

**BY-LAWS  
OF  
THE URBAN AFFAIRS COALITION**

THE URBAN AFFAIRS COALITION

BY-LAWS

TABLE OF CONTENTS

<u>Article</u>	<u>Page</u>
ARTICLE I - MEMBERSHIP .....	3
ARTICLE II - BOARD OF DIRECTORS .....	3
ARTICLE III - OFFICERS .....	6
ARTICLE IV - COMMITTEES OF THE BOARD OF DIRECTORS .....	10
ARTICLE V – ADVISORY COUNCIL AND EMERITUS STATUS.....	13
ARTICLE VI - LIMITATION OF DIRECTORS' LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS.....	13
ARTICLE VII - CONFLICTS OF INTEREST.....	17
ARTICLE VIII - MISCELLANEOUS .....	17
ARTICLE IX - AMENDMENTS.....	19

## **BY-LAWS**

### **OF**

### **THE URBAN AFFAIRS COALITION**

### **(a Pennsylvania nonprofit corporation)**

#### **ARTICLE I - MEMBERSHIP**

Section 1-1 Members. The Corporation shall have no members. In accordance with the Nonprofit Corporation Law of 1988 (15 Pa. C.S. § 5751(b)), all actions to be taken by members shall be taken by the Board of Directors.

#### **ARTICLE II - BOARD OF DIRECTORS**

Section 2-1 Number. The business and affairs of the Corporation shall be managed by a Board of not less than seven (7) or more than sixty (60) Directors.

Section 2-2 Election of Directors. The Directors of the Corporation shall be elected by the Directors entitled to vote at the annual meeting of the Directors or at such special meeting of the Directors called for such purpose. The President and CEO shall be an ex officio Director.

Section 2-3 Term of Office of Directors. Each Director shall be elected to serve for a term of one (1) year and until his or her successor in office is duly elected and qualified. There shall be no limit on the number of terms to which a Director may be elected to serve.

Section 2-4 Removal of Directors. Directors may be removed from office, with or without cause, only by a majority vote of the Directors or by order of a court having jurisdiction of such matters.

Section 2-5 Vacancies on the Board of Directors. Any vacancy on the Board of Directors shall be filled by a vote of a majority vote of the Directors at any regular meeting, or at a special meeting called for such purpose.

Section 2-6 Resignation of Directors. Any Director may resign from office with or without cause, by delivering a written statement of resignation to the Secretary of the Corporation. Any such resignation shall take effect immediately upon its receipt by the Secretary of the Corporation, unless a later effective time or date for the resignation is specified in the notice of resignation.

Section 2-7 Place and Time of Meetings. Annual meetings of the Directors shall be held at the principal office of the Corporation in the State of Pennsylvania or at such other place and at such time as the Board of Directors shall designate. At least five (5) days' notice of the time and place so fixed shall be given to the Directors. Election of Directors, if necessary, and the election of officers shall occur at the annual meeting. Special meetings of the Directors may be called from time to time by the Chair or upon request in writing to the Chair by majority of the Directors in office, and may be held at such time and place within the State of Pennsylvania or elsewhere, as may be designated in the notice calling the meeting. At least five (5) days' notice of the time and place of any special meeting shall be given to each Director. Additional regular meetings may be set by resolution adopted by the Directors.

Section 2-8 Waiver of Notice. Any meeting of the Board of Directors may be deemed to have been validly and legally called if all of the Directors entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from that Director except when the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All such waivers, consents or approvals shall be filed with the corporate records.

Section 2-9 Actions by Unanimous Written Consent. Any action required or permitted at any meeting of the Directors may be taken without a meeting, without prior notice and without a vote if all of the Directors entitled to vote thereon consent in writing. Said written

consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

Section 2-10 Quorum. Unless otherwise provided in the Articles of Incorporation or in a By-law adopted by the Directors, the presence, in person or by proxy, of one-third (1/3) of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If there be less than a quorum present, the majority of those present may adjourn the meeting from time to time and place to place and shall cause notice of each such adjourned meeting to be given to all absent Directors. At all meetings of Directors, each Director entitled to vote may attend and vote either in person or by proxy. All proxies shall be in writing. Any vote may be taken by voice unless a Director requests before the election begins that it be taken by ballot, in which event the vote shall be taken by written ballot, and the Judge or Judges of Election or, if none, the Secretary of the meeting (unless a candidate for office, in which case such other person who is not a candidate for office as may be appointed by the Chair), shall tabulate and certify the results of such vote.

