

SECOND AMENDED AND RESTATED BY-LAWS
OF
NORTH HILLS AFFORDABLE HOUSING, INC.
A NON-PROFIT CORPORATION

ARTICLE I. NAME, ADDRESS AND SEAL OF CORPORATION

Section 1.01 Name of Corporation. The name of the Corporation shall be North Hills Affordable Housing, Inc. doing business as HEARTH, which means **H**omelessness **E**nds with **A**dvocacy, **R**esources, **T**raining, and **H**ousing, (hereinafter referred to as the “Corporation”), incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 on May 8, 1989.

Section 1.02 Principal Office. The principal place of business of the Corporation in Pennsylvania shall be located at 3724 Mt. Royal Blvd., Suite 101, Glenshaw, PA 15116.

Section 1.03 Other Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

Section 1.04 Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

ARTICLE II. NATURE OF CORPORATION

Section 2.01 Non-profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

Section 2.02 Purposes.

1. The Corporation is formed exclusively for educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the “Code”).
2. The Corporation will have the purposes or powers stated in its Amended and Restated Articles of Incorporation and whatever powers are or may be granted by the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, or any successor legislation.

3. Without limiting the generality of the foregoing, one of the principal purposes of the Corporation shall be to develop strategies and interventions, which eliminate the problem of homelessness in the Corporation's community caused by or resulting from domestic violence or other trauma. The Corporation shall be a victim service provider and serve victims of domestic violence or other trauma and their families.
4. Notwithstanding any other provision of these By-Laws, the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code (hereinafter referred to in these By-Laws as an "exempt organization"), or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be devoted to carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
5. Notwithstanding any other provision of these By-Laws, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its directors, trustees, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent that such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in Article 4 of the Amended and Restated Articles of Incorporation of the Corporation as may from time to time be either required or permitted by Section 501(c)(3) of the Code.
6. In the event that the Corporation shall be dissolved or liquidated, the Board (as hereinafter defined), after paying or making provision for payment of all of the known liabilities of the Corporation, may transfer or dispose of the Corporation's property and assets to such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution or sale of the assets of the Corporation.

ARTICLE III. BOARD OF DIRECTORS

Section 3.01 Management. The business and affairs of the Corporation shall be managed by the Board of Directors (hereinafter sometimes referred to as the "Board"). The directors shall act only as a Board and individual directors shall have no power as such.

Section 3.02 Number and Election. The Board shall consist of not less than eleven (11) nor more than twenty-eight (28) directors, excluding Emeritus Board and Young Professional Board members. Each director shall be elected or appointed for a three (3) year term and until his or her successor shall be elected or appointed and shall qualify or until his or her earlier death, resignation, removal, disqualification, or disability. Each director shall hold office from the time of his or her election but shall be responsible as a director from such time only if he or she consents to his or her election; otherwise from the time he or she accepts office or attends his or her first meeting of the Board. Each director may be elected or appointed for a maximum of two (2) successive three (3) year terms. After an interval of one (1) year, a former Board member may again be elected or appointed. In instances where the Board desires to have a member serve more than two (2) consecutive three (3) year terms, this provision may be waived by a majority vote of the entire Board of Directors then in office.

Section 3.03 Election and Appointment of Directors. All directors shall be elected by the Board at its discretion. Such directors shall be elected by a majority of the votes cast.

Section 3.04 Annual and Regular Meetings. The Board shall meet regularly, not less than four (4) times each year. Meetings of the Board shall be general meetings and open for the transaction of any business within the powers of the Board without special notice of such business except in any case where special notice is required by law or the By-laws.

Section 3.05 Special Meetings. Special meetings of the Board shall be called at any time by the Secretary upon the written request of either the President or three (3) members of the Board.

Section 3.06 Notice of Directors' Meetings. Written or personal notice of every meeting of the Board of Directors shall be given to each director at least three (3) days prior to the day named for the meeting. Such notice shall state the time and the place where the meeting is to be held and for special meetings, in addition, the purpose or purposes for which the meeting is called. If mailed, such notice shall be directed to each director entitled to notice at his or her address as it appears on the books or records of the Corporation. No notice of the time, place or purpose of any meeting need be given to any director who attends such meeting or to any director who in writing, executed and filed with the records of the Corporation, either before or after the holding of such meeting, waives such notice.

