

**HackPGH
Bylaws**

A Pennsylvania Non-Profit Corporation

**ARTICLE I
NAME**

1.01. Name

The name of this non-profit corporation shall be HackPGH (“HackPGH” or “Corporation”). The business of the corporation shall be conducted under this name.

**ARTICLE II
PURPOSES AND POWERS**

2.01. Purpose

HackPGH is a non-profit corporation and shall be organized to promote charitable, civic, and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including without limitation, all purposes, powers, and privileges conferred upon HackPGH by the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa.C.S.A. § § 5101-5998, as amended (the “PNCL”). The primary purpose of HackPGH shall be to operate a community-based “maker” workshop that focuses on collaboration, education, and community outreach consistent with Section 501(c)(3) of the Internal Revenue Code.

2.02. Powers

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03. Non-profit Status and Exempt Activities Limitation

(a) Nonprofit Legal Status. The Corporation is a Pennsylvania non-profit corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. The Corporation may, however, involve itself in issues of public policy to the extent that it may comment on

current issues and provide information and statements relevant to the Corporation's purpose stated above.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Board members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Notwithstanding any other provisions set forth herein, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under § 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws, or (ii) by a corporation contributions to which are deductible for Federal income tax purposes.

(b) Dissolution. Upon termination or dissolution of the Corporation, the Board of Directors, after paying or making a provision for the payment of all corporate liabilities and after a provision is made for the disposition of any property committed to specific charitable purposes, the Corporation shall transfer and convey the remaining assets to another 501(c)(3) organization selected by the Board that upholds the Corporation's mission and values, subject to any court or attorney general approvals. Under no circumstances shall any assets be distributed to officers, Directors, or employees of the Corporation. 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 one or more such organizations, as said Court shall determine.

2.04. Principal Office

The Corporation shall have its principal office at 1936 Fifth Ave., Pittsburgh, PA 15219 or such location as the Board of Directors may designate from time to time.

2.05. Statement of Non-Discrimination

The Corporation shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

ARTICLE III
MEMBERSHIP

3.01. No Members

The Corporation shall have no members within the meaning of the PNCL. While participants who pay to utilize HackPGH resources are colloquially referred to as “members,” that term is used for simplicity’s sake and they do not have any rights reserved to members as described under Pennsylvania law. As such, the Corporation shall have no members in the legal sense, and the Board of Directors (“Board”) shall approve all corporate actions, with the sole exception of electing the Board of Directors (Board of Directors may be referred to as “Board members” for the purpose of these Bylaws). The Board may adopt, via Board vote, any rules and regulations such “members” may have to meet and/or abide by to maintain membership.

3.02. Non-Voting Affiliates

The Board of Directors may approve classes of non-voting affiliates and advisory committees with rights, privileges, and obligations established by the Board of Directors. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The Board of Directors shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates’ rights, privileges, and obligations.

ARTICLE IV
BOARD OF DIRECTORS

4.01. Board Role

The Board of Directors (the “Board”) is responsible for the overall policy and direction of the Corporation. The Board may adopt policies and procedures for the operations of the Corporation as they see fit and shall have the authority to enforce the Corporation’s Rules and Regulations.

4.02. Number of Board members

The Corporation shall have a Board consisting of at least five (5) members and no more than thirteen (13). Each Board member shall be an adult at least 18 years of age and need not be a resident of the Commonwealth of Pennsylvania. Board members must be in good standing with the Corporation; the term “good standing” for this purpose means in compliance with the Organization’s Rules and Regulations and an up-to-date paying member of the Organization.

4.03. Powers

All corporate powers shall be exercised by or under the authority of the Board and the affairs of the Corporation shall be managed under the direction of the Board, except as otherwise provided by law.

4.04. Terms

A Board member's Term shall be two (2) years. There shall be no term limits for Board membership. Terms shall begin at the first meeting following the annual meeting in which the Board member is elected and conclude at the annual meeting two (2) years later. The initial Board members shall begin their service immediately upon election and terminate at the second annual meeting from their beginning of service.

