

**SIXTH AMENDED AND RESTATED
BYLAWS OF
PITTSBURGH DOWNTOWN PARTNERSHIP
formerly known as
THE DOWNTOWN MANAGEMENT ORGANIZATION**

ARTICLE I

Purpose

1.1 **Purpose.** The purpose of Pittsburgh Downtown Partnership (the "PDP" or the "Organization") shall be as set forth in Article IX, Section 9.1 hereof. The Organization shall operate under the name "Pittsburgh Downtown Partnership" or under the fictitious name of "Pittsburgh Downtown Business Improvement District" (the "BID").

The mission of the PDP is to provide dynamic leadership and a consistent voice to improve the vitality of Downtown Pittsburgh through enhanced services, advocacy, collaboration and marketing. The PDP achieves its mission through partnerships with businesses, property owners, foundations and other agencies and organizations.

The BID was established in the fall of 1996, and started operations in 1997. BID operations are funded through monies raised through the special levy charged to property owners located within the Downtown Pittsburgh area (historically referred to as "The Golden Triangle"). The BID was initially established for a five-year period, and was subsequently extended by various legislative actions.

ARTICLE II

Members

2.1 **Membership.** Any business, institution, organization, or individual whether operating as a sole proprietorship, partnership, corporation, limited liability company or other form, which supports the aforementioned purpose of the Organization, as set forth in Article IX hereof, may be invited to be a member of the Organization.

2.2 **Annual Meeting.** The annual meeting of members shall be held by the 15th of April each year, for the purpose of delivering the annual report of the Organization, electing directors and for the transaction of such other business as may properly come before the meeting.

2.3 **Special Meeting.** Special meetings of the members may be called at any time by (i) the Board of Directors, or (ii) by members entitled to cast at least ten percent (10%) of the votes that all members are entitled to cast at the particular meeting.

2.4 **Notice of Meeting.** Except in the event of an adjournment, written notice of every meeting of the members shall be given by the Secretary of the Organization, or in the Secretary's absence, by the person calling the meeting, to each person entitled to vote at the meeting, at least five (5) days prior to the day named for the meeting. The notice shall state the date, time and place of the meeting, and in the case of a special meeting, the general nature of the business to be transacted.

2.5 Voting Rights of Members. Each member shall be entitled to one vote on all matters submitted to a vote of the members, regardless of the dues assessed and paid by a member; provided, however, no entity shall vote as a member unless such entity shall have paid the appropriate level of dues which have been assessed by the Board of Directors.

2.6 Action by Members. Whenever any corporate action is to be taken by vote of the members, it shall be authorized by a majority of the votes cast at a duly organized meeting of members entitled to vote thereon, except as otherwise required by law.

2.7 Quorum. A meeting of members of the Organization duly called shall be organized for the transaction of business provided a quorum is present. The presence or participation by proxy of members entitled to cast at least one-quarter of the entire membership votes shall constitute a quorum for the purposes of consideration and transactions on such matter. The members at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

2.8 Presiding Officer. All meetings of the members shall be called to order and presided over by the Chairperson of the Board, or in the Chairperson's absence, by the Vice-Chairperson.

2.9 Adjournments. Adjournments of any annual or special meeting of members, other than meetings at which directors are to be elected, may be taken for such period or periods as the presiding officer of the meeting, or members present in person or by proxy and entitled to vote, shall direct. Meetings at which directors shall be elected shall only be adjourned as provided for by the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Pennsylvania Nonprofit Corporation Law").

2.10 Proxies. Every member entitled to vote at a meeting of members may authorize another member or members to act for such member by proxy; provided, however, any members holding another member's proxy shall register such proxy with the Secretary at or prior to the meeting at which such proxy may be voted. The presence of, or vote by proxy or other action at a meeting of, the members shall constitute the presence of, or vote of/by, that member.

2.11 Place of Meeting. All meetings of the members shall be held at such a place, within or without the Commonwealth of Pennsylvania, as may be designated by the Board of Directors from time to time.

