

BYLAWS
OF
EAST CARSON STREET DISTRICT MANAGEMENT, INC.

Article I

Purpose and Objective

- 1.1 Definition of Bylaws. These bylaws constitute the code of rules adopted by East Carson Street District Management, Inc. ("the Corporation") for the regulation and management of its affairs. As used herein, references to the "District" shall mean the East Carson Street Neighborhood Improvement District, a Neighborhood Improvement District established pursuant to the Neighborhood Improvement District Act, 73 P.S. §§ 831 et seq., and the authorizing ordinance of the City of Pittsburgh.
- 1.2 Purpose and Powers. The Corporation will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, 15 Pa.C.S. §§ 5101 et seq., or any successor legislation. The Corporation will be exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code ("the Code") (or the corresponding provision of any future United States Internal Revenue Statute). No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation. Furthermore, the Corporation assumes all powers granted to it under the Neighborhood Improvement District Act, 73 P.S. §§ 831 et seq., and under the authorizing ordinance establishing the East Carson Street District Management, Inc. as the Neighborhood Improvement District Management Association (NIDMA). Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. 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 (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

The primary purpose of the Corporation is to provide for the management for a Neighborhood Improvement District designated or to be designated by the City of

Pittsburgh under the Neighborhood Improvement District Act known as the East Carson Street Neighborhood Improvement District.

- 1.03 Services and Improvements. Special assessment revenues shall be used solely for administrative services and improvements permitted by the Act and not essential governmental services provided by the municipal government of the City of Pittsburgh.

Article II

Offices and Agency

- 2.01 Principal Office. The initial principal office of the Corporation shall be at the registered office of the Corporation required by the Pennsylvania Nonprofit Corporation Law to be maintained in the Commonwealth of Pennsylvania may be, but need not be, the same as the principal office. Such office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of the Corporation. The Board of Directors may from time to time change the address of its registered offices by duly adopted resolution and amend its Articles or file the appropriate statement with the Department of State.
- 2.02 Additional Offices. In addition, the Corporation may maintain other offices as its business requires.

Article III

Members

- 3.01 Members. The Corporation is a membership corporation. All owners of residential and commercial affected properties in the East Carson Street District Management, Inc. who pay an Improvement District special assessment to the East Carson Street District Management, Inc. shall be members of the Corporation.

Owners of properties located within the East Carson Street District Management, Inc. which are exempt from payment of the special assessment shall be eligible for membership upon payment to the East Carson Street District Management, Inc. of an amount equal to or greater than the Improvement District special assessment for similar taxable properties.

- 3.02 Member Meetings. The Corporation shall hold an annual meeting of members, and may hold such other meetings of members as may be deemed desirable by the Board of Directors, each upon notice of at least fourteen (14) days, at such times and places as are designated by the Board of Directors. A special meeting of the members may also be called by the Board of Directors, or on request of five percent (5%) of the members, upon at least fourteen (14) days' notice. The Secretary shall give notice of meetings by first class mail or by e-mail (if the member has provided an e-mail address to the Corporation and has consented to being contacted at that e-mail address) to all members of record at the

address of their property or such other address they provide. Notice of any meeting shall state the place, day, and hour of the meeting, and in the case of a special meeting or a meeting at which action will be taken on matters requiring member approval under these Bylaws or applicable law, the notice shall describe the purpose or purposes for which the meeting is called. Notice by first class mail shall be deemed given when deposited in the United States mail, properly addressed with postage prepaid. Notice by electronic mail shall be deemed given when sent to the member's email address on file. The annual meeting of members shall be held prior to December 31 in each year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting.

- 3.03 Quorum and Voting. The presence in person or by proxy of members entitled to cast at least fifty-one percent (51%) of the votes entitled to be cast at a meeting of members shall constitute a quorum for the transaction of business. If a quorum is present, the affirmative vote of a majority of the votes cast shall be the act of the members, unless a greater number is required by law, the Articles of Incorporation, or these Bylaws. In the absence of a quorum, a majority of those present may adjourn the meeting from time to time without further notice. Each member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members, regardless of the number of properties owned by such member within the District.