4.05. Appointment and Election of Board Members

To qualify for a Board member position, said Board member shall be a member in good standing for the immediate two (2) months prior to the election. Board members shall be elected by the members, subject to a majority vote. Board members shall be elected or re-elected at the annual election meeting of the Board which shall be held each December except in the case of a Board member filling a vacancy as detailed below. The Board members in effect at the time of these Bylaws shall remain in effect until the next annual meeting.

The Board shall advertise a call for members or solicit for interest prior to the annual meeting and any proposed Board member seeking election or re-election shall be permitted to submit a short biography/speech and photo to be published in a media outlet available and provided to all members of HackPGH and given the opportunity to give a short speech as to their proposed election at the annual meeting.

Officer positions shall be elected by a majority vote of the Board Member quorum.

4.06. Additional Board Member Requirements

Board members must attend all regular and special meetings of the Board to the best of their ability. If a Board member cannot attend they must notify the Board President at least twenty-four (24) hours before the scheduled meeting, or in the case of an emergency as soon as possible, of the planned absence. The Board President must notify the Treasurer if they cannot attend. Board members must attend at least 2/3rds of the scheduled Board meetings.

4.07. Vacancies

The Board may fill vacancies due to resignation, death, or removal of a Board member. The Board shall, by majority vote of a quorum, appoint an individual to fill the vacancy.

If a vacancy is filled at a meeting other than the annual Board meeting as part of a standard election or appointment, the elected or appointed individual shall serve the remainder of the Term of the individual they are replacing, and must be subject to re-election or appointment at the end of the original Term.

4.08. Removal of Board Members

A Board member may be removed upon a 75% vote of the Board members then in office, not including the member subject to a removal vote, if a Board member fails to act in accordance with the best interests or values of the Corporation as evidenced by a Board member's failure to follow these Bylaws, failure to respond to a communication for fourteen or more consecutive days without prior notice or coordination with the Board President for planned absence, violation of a law, regulation, or ordinance while acting on behalf of the Corporation, an act that reflects poorly on the organization in the Board's discretion, or which involves racist, homophobic, or other hate or discrimination based acts or language, or failure to abide by any other policies or requirements of the Corporation established under the Board.

Notice of a vote to remove a Board member must be included in the agenda for the meeting in which the vote is scheduled to take place, and said notice must be provided to all Board members subject to section 4.10. A Board member facing removal at a meeting shall have the right to speak at the applicable Board meeting before the scheduled vote to remove shall occur, but shall not have the right to vote on their removal and must not be present for the vote.

4.09. Resignation of Board members

Any Board member may resign from the Board at any time by giving written notice to the Board President of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect at the time of confirmation of receipt by the Board President.

4.10. Meetings

(a) Regular meetings. The Board shall have at least 4 meetings a year. The next Board meeting shall be set at the previous meeting or within seven days of the previous meeting via email. If any notice is sent by email, the notice shall be deemed to be delivered upon its deposit

in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified. Meetings may occur electronically via simultaneous voice/video conferencing technology.

(b) Special meetings. Special meetings of the Board may be called by the President, Secretary, Treasurer, Executive Director, or any two other members of the Board. A special meeting must be preceded by at least five (5) days' by written notice, which may be delivered electronically. Notice of any special meeting shall state the purpose or purposes for which the meeting is called. In the event of emergent circumstances, notice may be waived by a majority of sitting Directors.

4.11. Manner of Acting

(a) Quorum. At each meeting of the Board, at least a majority of the Board members then in office is required for the transaction of business. If a majority of Board members is not present at any meeting of the Board, the President of the Board shall send notice of a rescheduled meeting to be held within fourteen (14) days of the originally scheduled meeting.

The Board may also provide for disciplinary action of the individual shop members per the Corporations Rules and Regulations. Any disciplinary action decided on by the Board is subject to a vote of the board as provided for in this section.

(b) Voting. Except as otherwise provided by statute or these Bylaws, the vote of a majority of the quorum, if a quorum is present at such time, shall be an act of the Board. If there is a tie on votes and a decision must be made for the function of the Corporation then the Board President's vote shall be counted as the tie breaker (even if they have already voted).

(c) Participation. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, Board members may participate in a regular or special meeting through the use of any means of communication by which all Board members participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephone conference call.

(d) Informal Action. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by two-thirds consent of the Board. For purposes of this section, an email transmission from an email address on record constitutes valid writing.

