membership unless and until a Resolution authorizing said Amendment shall have been approved by two-thirds of the Active Membership of this Association voting in a class who are present in person or by proxy at a regular or special meeting duly convened upon not less than ten (10) days

McKnight Village Civic Association

Officers Duties

- President -
1. Preside over regularly scheduled board meetings.
 2. Coordinate functions of other board members, committees.
 3. Act as official liaison to other associations, outside groups.
 4. Coordinate the issuing of a regular newsletter outlining MVCA activities.

- Vice-President - Rec Director
1. Coordinate maintenance and upkeep of MVCA Rec Area.
 2. Coordinate scheduling of functions at the Rec.
 3. Preside over regularly scheduled board meetings in the absence of the President.

- Treasurer -
1. Maintain financial records of all MVCA activities, functions.
 2. Issue checks (money) to cover MVCA operating expenses.
 3. Prepare annual financial statement

- Secretary -
1. Document minutes of all MVCA meetings.
 2. Assist President in correspondence to other associations, outside groups.
 3. Assist President in issuing of newsletter.

Committee Chairpersons Duties

- Sports -
1. Act as official liaison to outside sports groups.
(Note: Relative to Berkeley Hills A.A. - director will be a full working member of BHAA Board of Directors with full voting rights.)
 2. Coordinate scheduling of sports activities at the Rec and/or with other associations, groups.

- Membership -
1. Coordinate, along with Treasurer, and maintain accurate records pertaining to status of all MVCA members - dues paying, honorar
 2. Coordinate issuing of MVCA directc and certificates to all new membe
 3. Coordinate welcoming action / funct

Civic -

1. Coordinate activities of Crime Watch.
2. Coordinate attendance at Ross Townsh commissioners meetings, planning meeting and zoning meetings.
3. Assist President in correspondence to township, other civic officials.

Social -

1. Coordinate regular social functions of the MVCA (Family Picnic, Pizza Picnic or other Fall activity, Village Dinner, etc.)
2. Attempt to expand Village social interaction by introducing new social functions as appropriate.

Ways and Means -

1. Coordinate fund raising activities to support MVCA.
2. Assist Rec Director in maintenance activities for the Rec Area.