Article IV **Annual Report**

- 4.01 Contents. The Board of Directors shall present annually to the property owners within the East Carson Street District Management, Inc. a report, verified by the Executive Director and Treasurer or by a majority of the Directors, showing in appropriate detail the following:
- a. The assets and liabilities of the Corporation as of the end of the fiscal year immediately preceding the date of the report;
 - b. The principal changes in assets and liabilities during the year immediately preceding the date of the report;
 - c. The revenue and receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report;
 - d. The expenses or disbursements of the Organization, for both general and restricted purposes, during the year immediately preceding the date of the report; and
 - e. Programmatic information and summary of audit findings.
- 4.02 Place of filing. The annual report of the Board of Directors shall be filed with the minutes of the meetings of members.

Article V

Board of Directors

- 5.01 Definition of Board of Directors. The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation. All Board members shall be owners of property within the District, except that this requirement shall not apply to the City Council representative or the Mayor's representative.
- 5.02 Qualifications of Directors. The qualifications for becoming and remaining a Director of this Corporation are as follows:
1. Directors must be persons at least eighteen (18) years of age and natural citizens of the Commonwealth of Pennsylvania. Directors who are individual property owners must either reside in the Commonwealth of Pennsylvania or maintain their principal place of business therein. Directors who represent entity property owners must be authorized representatives of such entities.
 2. Directors must be in good standing such that they are current on their special assessment.
 3. Where a member is a corporation, limited liability company, partnership, trust, or other legal entity, such entity may designate a natural person to serve as a Director on behalf of such entity. Such designation shall be made in writing and filed with the Secretary. The designated representative must be an officer, director, manager, general partner, trustee, or employee of the entity member. The entity member may change its designated representative at any time by written notice to the Secretary.
- 5.03 Composition of the Board of Directors. The total number of Directors of this Corporation will be an odd number not less than seven (7) at any time. The total number of Directors will be no more than eleven (11). Each member of the Board of Directors shall be selected by the Corporation's Board or the membership as provided herein. The Board shall include the following:
1. One member appointed by the Mayor of the City of Pittsburgh.
 2. The Pittsburgh City Council member from District 3 or his/her representative.
 3. Three District property owners who own property east of Eighteenth Street.
 4. Three District property owners who own property on or west of Eighteenth Street.
 5. Three District property owners or business owners in the Entertainment/Hospitality industry.
 6. At least one District property owner who owns in excess of 30,000 square feet of space within the District.
 7. At least one District property owner who owns no more than 10,000 square feet of space within the District.

- 5.04 Initial appointment. An initial interim board will be appointed by the East Carson Street District Management, Inc. Steering Committee until such time as the membership can elect the Board of Directors, which shall initially consist of eleven (11) Directors. Upon that time, one-third of vacant seats will be elected for a one-year term, one-third of vacant seats will be elected for a two-year term, and one-third of vacant seats will be elected for a three-year term. Initial term lengths will be chosen by a random drawing with one-third of the Directors chosen for each initial term length. After the initial appointment and election, all Directors will be elected for three-year terms
- 5.05 Term. Other than the Mayoral and Council appointments, no Director may serve more than three full consecutive three-year terms. Each Director shall hold office until the expiration of the term for which he or she was elected and until said Director's successor has been selected and qualified or until said Director's earlier death, resignation, or removal.
- 5.06 Voting. A Director may designate another Director to vote on the absent Director's behalf by written proxy signed by the absent Director and delivered to the Secretary before or at the meeting. No Director may hold more than one (1) proxy at any meeting. A proxy shall be valid only for the specific meeting designated therein and shall expire at the conclusion of such meeting. A Director present by proxy shall not be counted for purposes of establishing a quorum. The Chairperson of the Board will vote only to break a tie vote.
- 5.07 Election and Classification. Directors of the Organization shall be elected by the members except as provided in Sections 5.02.e, 5.03, and 5.08.01. Election of members of the Board of Directors may take place at a duly called meeting of the membership, via mail, or by electronic ballot or any combination of these methods.
- 5.08 Vacancies on the Board. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors or from the removal of a director for "cause" or for any other reason, may be filled by a majority vote of the remaining members of the Board of Directors even if less than a quorum, or by a sole remaining Director, and each person so selected shall be a Director to serve for the balance of the unexpired term of the class for which such Director has been chosen and until his or her successor has been selected and qualified or until his or her earlier death, resignation, or removal.
- 5.09 Removal and Resignation.
- 5.09.01 Removal by action of members. Any individual Director may be removed from office for "cause" upon a vote of members entitled to elect Directors or upon a vote of two-thirds of the Directors. In case any one or more Directors are so removed, new Directors may be elected by the members upon the Board of Directors' compliance with the appropriate nomination procedures, at the same meeting or another meeting. In addition, the vacancy created by the removal of