4.12. Compensation

The Corporation shall not pay compensation to Board members for services rendered to the Corporation in their capacity as members of the Board, except that Board members may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. A Board member may receive reasonable compensation for the performance of other services provided to the Corporation in any capacity separate from their responsibilities as a Board member so long as the compensation is reasonable, and is permitted under the Corporation's Conflict of Interest Policy, and any applicable compensation policy of the Corporation if adopted.

4.13. Board Officers

There shall be at least three (3) elected officers of the Board consisting of Board President, Secretary, Treasurer, and additional officers as elected by the Board (collectively, the "Officers"), making up the Board's Executive Committee. No two offices shall be held by the same person. Each Officer upon his or her election shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board.

4.14. Term of Office

Each Officer shall serve a two (2) year term, with no limit on the number of terms. Each Board Officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected. If a vacancy occurs then the Board shall hold an election at the next Board meeting, or hold a Special Meeting, to fill the position.

4.15. Removal and Resignation

(a) Resignation. Any Officer may resign at any time by giving written notice to the Board President, or Secretary in the case of the Board President, without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of receipt of the notice, unless otherwise specified in the notice. The leaving Board Officer must aid and cooperate with the Corporation in removing their name or access to any accounts or documentation as applicable. The acceptance of the resignation shall not be necessary to make it effective.

(b) Removal. Any Officer may be removed by a super majority (75%) of the remaining board members . The Board shall follow the same notice and voting procedures as detailed in Section 4.08.

4.16. Officer Positions and Duties

(a) President. The Board President shall be the head of the Board of the Corporation. The Board President shall lead the Board in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board, and shall perform all other duties incident to the office or properly required by these Bylaws or the Board.

(b) Secretary. The Secretary shall keep or cause to be kept a book and/or digital copy of minutes of all meetings and actions of the Board and committees. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of the Board and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the Board President.

(c) Treasurer. The Treasurer shall be the lead Board member for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of an audit or financial review results. In conjunction with other Board members or Officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board on a timely basis or as may be required by the Board or the Board President. The Treasurer may appoint, with the approval of the Board, a qualified fiscal agent or member of the staff to assist in the performance of all or part of the duties of the Treasurer. In the absence or disability of the Board President, and there is no Vice President, the Treasurer shall perform the duties of the Board President.

ARTICLE V **OFFICERS, EMPLOYEES, AND AGENTS**

5.01. Appointment of Executive Director

The Board may, in its discretion, hire at least one Executive Director who shall serve at the will of the Board. The Board shall determine the compensation to be awarded to the Executive Director. The Executive Director shall have active, general supervision, and executive management over the business and affairs of the Corporation. The Executive Director (i) shall attend and report at all meetings of the Board and shall have a permanent non-voting seat on the Board; (ii) shall see that all orders and resolutions of the Board are carried out; and (iii) shall perform any other duties as the Board may assign. The Board may elect more than one Executive Director if it so wishes. The Executive Director may sign checks, allocate funds, and

oversee day to day operations of the Corporation, except that expenditures over \$5,000 require board approval.

The Executive Director may be hired at any meeting of the Board by a majority vote of the quorum and shall serve until removed by the Board upon an affirmative vote of the Board or resignation.

5.02. Additional Appointments

The Board may hire additional executive officers, employees, contractors, and agents from time to time via resolution or delegated authority.

ARTICLE VI COMMITTEES

6.01. Committees

The Board may, by a resolution adopted by a majority vote of a quorum, designate one or more committees to serve at the pleasure of the Board. Committee chairs shall be chosen or elected by, and serve at the pleasure of the Board. Every committee shall be comprised of at least two (2) individuals. No committee, regardless of the resolution, may:

- (a) Take any final action on matters which also require Board members' approval;
- (b) Fill vacancies on the Board or in any committee which has the authority of the Board;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board;
- (e) Appoint any other committees of the Board or the members of these committees;
- (f) Expend corporate funds to support a nominee for Board member; or
- (g) Approve any transaction:
 - (i) to which the Corporation is a party and one or more Board members have a material financial interest; or

(ii) between the Corporation and one or more of its Board members or between the Corporation or any person in which one or more of its Board members has a material financial interest.

(h) Take any other action that requires a vote of the Board.

