

**ACTION OF THE BOARD OF DIRECTORS OF
HackPGH**

WHEREAS, HackPGH (the "Corporation") was incorporated as a Pennsylvania nonprofit corporation on July 6, 2017; and

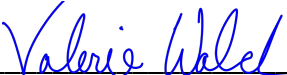
WHEREAS, this is the organizational meeting of the Corporation duly called and held and;

NOW, THEREFORE, the Board of Directors of the Corporation do hereby adopt the following resolutions and direct that these resolutions be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

BYLAWS

RESOLVED, that the Bylaws prepared by legal counsel for the Corporation have been reviewed by the Board of Directors and are approved to be sent to the organization members subject to any amendments made during the meeting, as the Bylaws of the Corporation and to be signed by the Secretary. It is noted that per the current bylaws only board approval is needed to amend the bylaws, however, given the involvement and inclusion of the input and votes of the membership in recent years, the Board is submitting the bylaws for membership approval.

Adopted this 14th day of May, 2024:



Valerie Walch, Secretary

**ACTION OF THE MEMBERS OF
HACKPGH**

WHEREAS, HackPGH (the "Corporation") was incorporated as a Pennsylvania nonprofit corporation on July 6, 2017; and


WHEREAS, this is the organizational meeting of the Corporation duly called and held and;

NOW, THEREFORE, the Members of the Corporation does hereby adopt the following resolution and direct that the resolution be filed with the minutes of the proceedings of the Officers of the Corporation:

BYLAWS

RESOLVED, that the revised bylaws prepared by legal counsel for the Corporation be submitted for review to the Members and are adopted as the Bylaws of the Corporation, replacing any previously approved bylaws adopted before this date of this Resolution. The Members acknowledge and understand that the Board has submitted the bylaws to the members voluntarily due to their value and involvement in the organization and that the current bylaws only require a vote of the Board.

Adopted this 13th day of May, 2024:



Valerie Walch, Secretary

**ACTION OF THE BOARD OF DIRECTORS OF
HackPGH**

WHEREAS, HackPGH (the "Corporation"), was incorporated as a Pennsylvania nonprofit corporation on July 6, 2017; and

WHEREAS, this is the organizational meeting of the Corporation duly called and held and;

NOW, THEREFORE, the Board of Directors of the Corporation do hereby adopt the following resolutions and direct that these resolutions be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

BYLAWS APPROVED

The Board and the Membership have approved the amended bylaws of the organization and therefore the new bylaws shall govern the organization.

CHARITABLE ORGANIZATION REGISTRATION

RESOLVED, that the Corporation shall file the Charitable Organization Registration from the Pennsylvania Department of State and that the Corporation shall pay the applicable late fees due to the Department of Charitable Organizations for the previous amount owed.

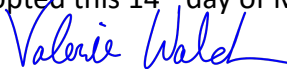
ELECTION OF BOARD OF DIRECTORS

RESOLVED, that the Board has reviewed the proposed individuals named in Attachment A to be elected to serve on the Board of Directors of the Corporation. Attachment A is approved and shall be sent to the organization members. Subject to the membership's approval, the resolution shall be signed by the Secretary. It is noted that per the current bylaws, only board approval is needed to elect new board members, however, given the involvement and inclusion of the input and votes of the membership in recent years, the Board is submitting the names for proposed board members for membership approval.

ADOPTION OF PROCESSES FOR MEMBERSHIP'S VOTES OF NO CONFIDENCE AND REMOVAL

RESOLVED, that the Board has reviewed Attachment B, Processes for Membership's Votes of No Confidence and Removal of Board Members. Attachment B is approved and shall be sent to the organization members.

Adopted this 14th day of May, 2024



Valerie Walch, Secretary

**ACTION OF THE MEMBERS OF
HACKPGH**

WHEREAS, HackPGH (the "Corporation") was incorporated as a Pennsylvania nonprofit corporation on July 6, 2017; and

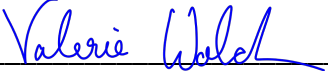
WHEREAS, this is the organizational meeting of the Corporation duly called and held and;

NOW, THEREFORE, the Members of the Corporation does hereby adopt the following resolution and direct that the resolution be filed with the minutes of the proceedings of the Officers of the Corporation:

ELECTION OF BOARD OF DIRECTORS

RESOLVED, that the individuals named in Attachment A, have all been elected to serve on the Board of Directors of the Corporation.