2.12 Election of Directors. Voting for the election of directors, as set forth in Section 3.3(b), need not be by ballot, except upon demand made by a member entitled to vote at the election and before the voting begins. The nominees receiving the highest number of votes in each class shall be elected. If at any meeting of members, directors of more than one class are to be elected, each class shall be elected in a separate election.

2.13 Membership Dues. The Board of Directors shall determine all matters relating to membership dues. In establishing membership dues, the Board of Directors may consider factors, including a member's or potential member's number of employees; a member's or potential member's sales volume; and assessed value of real estate owned by a member or potential member in the downtown Pittsburgh area, and other factors as the Board of Directors shall determine to be relevant. Dues shall be payable in advance and shall be paid on a calendar

year basis, at the end of the quarter based on the anniversary date when a member joins the organization.

ARTICLE III

Board of Directors

3.1 **General.** All powers vested by law in the Organization shall be exercised by or under the authority of, and the business and affairs of the Organization shall be managed under the direction of, the Board of Directors.

3.2 **Number, Qualifications, Term of Office.**

(a) The Board of Directors of the Organization shall consist of at least twenty-five (25) and not more than forty (40) directors, the exact number to be set from time to time by resolution of the Board of Directors of the Organization. “Elected Official” directors and “Political Appointee” directors (as defined herein), however, shall not be counted when determining the total number of directors for purposes of the preceding sentence, and shall not be counted for purposes of determining quorum, but otherwise shall possess the same rights, responsibilities and privileges of all other directors (and shall be counted as all other directors for voting purposes). The following individuals are “Elected Official” directors: representative of Office of Mayor of the City of Pittsburgh; representative of the Allegheny County Executive; representative, City of Pittsburgh City Council for the Sixth District; representative of the Governor of the Commonwealth of Pennsylvania; representative of the Pennsylvania Department of Transportation (PennDOT); and representative of any other office to which an individual is elected by public vote. The following individuals are “Political Appointee” directors: representative of the Pittsburgh Parking Authority and representative of the Urban Redevelopment Authority of Pittsburgh. A director in his or her individual capacity need not be a member of the Organization. No employee of the Organization, other than the President, shall be eligible to serve as a member of the Board of Directors.

(b) 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.

(c) Except as otherwise provided in this Section 3.2(c), a director other than an Elected Official or Political Appointee may be elected to no more than three (3) consecutive terms (the “Term Limit”, and as “term” is defined more specifically in Section 3.3(b) below). A director other than an Elected Official or Political Appointee may be elected to one or more consecutive terms in excess of the Term Limit if such director: (i) is currently serving as an Officer of the Organization; (ii) has been elected to serve as an Officer of the Organization for the term immediately following the expiration of such director’s Term Limit; or (iii) served as Chairperson of the Organization during the term immediately preceding the expiration of such director’s Term Limit. For the avoidance of doubt, the restrictions set forth in this Section 3.2(c) are not applicable to Elected Officials or Political Appointees. For the further avoidance of doubt, an individual who previously was ineligible for reelection to the Board of Directors because of a Term Limit will be eligible for election to the Board of Directors for any future term which would begin at any time following the one (1) year anniversary of the date such individual last served as a director of the Organization.

3.3 Election and Classification.

(a) Directors of the Organization shall be elected by the members except as provided in Section 3.4 hereof.

(b) The members of the Board of Directors shall be classified in respect of the time for which the directors shall severally hold office by dividing the directors into three (3) classes which shall be as nearly equal in number as possible. Each member of each class shall be elected for a term until the third annual members' meeting following said director's taking office and until his or her successor has been selected and qualified or until said director's earlier death, resignation or removal; provided, however, that at the initial election of the board, the members of the Board of Directors shall be grouped into three (3) nearly equal groups, and one group shall be elected for an initial term of one year, the second group shall be elected for an initial term of two years, and the third group shall be elected for an initial term of three years. The term of office of one class shall expire at the annual meeting of members in each year. At each annual meeting of members, the successors to the directors of the class whose term expires that year shall be elected to hold office.