6.02. Meetings and Action of Committees

Special meetings of the committee may also be called by resolution of the Committee Chair. Notice shall be given to any and all members who have the right to attend the meeting. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the governing of the committee not inconsistent with the provisions of these Bylaws.

ARTICLE VII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION, AND RELATED MATTERS

7.01. Contracts and Other Writings

All documents and contracts for the Corporation may be signed by the President of the Corporation or if the President is unavailable, the Board shall select one (1) of the remaining officers to sign. The Board minutes shall be signed by the Secretary or the Board member taking notes if the Secretary is not present.

7.02. Checks

Checks may be signed by the Executive Director, or if there is no Executive Director or the Executive Director is unavailable, the Treasurer or Treasurer of the Board may sign.

7.03. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board or a designated committee of the Board may select. Receipts will be collected.

7.04. Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by vote of the Board. Such authority may be general or confined to specific instances.

7.05. Limitations of Liability

No Board member or executive officer shall be personally liable for monetary damages for any action taken by the Corporation unless (i) a Board member or executive officer has breached or failed to perform the duties of their office under the PNCL; and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. However, this paragraph shall not apply to (i) the responsibility of a Board member or executive officer pursuant to any criminal statute; or (ii) the liability of a Board member or executive officer for the payment of taxes pursuant to Federal, state, or local law.

7.06. Indemnification

(a) Indemnification in Third-Party Proceedings. The Corporation shall seek to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation for-profit or non-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere*, or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) Indemnification in Derivative Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation for-profit or non-profit, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action, suit, or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. No indemnification shall be made in respect of any claim, issue, or matter as to which the person has been adjudged to be liable for negligence or misconduct in the performance of his or her

duty to the Corporation, unless and only to the extent that the Court of Common Pleas of Allegheny County or the court in which such action, suit, or proceeding was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

(c) Mandatory Indemnification. To the extent that a representative of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections (a) or (b) above, that representative shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

(d) Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under Sections (a) or (b) above shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in those sections. The determination shall be made:

(i) by the Board by vote of the Board members who were not parties to the action, suit, or proceeding; or

(ii) by independent legal counsel in a written opinion, if a quorum is not obtainable.

(e) Advance for Expenses. Expenses incurred 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, as authorized by the Board in the specific case, upon receipt of (i) a written affirmation from the Board member, executive officer, employee, or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (ii) an undertaking by or on behalf of the Board member, executive officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation in these Bylaws.

7.07. Insurance

The Corporation shall have the power to purchase insurance and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation for-profit or non-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her, in any capacity or arising out of that person's status, whether or not the Corporation would otherwise have the power under this article to indemnify him or her against that liability.

7.08. Reliance on Provisions

Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this article.

ARTICLE VIII **INTERESTED PARTY TRANSACTIONS**

8.01. Interested Party Transactions

In any instance where the Corporation proposes to enter into an interested party transaction, it shall follow the procedures and rules set forth in the Corporation's Conflict of Interest Policy adopted by the Board and as amended from time to time.

ARTICLE IX **MISCELLANEOUS**

9.01. Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by committees of the Board. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

9.02. Fiscal Year

The fiscal year of the Corporation shall be from January 1 to December 31 of each year unless otherwise determined by resolution with a vote of the Board after working with the Corporation's accountant.

9.03. Nondiscrimination Policy

In all of its dealings, neither the Corporation or its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, gender identity or expression, or any category protected by federal or state law.

9.04. Bylaws Amendment

These Bylaws may be amended, altered, repealed, or restated by a two-thirds vote of the Board (not quorum) then in office at a meeting of the Board, provided:

- (a) That fourteen (14) days notice with an attached copy of the proposed changes must be provided to Board members by physical mail or email;
- (b) That an amendment may not affect the voting rights of Board members; and
- (c) That all amendments be consistent with the Articles of Incorporation.


ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION

10.01. Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of a two-thirds vote of the Board (not quorum) then in office. Proposed amendments must be sent to Board members at least seven (7) days prior to the vote on the amendment.

CERTIFICATE OF ADOPTION OF BYLAWS

These Bylaws of HackPGH were approved and made effective by the Board on May 13, 2024 and constitute a complete copy of the Bylaws of the Corporation.



Valerie Walch, Board Secretary