Section 2-11 Conference Telephone. A member of the Board or of a committee designated by the Board may participate in a meeting by the means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

Section 2-12 Compensation. A Director shall not receive compensation for his or her services as a Director. The Corporation may reimburse any Director for expenses actually and necessarily incurred in the performance of his or her duties as a Director and may enter into a contract, directly or indirectly, with a Director for the providing of goods or services to the Corporation if such contract is consistent with the Corporation's policy relating to conflicts of interest and transactions with Directors of the Corporation, which may be approved from time to time by the Board of Directors. All such contracts shall be disclosed to the full Board.

Section 2-13 Powers.

(a) General Powers. The Board of Directors shall have all the power and authority granted by law to the Board, including all powers necessary or appropriate to the management of the business and affairs of the Corporation.

(b) Specific Powers. Without limiting the general powers conferred by the last preceding clause and the powers conferred by the Articles and By-laws of the Corporation, it is hereby expressly declared that the Board of Directors shall have the following powers:

(i) To confer upon any officer or officers of the Corporation the power to choose, remove or suspend assistant officers, agents or servants.

(ii) To appoint any person, firm or corporation to accept and hold in trust for the Corporation any property belonging to the Corporation or in which it is interested, and to authorize any such person, firm or corporation to execute any documents and perform any duties that may be requisite in relation to any such trust.

(iii) To approve and authorize the borrowing of money and the granting of security interests in the personal property and mortgages on the real estate of the Corporation as security for the repayment of loans and interest thereon.

(iv) To appoint a person or persons to vote shares of another corporation held and owned by the Corporation.

(v) To purchase, sell, lease, mortgage, pledge, transfer in trust, and otherwise deal with real and personal property of the Corporation.

(vi) To seek grants and donations from individuals and from governmental, charitable or educational organizations, or from the public sector.

(vii) To approve fund raising programs.

ARTICLE III - OFFICERS

Section 3-1 Offices and Election. The Corporation shall have a Chair, two Vice Chairs, a President and CEO, a Secretary, a Treasurer and an Assistant Treasurer. The

President and CEO shall be appointed by the Board of Directors and all of the other officers shall be elected by the Board of Directors. The Board of Directors may elect, or authorize the Chair to appoint, additional officers and assistant officers. Other than the Chair, Vice Chair and the President and CEO (as an ex officio Director), no other officers or assistant officers need be a Director.

Section 3-2 Term. The Chair, Vice Chairs, Secretary and Treasurer shall each serve for a term of two (2) years, but no more than three (3) consecutive terms for any single officer position, and until their respective successors are duly elected and qualified, unless removed from office by the Board of Directors during their respective tenures. The President and CEO and any other officer who is a compensated employee, shall have no term but shall serve at the pleasure of the Board of Directors. The term of office of any other officer shall be as specified by the Board of Directors.

Section 3-3 Powers and Duties of the Chair. The Chair shall preside at all meetings of the Board of Directors and the Executive Committee. The Chair shall have and exercise all powers usually incident to the office of Chair of a non-profit, tax exempt corporation and shall perform such other duties as may be delegated by the Board of Directors. The President and CEO shall be accountable to the Board of Directors, and the Chair shall formally lead the evaluation of the performance of the President and CEO. The Chair shall informally lead the evaluation of the effectiveness of the Board members and the performance of the organization in achieving its mission on an annual basis.

Section 3-4 Powers and Duties of the Vice Chairs. There shall be two (2) Vice Chairs chosen from the Board of Directors. The Vice Chairs may perform such responsibilities of the Chair when the Chair is not available, except as otherwise provided in these By-laws. The two Vice Chairs shall perform the roles and responsibilities as the Chair may designate.