Adopted this 26th day of May, 2024:



Valerie Walch, Secretary

ATTACHMENT A
to HackPGH Board and Member Resolutions

WHEREAS, the language in Corporation's Resolutions above are accepted;


NOW, THEREFORE, the terms of the Corporation's Bylaws specify that its Board of Directors elect three officers and a minimum of two but no more than ten directors to serve at-large;

ELECTION AND TERM MATURITY DATES OF THE BOARD OF DIRECTORS

RESOLVED, The Board and Membership of the Corporation have elected the individuals named below to serve on the Board of Directors, and have agreed to their respective Term maturity dates:

DIRECTOR'S NAME	TERM MATURITY DATE
Rebecca Zajdel, President	May 21 st , 2025
Valerie Walch, Secretary	May 26 th , 2026
Andrew Pinto, Treasurer	May 26 th , 2026
Lucian Chapar, Member-at-large	May 21 st , 2025
Owen Wilkes Vaughn, Member-at-large	July 16 th , 2025

Adopted this 26th day of May, 2024



Valerie Walch, Secretary

ATTACHMENT B
to HackPGH Board and Member Resolutions

WHEREAS, For the remainder of the language of Resolution Attachment B, the terms “members” and “membership” will refer to those dues-paying individuals in good standing at the Corporation. Hereafter, the Corporation shall be referred to as “HackPGH.” This process does not negate Article 3.01 of the Bylaws by granting legal rights of membership to those individuals.

NOW THEREFORE, HackPGH is a communal organization entirely run by volunteers, primarily its Board of Directors. Although dues-paying individuals are only colloquially referred to as “members” in the Bylaws, the successful operation HackPGH would not be possible without them.

PROCESSES FOR MEMBERSHIP VOTES OF NO CONFIDENCE AND REMOVAL AGAINST BOARD MEMBERS

RESOLVED; in order to strike a balance of administrative power, this Attachment B allows the membership of HackPGH to draft a Vote of No Confidence petition against an active Board member when there is a loss of confidence in their ability to perform their duties as a member of the Board of Directors as outlined in Article IV of the Bylaws. The potential outcome of a Vote of No Confidence is the removal of the Board member in question from their position, although they can retain their rights as a “member” of HackPGH.

IMPORTANT:

The purpose of this process is not to harass the Board of Directors, nor is its intent to vote out “unpopular” members of the Board. HackPGH Board members are volunteers who pay membership dues. However, they are also elected officials and trust has been placed in them to handle private information, financials, security, and the general operations of HackPGH. If a Board member neglects their duties and/or abuses their administrative powers, then the membership has a right to petition for their removal in the following process:

PROCESS STEPS:

1. A minimum of five (5) active HackPGH members signs and submits, digitally or physically, a Vote of No Confidence petition against a Board member. This petition will include the date, the Board member's full name, and detailed reasons why the signatories have lost confidence in that Board member's ability to fulfill their position.
 - a. If more than one Board member is deemed to be unfit by the membership, a Vote of No Confidence petition must be submitted separately for each person.
 - b. The petition can be submitted via US Mail to the address of the Corporation or emailed to info@hackpgh.org. The Board of Directors will officially confirm receipt.

2. The Board member is given a chance to make a written or spoken rebuttal to the petitioners in private within fourteen (14) business days from the day of the petition's receipt. After this rebuttal, the petitioners may, individually or as a whole, withdrawal their petition at this time if they wish.
 - a. If the petition is withdrawn or if there are fewer than five signatories after the rebuttal, the process does not continue and the Board member retains their position.
 - b. If there are five or more signatories on the petition after the rebuttal, then the process continues to a Vote of Removal – either by the Board of Directors or the membership as outlined in the remaining steps.
3. The remaining Board of Directors may review the Vote of No Confidence petition at any time during this process, and remove the Board member in question as outlined in Article 4.08 of the Bylaws. If the Board of Directors does not remove the Board member after the petition's review due to an insufficient number votes or requisite Board members available to vote, then a motion for Vote of Removal goes to the HackPGH membership.
4. The petition for the Vote of No Confidence is announced to the membership at large along with the motion for Vote of Removal. The motion will be made available through the appropriate online voting platform for a period of seven (7) days to all members in good standing – voting rights will not be granted to those whose memberships have lapsed more than thirty (30) days. As of the date hereto, HackPGH uses the software WildApricot for its polling.
 - a. The Vote of Removal options will be: Yes, No, or Abstain. Votes will be kept anonymous.
 - b. The voting process will be not be available to the Board member(s) named in the Vote of No Confidence petition. If necessary, the remainder of the Board of Directors will appoint a member who is not disqualified under these conditions to administer the vote. In the event there are no willing and able members from the HackPGH Board or membership, an outside neutral party can be engaged to administer the vote.
 - c. The votes will be tallied as yes or no. Abstentions and non-votes will not be counted towards the result of the vote.
 - d. A yes vote of at least two-thirds (66.67%) of the reporting members is needed to pass the motion to remove the Board member from their position. In the event the motion does not pass, a petition for a Vote of No Confidence from the membership cannot be brought against that same Board member for a period of one calendar year (365 days).
5. The results are announced to the HackPGH membership and in the event the motion passes, the petitioned Board member will be removed from the Board of Directors.
6. Regardless of the result of the Vote of Removal, the petitioned Board member does not automatically lose their standing as an active member of HackPGH. Furthermore, a removed Board member will not have disciplinary action taken against them regarding their good standing unless the Board of Directors deems it necessary per HackPGH's Rules & Regulations.
7. A Board member who has been removed by the process outlined in Article 4.08 or Attachment B cannot run in a HackPGH Board election for two (2) calendar years from their date of removal.

Adopted this 14th Day of May, 2024



Valerie Walch, Secretary