one or more members for “cause” may be filled by action of the Board of Directors.

5.09.02 Removal of Directors. For the purposes of Section 5.09.01, “cause” for removal of a Director shall exist if said Director: (a) has been judicially declared of unsound mind, (b) has been convicted of an offense punishable by imprisonment for a term of more than one year, (c) if within sixty (60) days after notice of his or her election, said Director does not accept such office either in writing or by attending a meeting of the Board of Directors; (d) without good cause, fails to attend three (3) consecutive regular meetings of the Board of Directors, or fails to attend at least fifty percent (50%) of regular Board meetings in any twelve-month period, after receiving written notice from the Secretary of such absences and a thirty (30) day opportunity to cure; (e) sells the property that qualified him/her to be a Director (if applicable) or leaves the employment or board of the member or the organization which the individual Director represents on the Board of Directors; or (f) takes actions which the Board of Directors determines to be contrary to the interests of the Corporation or the East Carson Street District Management, Inc., including delinquent on payment of assessment.

5.09.03 Resignation. Any Director may resign at any time from his or her position as a Director of the Corporation upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the notice of resignation.

5.10 Regular Meetings. The Board of Directors shall hold an annual meeting for the election of Officers and the transaction of other proper business either as soon as practical after, and at the same place as, the annual meeting of members or at such other day, hour, and place as may be fixed by the Board of Directors. In addition, the Board of Directors shall meet no less frequently than six times per calendar year, with the day, hour and place of such meetings to be fixed by the Board of Directors.

5.11 Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson of the Board or by three (3) Directors. The person or persons calling the special meeting may fix the day and time of the meeting. Written notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than two (2) days before the date of the meeting, either by first class mail, personally, or via facsimile or electronic mail. If by first class mail, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of this Corporation, with postage prepaid. Such notice must state the business to be transacted at, or the purpose of, such meeting.

- 5.12 Waiver of Notice. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting has not been lawfully called or convened.
- 5.13 Quorum of Directors. The presence of more than fifty percent (50%) of the current Directors will constitute a quorum of the Board of Directors. The act of a majority of the Directors present and voting at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Nonprofit Corporation Law of 1988, the Articles of Incorporation of the Corporation, or any provision of these Bylaws.
- 5.14 Interested Directors or Officers; Quorum. No contract or transaction between the Corporation and one or more of its members, Directors, or Officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers have a financial or other interest, shall be void or voidable solely for such reason, or solely because the member, Director, or Officer is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because his, her, or their votes are counted for such purpose so long as: (1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors even if the disinterested Directors are less than a quorum; (2) the material facts as to the relationship or interest and as to the contract or transaction is specifically approved in good faith by vote of such members; and (3) the contract or transaction is fair as to this Corporation as of the time it is authorized, approved or ratified by the Board of Directors or the members. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this Section 5.14. Prior to the consideration of any contract or transaction in which a Director or Officer has a material financial interest, the interested party shall disclose in writing to the Board the nature and extent of such interest. The disclosure shall be recorded in the minutes. During deliberation and voting on the matter, the interested Director or Officer shall leave the meeting room unless the Board requests the interested party's presence to answer questions. Any Director or Officer with a conflict shall refrain from attempting to influence the deliberations or vote of other Directors. Each Director and Officer shall annually submit a written statement to the Secretary identifying any business relationships, financial interests, or other matters that could reasonably give rise to a conflict of interest with respect to the Corporation's activities.
- 5.15 Interested Parties; Recusal. Each Officer and employee of the Corporation shall be required to recuse himself or herself from voting at any Board of Directors, Executive Committee, or

other Board of Directors' committee meeting at which such individual's conduct, performance, salary or retention are subject to discussion or review.