Section 3-5 Powers and Duties of the President and CEO. Unless otherwise determined by the Board of Directors, the President and CEO shall have the usual duties of an executive staff member with general supervision over and direction of the affairs of the

Corporation. In the exercise of these duties and subject to the limitations of the laws of the Commonwealth of Pennsylvania, these By-laws and the actions of the Board of Directors, the President and CEO shall control and manage the property, business and affairs of the corporation subject to the policies and directions of the Board. The President and CEO shall direct, and execute, as the act of the Corporation, all decisions of, or programs adopted by, the Board of Directors. The foregoing duties shall include, but not be limited to the hiring and discharge of employees of the Corporation, the execution of any contract or other instrument on behalf of the Corporation, the signing of checks, drafts or other orders for the payment of money, the opening of bank accounts in the name of the Corporation, the signing of notes or other evidences of indebtedness, and lease or rent office space for the Corporation. The President and CEO shall sign and execute on behalf of the Corporation all corporate records, documents, and instruments, unless such power has been delegated to another officer. Unless otherwise determined by the Board of Directors, the President and CEO shall have full power and authority on behalf of the Corporation to attend and to act and to vote at any meeting of the shareholders of any corporation in which the Corporation may hold stock, and, at any such meeting, shall possess and may exercise any and all the rights and powers incident to the ownership of such stock and which, as the owner thereof, the Corporation might have possessed and exercised.

Section 3-6 Powers and Duties of the Secretary. The Secretary shall provide for the keeping of the minutes of all meetings of the Board of Directors and all committees, and shall attend to the giving and serving of all notices for the Corporation. The Secretary shall have charge of the corporate seal and such books and papers as the Board of Directors may direct and shall ensure the safety and accuracy of all Board records. The Secretary shall perform all other duties ordinarily incident to the office of Secretary and shall have such other powers and perform such other duties as may be assigned by the Board of Directors.

Section 3-7 Powers and Duties of the Treasurer. The Treasurer shall have charge and custody of all the funds and securities of the Corporation. When necessary or proper, unless



otherwise ordered by the Board of Directors, the Treasurer shall endorse for collection on behalf of the Corporation checks, notes and other obligations, and shall deposit the same to the credit of the Corporation in such books or depositories as the Board of Directors may designate and shall sign all receipts and vouchers for payments made to the Corporation. He or she shall sign all checks made by the Corporation, except when the Board of Directors shall otherwise direct.

Section 3-8 Powers and Duties of the Assistant Treasurer. The Assistant Treasurer may be a member of the organization's staff. Unless otherwise determined by the Board of Directors, the Assistant Treasurer shall have the powers and perform the duties of the Treasurer. The Assistant Treasurer shall have the authority to sign checks, contracts and other organizational documents in the absence of or delegated by the Treasurer.

Section 3-9 Powers and Duties of Assistant Officers. Unless otherwise determined by the Board of Directors, each assistant officer shall have the powers and perform the duties of his respective superior officer, in the absence of or as delegated by such superior officer.

Section 3-10 Delegation of Office. The Board of Directors may delegate the powers or duties of any officer of the Corporation or to any other officer or to any Director from time to time.

Section 3-11 Salaries of Officers. The Corporation may determine to pay compensation to any officer of the Corporation and may also reimburse any officer for expenses actually and necessarily incurred in the performance of his or her duties.

Section 3-12 Removal. Any officer may be removed, either with or without cause, by the affirmative vote of a majority of the Directors in attendance at any annual, regular, or special meeting of the Board of Directors.