3.4 Vacancies. Vacancies on the Board of Directors, including vacancies resulting from an increase in the number of directors, may be filled by a majority vote of the remaining members of the Board of Directors though 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.

3.5 Removal and Resignation.

(a) Removal by action of members. The entire Board of Directors, or any class of the board, or any individual director may be removed from office for "Cause" and upon a vote of members entitled to elect directors. In case the Board of Directors or any one or more directors are so removed, new directors may be elected, upon the Board of Directors' compliance with the appropriate nomination procedures, at the same or any future meeting.

(b) Removal of directors. For the purposes of Section 3.5(a), "Cause" for removal of a director shall exist if said director: (i) has been judicially declared of unsound mind; (ii) has been convicted of an offense punishable by imprisonment for a term of more than one year; (iii) 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; (iv) fails to attend three consecutive regularly scheduled meetings of the Board of Directors; (v) leaves the employment of the member of the Organization which the individual director represents on the Board of Directors; or (vi) takes actions which the Board of Directors determines to be inimical to the interests of the Organization.

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

3.6 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 not less than three times per calendar year with the day, hour and place of such meetings to be fixed by the Board of Directors.

3.7 Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, or any six (6) directors. The person or persons calling the special meeting may fix the day of the meeting.

3.8 Notice of Meetings. Written, telephonic, or electronic notice of each annual or regular meeting of the Board of Directors, specifying the place, day and hour of the meeting, shall be given to each director at least 72 hours before the time set for the meeting. Written notice of each special meeting of the Board of Directors, specifying the place, day and hour of the meeting, shall be given to each director at least 72 hours before the time set for the meeting.

3.9 Quorum of and Action by Directors. A meeting of the Board of Directors shall be organized for the transaction of business provided a quorum is present. The presence of members of the Board of Directors consisting of at least one third of the entire Board of Directors shall constitute a quorum for the purposes of consideration and transaction of business. Except where a different vote is required by law, or the Articles of Incorporation or these Bylaws, the acts of a majority of directors, present and voting at a meeting at which a quorum is present, shall be the acts of the Board of Directors. The affirmative vote of two-thirds of the directors present and voting at a meeting at which a quorum is present, shall be necessary to amend any prior action of the BID Committee (as hereinafter defined). Every director shall be entitled to one vote.

3.10 Interested Directors or Officers; Quorum. No contract or transaction between the Organization and one or more of its members, directors or officers, or between the Organization 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, if: (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 votes of a majority of the disinterested directors even though 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 are disclosed or are known to the members entitled to vote thereon, if any, and the contract or transaction is specifically approved in good faith by vote of such members; or (3) the contract or transaction is fair as to this Organization 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 3.10.

Each officer and employee of the Organization shall be required to recuse himself or herself from participating in or attending any Board of Director, Executive Committee or

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

3.11 Presiding Officer. All meetings of the Board of Directors shall be called to order and presided over by the Chairperson of the Board or, in the Chairperson's absence, by the Vice-Chairperson.

ARTICLE IV

Committees of the Board

4.1 Committees of the Board. The Board of Directors or Executive Committee may, by resolution adopted by a majority vote, establish one or more standing or special committees, each committee to consist of one or more of the directors of the Organization, and each committee to have strong representation from property owners in the BID Area (as hereinafter defined), including directors who may own property in the BID Area. The Board of Directors or Executive Committee may designate one or more directors as alternate members of any committee who may replace any absent or disqualified committee member at any meeting of the committee or for purposes of any written action of the committee. A committee, to the extent provided in the resolution of the Board of Directors or Executive Committee creating it, shall have and may exercise such powers and authority of the Board of Directors except as otherwise provided by the Pennsylvania Nonprofit Corporation Law, as amended from time to time. Furthermore, a committee shall act consistent with the policies and mission of the Organization. If a committee proposes to take an action inconsistent with (or would like to propose a change to) the policies or mission of the Organization, such proposal shall be presented to the Executive Committee and, if deemed necessary by the Executive Committee, to the Board of Directors for prior approval.