- 5.16 Fiduciary Duties. Each Director shall discharge the duties of a Director, including duties as a member of any committee, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In discharging duties, a Director shall be entitled to rely on information, opinions, reports, or statements prepared or presented by officers, employees, or committees of the Corporation, or by legal counsel, public accountants, or other persons as to matters the Director reasonably believes to be within such person's professional competence, provided that the Director acts in good faith and is not aware of any information that would cause such reliance to be unwarranted.
- 5.17 Meetings by Electronic Communications. Directors may participate in any meeting of the Board of Directors, and members may participate in any meeting of members, by means of conference telephone, video conference, or other electronic communications technology 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, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
- 5.18 Action by Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote at a duly convened meeting. The signed consent, or a signed copy thereof, shall be placed in the minute book of the Corporation.

Article VI

Officers

- 6.01 Roster of Officers. The Officers of this Corporation will consist of the following personnel:
- a. Chairperson, see 6.04
 - b. Vice Chairperson, see 6.05
 - c. A Secretary, see 6.06
 - d. A Treasurer, see 6.07
- 6.02 Selection of Officers. Each of the Officers of this Corporation will be elected and appointed annually by the Board of Directors. Each Officer shall serve at the pleasure of the Board and shall remain in office for one (1) year unless or until a successor to such office has been

selected and qualified. The Board of Directors also has the power to elect and appoint an officer for an interim period, should an officer not complete their entire term.

- 6.03 Multiple Office Holders. No person may hold more than one office at a time.
- 6.04 Chairperson of the Board. The Chairperson of the Board will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The Chairperson of the Board will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.
- 6.05 Vice Chairperson. In the absence of the Chairperson, or in the event of the Chairperson's inability or refusal to act, the Vice Chairperson shall perform all duties and exercise all powers of the Chairperson. The Vice Chairperson will perform all duties and exercise all powers as may be assigned by the Chairperson of the Board. The Vice Chairperson will perform such other duties as may be prescribed from time to time by the Board of Directors.
- 6.06 Secretary. The Secretary will keep minutes of all meetings of the Board of Directors, will be the custodian of the corporate records, and give all notices as are required by law or by these Bylaws and, generally, will perform all duties as may be required by law or by these Bylaws, or which may be assigned from time to time by the Board of Directors.
- 6.07 Treasurer. The Treasurer will have charge and custody of all funds of this Corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the corporation's business transactions, will refer reports and accountings to the Directors as required by the Board of Directors or by law, and will perform in general all duties as may be required by law or by these Bylaws, or which may be assigned from time to time by the Board of Directors.
- 6.08 Removal of Officers. Any Officer elected or appointed to office may be removed by the Board or other persons authorized under these Bylaws to elect or appoint such Officers whenever, in their judgment, the best interests of this Corporation will be served. However, such removal will be without prejudice to any contract rights of the Officers so removed.

Article VII

Committees

- 7.01 Committees. This Corporation may have certain Committees, each of which will include one (1) or more Directors, which Committees will have and exercise some prescribed authority of the Board of Directors in the management of this Corporation. However, no such Committee will have the authority of the Board in reference to or affecting any of the following:

- a. Any action requiring approval of Directors under the Nonprofit Corporation Law of 1988.
- b. Filling of Vacancies in the Board.
- c. Adoption, amendment, or repeal of Bylaws.
- d. Amendment or repeal of any resolution of the Board.
- e. Action of matter committed by Bylaws or resolution of the Board to another committee of the Board.