Section 3-13 Vacancies. In the event of a death, resignation, removal or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

## ARTICLE IV - COMMITTEES OF THE BOARD OF DIRECTORS

Section 4-1 Committees. The Board of Directors may establish such standing committees and such special committees from time to time as it shall deem appropriate to conduct the activities of the Corporation and to advise the Board, and shall define the powers and responsibilities of such committees. The members and chairs of all standing committees shall be designated by the Board or the Executive Committee, to serve for a term of one (1) year and until their successors are duly elected and qualified. There shall be no limit on the number of terms to which a member or chair may be elected to serve. A committee may have such specific powers and responsibilities as may be determined by the Board of Directors, except that it shall not have the power:

- (a) To amend these By-laws or the Articles of Incorporation.
- (b) To elect, appoint or remove any member of the Board of Directors.
- (c) To amend or repeal any resolution of the Board of Directors.
- (d) To adopt a plan of merger or consolidation with another corporation.
- (e) To authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation.
- (f) To authorize the voluntary dissolution of the Corporation or adopt a plan for the distribution of the assets of the Corporation.
- (g) To approve any action or exercise any authority requiring the approval of more than a majority of a quorum of the Board of Directors under the laws of the Commonwealth of Pennsylvania, the Articles of Incorporation, or these By-laws.
- (h) To take any other action which may not be delegated to it under the laws of the Commonwealth of Pennsylvania or under the provisions of the Articles of Incorporation or these By-laws.

Section 4-2 Executive Committee. The Board of Directors may establish an Executive Committee which shall have and may exercise all of the power and authority of the Board of

Directors, subject to the limitations provided in Section 4-1, in the interim between meetings of the Board of Directors. The Executive Committee shall establish and approve the agenda for all meetings of the Board of Directors, receive reports of all Board committees, and shall have the authority to act upon and make decisions regarding committee recommendations. The Executive Committee shall monitor and evaluate organizational risk, annual financial planning, policy and operational issues. The Executive Committee shall be comprised of the officers of the Board as provided in these By-laws, the co-chairs of the Board committees, the past Board Chair, and no more than four (4) at-large members. Any action taken on behalf of the full Board shall be reported to the full Board at the next Board meeting.

Section 4-3 Board Governance Committee. The Board Governance Committee shall ensure the constant health and effectiveness of the full Board of Directors and the work it performs for the Corporation. The Board Governance Committee shall exercise oversight of the governance process of the Corporation, including provisions of the By-laws, issues of conflicts, and the need and effectiveness of committees. It shall recommend for approval by the Board such rules, regulations and operating procedures as it deems appropriate. The committee shall develop, and maintain a list of prospective Board members and organizational needs, and shall recommend to the Board every two years, a slate of officers, nominate a slate of Directors on an annual basis, and nominate additional members to the Board as needed. The Board Governance Committee shall be responsible for providing orientation, training and mentorship of new Board members. The committee shall formally lead the evaluation of the effectiveness of the Board members and the performance of the organization in achieving its mission on an annual basis.

Section 4-4 Audit and Finance. The Audit and Finance Committee shall report to the Board of Directors and shall be responsible for the oversight of the organization's financial statements and tax returns; its system of internal controls and accounting policies; its financial strategy and objectives; its compliance with financial, tax and regulatory requirements; its budgeting and financial planning; the assessment of risks to the organization; the operation of

the treasury activities; the capital structure of the organization; the independent auditor's qualifications and performance; and, shall perform its duties in accordance with the direction and approval of the Board of Directors.

Section 4-5 Personnel Committee. The Personnel Committee shall provide guidance for use of the Corporation's human resources. The Personnel Committee shall oversee the development/revision of needed personnel policies, as well as assuring best practices with respect to the Corporation's performance management process, employee compensation and benefits, with a particular emphasis on the deferred compensation plan.

Section 4-6 Other Committees. The Board may from time to time create Other Committees to carry out tasks designated by the Board and to plan, implement and coordinate activities in the furtherance of the mission of the Urban Affairs Coalition. Such committees may be designated as standing committees or special committees. There shall be an annual review of each Other Committee to insure that its area of concern continues to be a priority of the Corporation and if not, such Other Committee shall be dissolved. Such committees may be comprised of members of the Board of Directors and non-members, so long as a majority of its voting members shall be members of the Board of Directors. The Chairs of the Other Committees shall be members of the Board of Directors.

Other Committees report to the Board of Directors and they may formulate and make recommendations to the Board as to what Urban Affairs Coalition positions and policies ought to be.