4.2 Executive Committee. The Executive Committee shall consist of at least nine (9) Board members, the exact number to be set from time to time by resolution of the Board of Directors of the Organization. The Executive Committee shall include the Chairperson, the Vice-Chairperson, the Secretary, the Treasurer, the President, the BID Committee Chairperson and other at-large Board members as selected by the Board. Of these Executive Committee positions, at least two (2) positions shall be BID paying property owners who shall have one or both of the following qualifications: (i) executive officer or agent of the owner of an office building located in the downtown Pittsburgh areas included in the geographic area contained within the business improvement district (the "BID Area") which has leasable square footage in excess of 500,000 square feet; or (ii) executive officer or agent of the owner of an office building located in the BID Area with leasable square footage in excess of 100,000 square feet but less than 500,000 square feet. In addition, at least one (1) member of the Executive Committee shall be a new member of the Executive Committee. For purposes of clarification, a "new member" of the Executive Committee shall mean any member of the Executive Committee in his or her first year of membership on the Executive Committee. The Board of Directors will formally approve all positions on an annual basis. All meetings of the Executive Committee shall be called to order and presided over by the Chairperson of the Board or, in the Chairperson's absence, by the Vice-Chairperson. Since the Board of Directors meets quarterly, the Executive Committee shall

have, and may exercise, the authority of the Board of Directors in the interim, to the extent, if any, that such authority may be limited by the Board of Directors, and as otherwise provided by the Pennsylvania Nonprofit Corporation Law. The Executive Committee shall be responsible for assuring that any compensation arrangements for the President/CEO and other officers and key employees of the PDP are approved by the Board of Directors in accord with the Executive Compensation Policy. To that end, the Executive Committee shall convene a compensation subcommittee for the purpose of reviewing any such proposed compensation arrangements. The Executive Committee shall also convene a subcommittee annually to review the compensation and performance of the President/CEO.

4.3 Governance Committee. The Governance Committee shall consist of not less than four (4) or more than seven (7) persons selected by the Executive Committee. The Governance Committee chairperson shall be selected by the Chairperson. The Governance Committee shall be responsible for evaluating the effectiveness of the corporate governance of the Organization and recommending policies to the Executive Committee pertaining to governance issues and processes which improve the corporate governance of the Organization and insure the Board complies with all legal and ethical requirements. The Governance Committee shall also be responsible for the identification, recruitment and nomination of new Board members. The Governance Committee shall develop a matrix of the needed skills, positions, experiences and backgrounds of Board members for effective governance. On an annual basis, the Governance Committee shall identify, recruit, and propose to the Executive Committee a slate of nominees to fill vacancies on the Board of Directors. Also, on an annual basis, the Governance Committee shall identify, recruit, and propose to the Executive Committee a slate of nominees for officer positions. The Executive Committee shall have the power to review, accept or change the Governance Committee's proposed candidates prior to forwarding the Executive Committee's recommendations to the Board of Directors for its consideration and action. In developing its list of qualified nominees, the Governance Committee shall ensure 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 BID Committee (see Section 4.6). The Governance Committee shall also ensure that the remaining members of the Board of Directors and slate of nominees include persons from each of the following downtown Pittsburgh districts: Cultural District, First Side District, Gateway District, Grant Street Corridor District, Market Square and Mellon Square Districts. In the event of any vacancy of a director or officer position during such director's or officer's term, the Governance Committee shall make recommendations to the Executive Committee to fill such positions. The Governance Committee shall be responsible for the orientation, training and mentoring of new Board members. The Governance Committee shall develop a plan to evaluate and improve the contribution of individual Board members as well as the effectiveness of the Board of Directors as a whole. As part of such plan, the Governance Committee shall conduct periodic Board self-assessment and training.