7.02 Required Committees.

- 7.02.01 Executive Committee. The Executive Committee is a Committee which will always be operative as part of the corporate management, will consist exclusively of members of the Board of Directors, and will have the following specific and prescribed authority of the Board to exercise in the management of this Corporation. The particular Directors to be serving from time to time thereon are to be designated and appointed by the Board of Directors in a resolution which may otherwise add to or subtract from the scope of such Committee's authority, if legally permissible. The Executive Committee, consisting of at least the elected Officers, will act for the Board of Directors in the day-to-day management of the Corporation in the absence of action by the Board, where legally permissible.
- 7.02.02 Nominating Committee. The Nominating Committee shall consist of at least the Vice Chairperson and three (3) non-officer Directors. The Nominating Committee shall be responsible for identifying, reviewing the qualifications of, and proposing for nomination qualified candidates for the positions of an Officer or member of the Board of Directors of the Corporation and also for qualified candidates for the District Advisory Committee as set forth in Section 7.02.04. In developing its list of qualified nominees for the position of member of the Board of Directors, the Nominating Committee shall assure that the remaining members of the Board of Directors and slate of nominees for the Board of Directors collectively include one or more persons from each group that is required to be represented on the Board, and the Board of Directors shall conduct elections in such a way so as to assure that the representative from each such group is elected. The Nominating Committee shall propose all nominations to the Board of Directors and members for consideration. In the event any position on the Board of Directors becomes available during a Director's term, the Nominating Committee may make nominations to fill such positions.
- 7.02.03 Finance Committee. The Finance Committee shall consist of the Treasurer and at least two (2) other members of the Board of Directors. The Finance

Committee shall be chaired by the Treasurer. The Finance Committee shall be responsible for managing the Organization's finances, coordinating and reviewing the annual audit of the Corporation's financial records and other matters as they may be assigned to the Finance Committee by the Board of Directors or Executive Committee, from time to time.

- 7.03 Appointment of Committees. The Board of Directors, by resolution duly adopted at a meeting of the Board, may designate and appoint one or more other Committees and delegate to such Committees specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. However, the creation of such Committees will not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed on such persons otherwise by law.
- 7.04 Committee Rules. Unless the Board of Directors provides otherwise by resolution, each Committee shall conduct its business and take action in the same manner as the Board of Directors conducts its business pursuant to the Articles of Incorporation and these ByLaws.

Article VIII **Operations**

- 8.01 Executive Director. The Board of Directors is empowered to hire an Executive Director under any conditions it deems suitable. The Executive Director shall be responsible for the daily operation of this Corporation and other duties as shall be assigned, including the hiring of staff as needed. The Executive Director shall serve at the pleasure of the Board.
- 8.02 Fiscal Year. The fiscal year of this Corporation will commence on January 1 of each year.
- 8.03 Check signing. Except as otherwise provided by law, or by resolution of the Board of Directors, checks, drafts, or orders for the payment of money of this Corporation will be signed by any combination of two Officers or one Officer and the Executive Director of this Corporation. Checks over \$5,000 executed in the name of and on behalf of the Corporation which are not included in the Board's approved Annual Budget, will be signed by the Chairperson of the Board and countersigned by the Secretary and Treasurer, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.
- 8.04 Contracts. Any contract entered into by the Corporation, including but not limited to leases, promissory notes, evidences of indebtedness or other instruments executed in the name of and on behalf of the Corporation which are not included in the Board's approved Annual Budget, must be approved by the Directors, signed by the Chairperson of the Board and countersigned by the Secretary.

- 8.04 Books and Records. This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Board of Directors. The Corporation will keep at its registered office a Directors' register stating the names and addresses of each Director and the original or a copy of these Bylaws, including amendments, certified by the Secretary of the Corporation.
- 8.05 Inspection of Books and Records. All books and records of this Corporation may be inspected by any Member, or his agent or attorney, for any reasonable purpose during normal business hours on written demand stating such purpose.
- 8.06 Record Retention. The Corporation shall maintain its corporate records in accordance with the following minimum retention periods: (a) permanent records: Articles of Incorporation, Bylaws and amendments, minutes of Board and member meetings, and annual reports; (b) seven (7) years: financial records, tax returns, audit reports, and contracts; (c) three (3) years: general correspondence and routine operational records. The Executive Director shall implement procedures for secure storage and, where appropriate, destruction of records in accordance with this policy.