Section 4-7 Term of Office. Each member of a committee shall be reconfirmed at the annual meeting of the Board of Directors.

Section 4-8 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as other appointments to such committee.

Section 4-9 Quorum. Unless otherwise provided in the resolution of the Board of Directors creating a committee, a majority of the whole committee shall constitute a quorum

and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

#### ARTICLE V – ADVISORY COUNCIL AND EMERITUS STATUS

The Board of Directors may establish an Advisory Council which shall meet from time to time. The Advisory Council shall have no authority to act by, for, or on behalf of the Corporation and shall not constitute a committee of the Board of Directors, but rather shall act solely in an advisory capacity to the Board of Directors on such matters as shall be referred to such Advisory Council from time to time by the Board of Directors. The Board may elect Directors rotating from the Board to serve on the Advisory Council. Members of the Advisory Council may be invited to all Board meetings, and may participate, but shall not be entitled to vote. The Board may from time to time confer upon a former Board member the status of Board Member Emeritus. Such designation shall be reserved for those persons whose active participation with the Corporation, or either of its two preexistent organizations, has ceased, and whose years of service typify the highest moral consciousness and dedication to the goals and purposes of the Corporation. The Board of Directors, upon recommendation of the Chair or the President and CEO, shall have the authority at any time to remove any person from the Advisory Council for any reason.

#### ARTICLE VI - LIMITATION OF DIRECTORS' LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS

Section 6-1 Limitation of Directors' Liability. No Director of the Corporation shall be personally liable for monetary damages as such for any action taken or any failure to take any action unless: (a) the Director has breached or failed to perform the duties of his or her office under Section 5712 of the Pennsylvania Nonprofit Corporation Law of 1988 (relating to standard of care and justifiable reliance), and (b) the breach or failure to perform constitutes self dealing, willful misconduct or recklessness; provided, however, that the provisions of this

Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or to the liability of a Director for the payment of taxes pursuant to local, State or Federal law.

Section 6-2 Indemnification and Insurance.

(a) Indemnification of Directors and Officers.

(i) Each Indemnitee (as defined below) shall be indemnified and held harmless by the Corporation for all actions taken by him or her 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 attorneys' 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 or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(ii) The right to indemnification provided in this Section shall include the right to have the expenses incurred by the Indemnitee in defending any Proceeding paid by the Corporation in advance of the final disposition of the Proceeding to the fullest extent permitted by Pennsylvania law; provided that, if Pennsylvania law continues so 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 the Corporation 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.

(iii) 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 his or her heirs, executors and administrators.

(iv) For purposes of this Article, (A) "Indemnitee" shall mean each Director or officer of the Corporation who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding, by reason of the fact that he or she is or was a Director or officer of the Corporation or is or was serving in any capacity at the request or for the benefit of the Corporation 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; and (B) "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding (including without limitation an action, suit or proceeding by or in the right of the Corporation), whether civil, criminal, administrative or investigative.

(b) Indemnification of Employees and other Persons. The Corporation may, by action of its Board of Directors and to the extent provided in such action, indemnify employees and other persons as though they were Indemnitees. To the extent that an employee or agent of the Corporation has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue or matter therein, the Corporation shall indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(c) Non Exclusivity of Rights. The rights to indemnification and to the advancement of expenses provided in this Article shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provision of the Corporation's Articles of Incorporation or By-laws, agreement, vote of members or Directors, or otherwise.

(d) Insurance. The Corporation may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Pennsylvania law against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person under Pennsylvania or other law. The Corporation may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.

Section 6-3 Amendment. The provisions of this Article relating to the limitation of Directors' liability, to indemnification and to the advancement of expenses shall constitute a contract between the Corporation 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. Notwithstanding any other provision of these By-laws relating to their amendment generally, any repeal or amendment of this Article 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 the Corporation, 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. 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 either to reduce the limitation of Directors' liability or limit indemnification or the advancement of expenses in any manner unless adopted by (a) the unanimous vote of the Directors of the Corporation then serving, or (b) the affirmative vote of members entitled to cast a majority of the votes that all members are entitled to cast in the election of Directors; provided that no such amendment shall have retroactive effect inconsistent with the preceding sentence.