4.4 Transportation & Mobility Committee. The Transportation & Mobility Committee shall consist of at least five (5) persons. The chair of the Transportation & Mobility Committee shall be selected by the Chairperson for a term of two years. The Transportation & Mobility Committee shall be responsible for overseeing the delivery of the Transportation Management Association annual work plan and budget and directing and supporting advocacy and fundraising efforts to support a more pedestrian friendly Downtown. .

4.5 Finance Committee. The Finance Committee shall consist of at least five (5) persons selected by the Executive Committee. The Finance Committee shall be chaired by the Treasurer. The Finance Committee shall be responsible for managing the Organization's finances, including budgeting and financial planning, financial reporting and other matters as may be assigned to the Finance Committee by the Board of Directors or Executive Committee, from time to time.

4.6 Audit Committee. The Audit Committee shall consist of at least three (3) persons selected by the Executive Committee to oversee the Organization's auditing process, compliance with internal systems of control, independent auditor relationships and audits of consolidated financial statements of the Organization. Audit Committee members may include both directors and non-directors, excluding officers of the Organization or any member of the Finance Committee. The Audit Committee will also recommend the appointment of the independent auditors of the organization to the Finance Committee, Executive Committee and the Board of Directors, any change in such appointment and ensure the independence of the organization's auditors. In addition, the Audit Committee will assume such other duties and responsibilities as the Board may confer upon the committee from time to time.

4.7 Business Improvement District Committee. The Business Improvement District Committee (the "BID Committee") shall consist of not less than fourteen (14) or more than twenty-four (24) members of the Board of Directors, each of whom shall be selected by the Executive Committee. The BID Committee chairperson shall be selected by the Chairperson. Except for the Chairperson and the Vice-Chairperson of the Organization, who shall have ex-officio positions on the BID Committee, the BID Committee shall consist of persons having one or more of the following qualifications: (i) executive officer or agent of the owner of an office building located in the downtown Pittsburgh areas included in the geographic area contained within the BID Area which has leasable square footage in excess of 500,000 square feet; (ii) executive officer or agent of the owner of an office building located in the BID Area with leasable square footage in excess of 100,000 square feet but less than 500,000 square feet; (iii) executive officer or agent of the owner of an office building located in the BID Area with leasable square footage of less than 50,000 square footage; (iv) executive officer or agent of the owner of a multiple-use (office, retail, residential, hotel, entertainment) building located in the BID Area; (v) executive officer or agent of owner of or tenant in a building located in the BID Area with usable retail square footage of less than 150,000 square footage; (vi) executive officer or agent of an entity which leases or rents more than 100,000 square footage of office space in a building located in the BID Area; (vii) executive officer or agent of the owner of a non-governmental-controlled parking area located in the BID Area; (viii) executive officer or agent of the owner of a retail entity which operates less than 50,000 square footage of retail space in the BID Area; (ix) President, Building Owners and Management Association; (x) representative of Office of Mayor of the City of Pittsburgh; (xi) representative of the Allegheny County Executive; (xii) Representative, City of Pittsburgh City Council for the Sixth District; (xiii) representative of a hotel located in the BID Area; and (xiv) representative of a residential mixed-use building located in the BID area. The BID Committee shall at all times have at least one member from each of the aforementioned categories. The Board of Directors has vested the BID Committee subject to the Board of Directors rights under Section 3.9 hereof and the limitations set forth in Section 9.1 hereof, with the power and authority to act on behalf of the Organization in connection with the preparation of a proposed annual budget for business improvement district

in the BID Area and the managing of the administrative services provided by the Organization in connection with the operation of such business improvement district.

4.8 Clean and Safe Committee. The Clean and Safe Committee shall consist of at least eight (8) persons of which two must be members of the Board of Directors. The Clean and Safe Committee shall be chaired by a member of the Executive Committee. The members of the Clean and Safe Committee will be representative of downtown stakeholders including major property owners, police and security, facility managers and city department of public works representatives. The Committee shall meet regularly and be responsible for overseeing the delivery of the Cleaning and Safety services.