Section 3.07 Quorum. A majority 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. In the absence of a quorum no business shall be transacted except to take measures to obtain a quorum, fix a time to adjourn, adjourn or take a recess.

Section 3.08 Resignation and Removal of Directors. Any director may be removed at any time with or without cause at any meeting of the Board by a vote of a majority of the directors of the Corporation. Notice of a meeting regarding the proposed removal of a director must be submitted to the director proposed to be removed not less than five (5) days prior to the meeting. Any director may resign at any time by submitting his resignation to the Secretary. Such resignation shall become effective upon its receipt by the Secretary or as otherwise specified therein.

Section 3.09 Compensation and Expenses. Directors shall serve without compensation but may be reimbursed for expenses incurred when acting at the request of and on behalf of the Board.

Section 3.10 Conflict of Interest. The Board of Directors has adopted a Conflict of Interest policy for defining, determining and addressing any possible conflicts of interest.

Section 3.11 Catastrophe. Notwithstanding any other provisions of the Pennsylvania Nonprofit Corporation Law of 1988, the Amended and Restated Articles of Incorporation of the Corporation or these Bylaws, if any emergency resulting from warlike damage or an attack on the United States or any nuclear or atomic disaster, or any other national or local disaster, causes a majority of the Board to be incapable to acting as such because of death or other physical disability or difficulties of communication or transportation, the other director or directors shall constitute a quorum for the sole purpose of electing directors to replace the directors so incapable of acting. The directors so elected shall serve until such replaced directors are able to attend meetings of the Board or until the Board acts to elect directors for such purpose. Questions as to the existence of such an emergency or disaster or as to the fact of such incapacity shall be conclusively determined by such other director or directors.

ARTICLE IV. OFFICERS

Section 4.01 Number of Officers. The officers of the Corporation shall be a President, a President Elect (1 year term), a Secretary, a Treasurer, and President Ex-Officio (1 year term). One person may hold no more than two (2) of the aforementioned offices at any time. The aforementioned officers must be directors. The officers shall perform such duties as usually pertain to the offices which they hold or as may be assigned to them by the Board. The President of the corporation shall be the President of the Board and will become President Ex-Officio for one year at the conclusion of their term. The President Ex-Officio will serve as an officer for the first year of the new President's term. The President-Elect will be identified one year prior to the start of their term as President and will replace the President Ex-Officio as the fourth officer. The four officers shall serve on the Executive Committee of the Board.

Section 4.02 Election of Officers.

Nominated officers will be presented to the Board by the Board Development committee and elected by a majority of quorum for two-year terms, with the exception of the President-Elect and President Ex-Officio, who serve one year terms. The officers may succeed themselves in office.

Each person elected an officer shall hold office at the pleasure of the Board and continue in office until the next annual meeting after his or her election or until his or her successor shall have been duly elected and qualified or until his or her earlier death, resignation, removal, disqualification, or disability, in accordance with the By-laws.

Section 4.03 Additional Officers; Other Agents and Employees. The Board at any meeting may by resolution appoint such additional officers, who need not be directors, and such agents and employees and independent contractors and determine their duties,

term of office, conditions of employment and compensation, if any, as it may deem advisable. The Board may delegate to any officer or committee the power to appoint such additional officers, agents, employees and independent contractors and to determine their duties, terms of office, conditions of employment and compensation, if any. The Board shall have the right to dismiss any such additional officers, agents, employees and independent contractors at any time, without prejudice to their contract rights, if any.

ARTICLE V. VACANCIES

Section 5.01 Vacancies of Officers or Agents. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred or until his or her death, resignation, removal, disqualification, or disability.

Vacancies of officers caused by death, resignation, removal, disqualification, disability, increase in the number of officers or other cause may be filled by a majority vote of the Board at a special meeting called for that purpose or at any regular meeting. If an acting President leaves their position before the end of their term for any reason, the President Elect becomes President until the next election of Officers. If no individual has yet been identified as President Elect, the Executive Committee may hold a new election to fill the President's seat or identify an interim President until the Board can vote.

Section 5.02 Vacancies in Board of Directors. Vacancies in the Board may be filled by a majority vote of the then members of the Board, whether or not a quorum, and each person so elected shall be a director for the unexpired term in respect of which such vacancy occurred or until his or her death, resignation, removal, disqualification, or disability.