Article IX

Limitation of Liability and Indemnification

- 9.01 Limited Liability of the Board. Liability of the Board of Directors shall be limited as follows:
- a. A Director of the Corporation shall not be personally liable for monetary damages for an action taken, or any failure to take any action on behalf of the Corporation, unless (i) the Director has breached or failed to perform the duties of his or her office, and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section 10.01 shall not apply to (i) the responsibility or liability of a Director pursuant to any criminal statute, or (ii) the liability of a Director for the payment of taxes pursuant to local, state or federal law. Any repeal or modification of this Section 10.01 shall be prospective only, and shall not affect, to the detriment of any Director, any limitation on the personal liability of a Director of the Corporation existing at the time of such repeal or modification.
 - b. A Director shall have no personal liability in contract to the Corporation or any other person or entity under any agreement, check, contract, deed, lease, mortgage, instrument or transaction entered into by them on behalf of the Board or the Corporation in performance of the Director's duties.
- 9.02 Indemnification. Each Director of the Board, in his or her capacity as a Board Director, Officer, or both, shall be indemnified by the Corporation against all expenses and liabilities, including Attorneys' fees, reasonably incurred by or imposed upon him or her in connection

with any proceeding in which he or she may become involved by reason of his or her being or having been a Director and/or Officer of the Board, or any settlement of any such proceeding, whether or not he or she is a Board Director, Officer or both at the time such expenses are incurred, except in such cases wherein such Board Director and/or Officer is adjudged guilty of or liable for willful misconduct or gross negligence in the performance of his or her duties; provided that, in the event of a settlement, this indemnification shall apply only if and when the Board (with the affected Director abstaining if he or she is then a Board Director) approves such settlement and reimbursement as being in the best interests of the Corporation; and provided further that indemnification hereunder with respect to any criminal action or proceeding is permitted only if such Board Director and/or Officer had no reasonable cause to believe his conduct was unlawful. The indemnification by the Corporation set forth in this Section shall be paid by the Corporation. Such right of indemnification shall not be deemed exclusive of any other rights to which such Board Directors and/or Officer may be entitled as a matter of law, agreement, by vote of the Directors, or otherwise. Expenses (including attorneys' fees) incurred by a Director or Officer in defending any civil, criminal, administrative, or investigative action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such Director or Officer to repay such amount if it shall ultimately be determined that such Director or Officer is not entitled to be indemnified by the Corporation as authorized by this Section.

- 9.03 Insurance. The Board shall have the right to obtain insurance to satisfy the indemnification obligation of the Corporation set forth above, to the extent reasonably available.

Article X

Amendments

- 10.01 Modification of ByLaws. These Bylaws may be amended at a regular or special meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the total number of Directors then in office (not merely two-thirds of those present). Directors must be notified in writing of proposed changes to the bylaws at least fourteen (14) days before the meeting at which the vote on the changes will take place. Such notice shall include the text of the proposed amendment and a brief explanation of its purpose. Notwithstanding the foregoing, amendments to Article III (Members), Article V (Board of Directors composition requirements), or this Article X shall require approval by a majority of members voting at a duly called meeting or by written ballot.
- 10.02 Adoption of ByLaws. These bylaws were unanimously adopted the incorporation on this 27th day of May 2026.

- 10.03 Dissolution. Upon dissolution of the Corporation, after paying or making provision for the payment of all liabilities, the Board of Directors shall distribute all remaining assets of the Corporation exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to such organization or organizations organized and operated exclusively for charitable, educational, or similar purposes as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in Allegheny County, Pennsylvania, exclusively for such purposes or to such organization or organizations as said court shall determine.

The undersigned, being the incorporator of East Carson Street District Management. Inc., hereby adopts these Bylaws on this 27th day of May, 2026



5-27-26

John DeMauro,
Incorporator