4.9 Task Forces. The Executive Committee may appoint special limited duration committees entitled Task Forces to address discrete issues. The members of each such Task Force as well as its responsibilities and duration shall be detailed in the resolution creating such Task Force.

4.10 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 the Incorporation and these Bylaws; provided, however, that all actions of the BID Committee relating to the adoption of annual budgets or proposals for the requesting of additional funding shall require a supermajority vote of two-thirds of the Committee's members present and voting on such matters at a meeting at which a quorum is present. Committees can also approve appropriation of funds, within budget limitations approved by the Board of Directors. Members of Committees and Task Forces (other than the Executive and BID Committees) need not be members of the Board of Directors. Committees are to report back to the Executive Committee and the Board as needed.

ARTICLE V

Officers

5.1 Officers and Qualifications. The Organization shall have a Chairperson, a Vice-Chairperson, a President, a Secretary and a Treasurer, each of whom shall be elected or appointed by the Board of Directors. The Board of Directors may also elect such other officers and assistant officers as the Board of Directors deems necessary or advisable. All officers must be members of the Board of Directors. No person shall hold more than one office in the Organization at the same time; provided, however, that one person may serve at the same time as Secretary and Treasurer. Officers of the Organization, as between themselves and the Organization, shall have such authority and perform such duties in the management of the Organization as is provided or determined by or pursuant to these Bylaws or resolutions or orders of the Board of Directors.

5.2 Election, Term and Vacancies. The officers and assistant officers, if any, of the Organization shall be elected by the Board of Directors at the annual meeting of the Board of Directors or from time to time as the Board of Directors shall determine. The Officers of the Board of Directors shall serve a two (2) year term or until said officer's earlier death, resignation or removal. No individual, other than the President, may serve in the same office for more than two full consecutive terms, except an individual receiving the support of two-thirds of the directors present at a meeting at which a quorum is present to serve an additional term.

5.3 Removal; Resignation.

(a) Removal. Any officer or agent of the Organization may be removed by the Board of Directors with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

(b) Resignation. Any officer may resign at any time upon written notice to the Organization. The resignation shall be effective upon receipt thereof by the Organization or at such subsequent time as may be specified in the notice of resignation.

5.4 Chairperson of the Board. The Chairperson shall chair the Board of Directors and the Executive Committee of the Organization. The Chairperson shall preside at all meetings of the Executive Committee, the Board of Directors and the members present and shall have such authority and perform such duties as necessary to carry out the objectives of the Organization. The Chairperson shall also have such duties as the Board of Directors may from time to time designate.

5.5 Vice-Chairperson. The Vice-Chairperson shall assist the Chairperson in the performance of the Chairperson's duties. The Chairperson shall assign tasks and obligations to the Vice-Chairperson, from time to time, as the Chairperson elects. In the absence of the Chairperson, the Vice-Chairperson shall serve as Chairperson. The Vice-Chairperson shall also have such duties as the Board of Directors may from time to time designate.

5.6 President. The President shall be the chief executive officer of the Organization and shall report to the Executive Committee and to the Board. The Board of Directors shall have authority over the employment or dismissal of the President; provided, however, that a subgroup of the Executive Committee shall have all authority with regard to the review of compensation and performance of the President, as is set forth in Section 4.2 above. Subject to the control of the Executive Committee of the Board and the Board of Directors and, within the scope of their respective authority, any committees thereof, the President shall (a) have general and active management of all the business, property and affairs of the Organization, (b) see that all orders and resolutions of the Board of Directors and the committees thereof are carried into effect, (c) appoint and remove subordinate officers and agents, other than those appointed or elected by the Board of Directors, as the business of the Organization may require, (d) have custody of the corporate seal, or entrust the same to the Secretary, (e) act as the duly authorized representative of the board in all matters, except where the Board of Directors has formally designated some other person or group to act, and (f) in general perform all the usual duties incidental to the office of President and such other duties as may be assigned to such person by the Board of Directors or any committee thereof. The President will review Organization staff and report to the Executive Committee on any significant staffing issues.