ARTICLE VI. COMMITTEES OF THE BOARD OF DIRECTORS

Section 6.01 Executive Committee. There shall be an Executive Committee consisting of the officers of the Corporation, the Chair of the Program Committee and the Chair of the Personnel Committee. The President of the Corporation shall act as Chairperson of the Executive Committee. A quorum consists of four voting members and the act of a quorum of the Executive Committee present shall be the act of the Executive Committee. Other directors may be nominated to serve on the Executive Committee by the Board President, subject to a majority vote of the board.

The Executive Committee shall, during the intervals between meetings of the Board, possess and exercise all of the powers of the Board in the management of the affairs and the property of the Corporation except as otherwise provided by law, the By-laws, resolution or other previous Board action. The Executive Committee shall keep full and fair records and accounts of its proceedings and transactions. All actions by the Executive Committee shall be reported to the Board at its next meeting succeeding such action and shall be subject to revision and alteration by the Board, provided that no rights of third parties shall be affected by revision or alteration.

Section 6.02 Additional Committees of the Board of Directors. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of one or more directors of the Corporation. Such committees will report to the Board. Any such committee, to the extent provided in the resolution of the Board of Directors or in the By-laws (but subject to the limitations set forth in Section 6.03 of these By-laws), shall have and may exercise all of the powers and authority of the Board of Directors.

Section 6.03 Limitation on Committee Power. No committee shall have any power or authority as to the following:

1. The filling of vacancies in the Board of Directors.
2. The adoption, amendment or repeal of the By-laws.
3. The amendment or repeal of any resolution of the Board.
4. Action on matters committed by the By-laws or resolution of the Board of Directors to another committee of the Board.

ARTICLE VII MISCELLANEOUS PROVISIONS

Section 7.01 Fiscal Year and Audit. The fiscal year of the Corporation shall end on June 30 of each year. The Corporation shall be required periodically and no less than once a year to audit the accounts of the Corporation according to standard accounting practices. The President and Treasurer shall present an annual report to the Board in accordance with Section 5553 of the Pennsylvania Nonprofit Corporation Law of 1988.

Section 7.02 Execution of Contracts. The Board may authorize any officer, employee or agent, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. The CEO or other officer is authorized to enter into contracts that are approved via budget expenditures, and for those beyond the budget the CEO is authorized to enter into one or more contracts up to 5% of planned annual budget. Unless so authorized by these By-laws or by the Board, no officer, employee or agent shall have any power to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or any amount.

Section 7.03 Payment of Bills. All checks drawn upon the account of North Hills Affordable Housing, Inc. dba HEARTH shall be signed by the CEO or an elected officer if the amount of the check is less than \$1,000.00 or if a check is a payroll check other than the CEO's. The CEO will receive his/her payroll check via direct deposit to their bank. Any checks drawn for an amount of \$1,000.00 or more or made payable to the CEO shall be signed by two elected officers or an elected officer and the CEO or as otherwise specified by the Board of Directors. Additionally, bills over \$1,000 can be approved by two of the signatures and paid via on-line payments or with the corporate credit card. Recurring monthly bills (as designated by the Finance Committee) can be approved by one of the signatures and paid via on-line payments.

Section 7.04 Loans. No loan shall be contracted on behalf of the Corporation unless authorized by the Board or Executive Committee acting on behalf of the Board. There must be two signers including the CEO on any loans.

Section 7.05 Commercial Paper. All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or evidences of indebtedness of the Corporation, shall be executed on behalf of the corporation by such officer or officers, or employee or employees, as the Board may, by resolution, from time to time determine.

Section 7.06 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 may from time to time select or as may be selected by any officer or employee of the Corporation to whom such power may from time to time be delegated by the Board; and for the purpose of such deposit, any officer, or any employee to whom such power may be delegated by the Board, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

Section 7.07 Notices. Except as may otherwise be required by law, any notice required to be given under these By-laws shall be in writing or via email and signed by the President, Designated Director, CEO, or Secretary. Any such notice may be given to the person entitled to receive such notice, either personally or by sending a copy thereof by first class mail, postage prepaid, to his or her address appearing on the books of the Corporation, or, in the case of directors, supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-laws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 7.08 Participation by Virtual Medium or Phone. One or more persons may participate in a meeting of the Board or of any committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 7.09 HEARTH Brand Guidelines. These guidelines must be followed any time the HEARTH name, logo, etc. is used.