Section 6-4 Changes in Pennsylvania Law. References in this Article to Pennsylvania law or to any provision thereof shall be to such law (including without limitation the Nonprofit Corporation Law of 1988 and the Business Corporation Law of 1988) as it existed on the date this Article was adopted or as such law thereafter may be changed; provided that (a) in the case of any change which expands the liability of Directors or limits the indemnification rights or the rights to advancement of expenses which the Corporation may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Article shall continue as theretofore to the extent permitted by law; and (b) if such change permits the Corporation without the requirement of any further action by members or Directors to limit further the liability of Directors (or limit the liability of officers) or to provide broader



indemnification rights or rights to the advancement of expenses than the Corporation was permitted to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

## ARTICLE VII - CONFLICTS OF INTEREST

Section 7-1 Conflicts of Interest Policy. The Corporation recognizes that the skills, talents and relationships of its officers and Directors are among its richest assets. The Corporation is also aware that acquiring goods or services from, or engaging in transactions with, its officers, Directors and members of their families or entities in which they have a financial interest or in which they are affiliate may create an appearance of impropriety. In order to protect the Corporation against any improper appearance, the Board of Directors will maintain a conflicts of interest policy which its members will review, adopt and acknowledge annually. The purpose of the conflicts of interest policy is to protect the interests of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

## ARTICLE VIII- MISCELLANEOUS

Section 8-1 Seal. The form of the seal of the Corporation, called the corporate seal of the Corporation, shall be as impressed adjacent hereto. [Form of Seal]

Section 8-2 Fiscal Year. The fiscal year of the Corporation shall begin on July 1 of each calendar year and end on June 30 of the following calendar year.

Section 8-3 Gender. Where the masculine gender is used in these By-laws, such usage is for convenience only. Any usage of specific gender terminology shall be deemed to include

references to both genders, and any title involving gender shall be permitted to be used in an alternative form for another gender.

Section 8-4 Examination of Books. The Board of Directors shall have the power to determine from time to time by whom and to what extent and under what conditions and limitations the accounts, records, and books of the Corporation or any of them shall be open to inspection. The Minute Book of the Corporation and all audited financial statements shall at all times during business hours be open to inspection by duly authorized representatives of the Directors of the Corporation.

Section 8-5 Facsimile Signatures. Whenever the execution of a document on behalf of the Corporation by any officer of the Corporation or any Director is authorized by these By-laws or by other action of the Board of Directors, the signature of such officer or Director to any such document may be a printed facsimile.

Section 8-6 Notice. Any notice required to be provided herein may be made either personally, by mail, by wire, by facsimile or by e-mail.

Section 8-7 Political Activity. Pursuant to Article 5(b) of the Corporation's Articles of Incorporation, the Urban Affairs Coalition shall not endorse or oppose or seek to elect any candidate for public office. Any member of the Board or any committee of the Urban Affairs Coalition or any staff member who shall become a candidate for public office, shall within one week thereafter (1) acknowledge in writing addressed to the Urban Affairs Coalition that such member is aware of the Urban Affairs Coalition policy that it shall not endorse or seek to elect any candidate for public office and that such member will neither allege, or permit any other on his behalf to allege that such member's candidacy has been endorsed by, or is being supported by, the Urban Affairs Coalition or (2) failing to acknowledge in writing as provided in subparagraph (1) above shall be deemed to have resigned from all positions as Board and committee member of the Urban Affairs Coalition, as of the date of such member becoming a candidate for public office. In addition, no Board member, committee member or staff

member shall utilize Corporation resources, including staff, copiers, phones, faxes, computers and paper, directly or indirectly, to support or oppose any candidate for public office.

#### ARTICLE IX - AMENDMENTS

The Board of Directors of the Corporation shall have the power to alter, amend, or repeal these By-laws at any regular or special meeting, duly convened after thirty (30) days notice to the Directors of such purpose. Any such alteration, amendment or repeal shall require the vote, in person or by proxy, of more than fifty percent (50%) of the total number of Directors in office.