HEARTH Brand:

Logo:



HEARTH
A Safe Place Matters

Vertical -House with HEARTH name underneath
Horizontal – House with HEARTH to the right
Logo should always be placed in the top left of any piece that HEARTH creates. If HEARTH is partnering with another organization logos should be centered, with HEARTH's Horizontal logo on top.

***Black logo can be used in black and white pieces
White logo should be used on any pieces with a black background.***

Tagline:

A Safe Place Matters

Colors:

Flat Colors: Red, Gray/Black, White

Pantone Matching System (PMS):

Red: 2350 C

Gray/Black: 447 C



White: PMS does not have this
HEX:
Red: aa2c1c
Gray/Black: 333333
White: fef6f6
RGB (Digital):
Red: R170, G44, B28
Gray/Black: R51, G51, B51
White: R254, G246, B246
CMYK (Print):
Red: C1, M90, Y92, K33
Gray/Black: C69, M63, Y62, K58
White: C0, M3, Y1, K0

Gradient Red:
Pantone Matching System (PMS): 1815C to 2027 C
HEX: 831c09 to ed4e47
RGB (Digital): R131, G28, B9 to R237, G78, B71
CMYK (Print): C1, M90, Y92, K54 to C1, M85, Y74, K0

Fonts: *Found in Adobe, but HEARTH staff can integrate them into Microsoft Office Suite.*
Headings: Urbane
Variations include: Light, Italic, Medium, and Bold
Paragraphs: Museo Sans
Variations include: Regular (300), Italic, Medium (700), and Bold (900)

Newsletter Brand:
Name: A Safe Place Matters
Logo: Same as HEARTH Brand indicated above.
Tagline: Same as HEARTH Brand indicated above.
Colors: Same as HEARTH Brand indicated above.

ARTICLE VIII. INDEMNIFICATION

Section 8.01 Right to Indemnification.

1. As used herein, the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a party (other than an action by the Corporation) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason

- of such person being or having been a director or officer of the Corporation.
2. Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.
 3. A person who is not a director or officer of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Board at any time designates such person as entitled to the benefits of this Article VIII.
 4. As used in this Article VIII; "indemnitee" shall include each director and each officer of the Corporation and each other person designated by the Board as entitled to the benefits of this Article VIII; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Corporation has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Section 8.03 hereof that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that Section.

Section 8.02 Right to Advancement of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, every indemnitee shall be entitled as of right to have his expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

Section 8.03 Right of Indemnitee to Initiate Action; Defenses.

1. If a written claim under Section 8.01 or 8.02 of this Article VIII is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.
2. The only defenses to an action to recover a claim for indemnification otherwise properly asserted under Section 8.01 shall be (i) that the indemnitee's conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Corporation.
3. The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under Section 8.02 shall be (i) that advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, or (ii) that the indemnitee failed to provide the undertaking required by Section 8.02, but the burden of proving any such defense shall be on the Corporation.

Section 8.04 Non Exclusivity; Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Article VIII shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Corporation at any time while this Article VIII is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Article VIII), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Article VIII and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

ARTICLE IX. PERSONAL LIABILITY OF DIRECTORS.

Section 9.01 Elimination of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, 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, as a director.

Section 9.02 Applicability. The provisions of this Section 9.02 shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Section 9.02 is in effect and each such director shall be deemed to be so serving in reliance on the provisions of this Section 9.02. Any amendment or repeal of this Section 9.02 or adoption of any By-law or provision of the Amended and Restated Articles of Incorporation of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, By-law or provision.

ARTICLE X. AMENDMENTS

These By-laws may be altered, amended or repealed, and new By-laws may be adopted, by a two-thirds (2/3) vote of those directors present at any meeting called as provided for herein, provided that notice of the proposed amendment has been submitted in writing to the directors not less than five (5) days prior to the date of the meeting. Except as provided in Article VIII, no provision of the By-laws shall vest in any person any property right or any contract right.

March 5, 2021