5.7 Secretary. The Secretary shall (a) keep or cause to be kept the minutes of all meetings of the members of the Board of Directors, and of any committees of the Board of Directors in one or more books kept for that purpose, (b) have custody of the corporate records of the Organization, (c) keep or cause to be kept a register of the addresses of all members, (d) see that all notices are duly given in accordance with law, the Articles of Incorporation, and these Bylaws, (e) maintain a list of all members voting by proxy at each meeting of the Organization's

members (including the name of the person holding such proxy), and (f) in general perform all the usual duties incidental to the office of secretary and such other duties as may be assigned to him or her by the Board of Directors or the Chairperson.

5.8 Treasurer. The Treasurer shall have general supervision of the fiscal affairs of the Organization and shall be the chairperson of the Finance Committee. The Treasurer shall, with the assistance of the President and managerial staff of the Organization: (a) see that a full and accurate accounting of all financial transactions is made; (b) invest and reinvest the capital funds of the Organization in such a manner as may be directed by the Board of Directors, unless such function has been delegated to a nominee or agent; (c) deposit or cause to be deposited in the name and to the credit of the Organization, in such depositories as the Board of Directors shall designate, all monies and other valuable effects of the Organization not otherwise employed; (d) prepare such financial reports as may be requested from time to time by the Board of Directors; (e) cooperate in the conduct of any annual audit of the Organization's financial records by certified public accountants duly appointed by the Board of Directors; and (f) in general perform all the usual duties incidental to the office of Treasurer and such other duties as may be assigned to him or her by the Board of Directors or the Chairperson.

ARTICLE VI

Manner of Giving Notice

Action Without Meeting and by Conference Call

6.1 Manner of Giving Notice. Whenever written notice is required to be given to any person under the provisions of the Pennsylvania Nonprofit Corporation Law, as it may hereafter be amended, or by the Articles of Incorporation or by these Bylaws, it may be given to the person either personally or by any means expressly permitted by the Nonprofit Corporation Law, as it may be hereafter amended, including sending a copy thereof by first-class or express mail, postage prepaid, or courier service, charges prepaid, or by fax, to the member's address (or to the member's fax, e-mail or telephone number) appearing on the books of the Organization or, in the case of directors, supplied by the director to the Organization for the purpose of notice. Notice sent by mail, by telegraph or by courier service shall be deemed to have been given when deposited in the United States mail or with a telegraph office or courier service for delivery, except that, in the case of directors, notice sent by regular mail shall be deemed to have been given forty-eight hours after being deposited in the United States mail or, in the case of e-mail or fax, when dispatched.

6.2 Action by Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the members, or the Board of Directors, or of any committee of directors may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto in writing setting forth the action so taken is signed by all the members who would be entitled to vote at a meeting for such purpose, or by all of the directors in office, or by all of the members of such committee in office, as the case may be, and is filed with the Secretary of the Organization.

6.3 Meetings by Means of Conference Telephone. One or more persons may participate in a meeting of the members, of the Board of Directors, or of any committee of directors, by means of conference telephone or similar communications equipment by means of

which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

ARTICLE VII

Certain Member Rights

7.1 Annual Report of Directors.

(a) The Board of Directors of the Organization shall present to the members, or shall direct the President and Treasurer to present, annually a report, the contents of which are prescribed in Section 5553 of the Pennsylvania Nonprofit Corporation Law, a copy of which report shall be filed with the minutes of the Organization.

(b) Place of filing. The annual report of the Board of Directors shall be filed with the minutes of the meetings of members.

ARTICLE VIII

Personal Liability, Indemnification and Insurance

8.1 Personal Liability, Indemnification and Insurance. Provisions governing personal liability, indemnification and insurance are as set forth in the Articles of Incorporation of the Organization as amended and restated from time to time.

ARTICLE IX

General Provisions

9.1 Purpose. The Organization is incorporated under the Pennsylvania Nonprofit Corporation Law, 15 Pa. C.S.A. §5101 et seq., and the purposes for which the Organization is organized and shall be operated are exclusively charitable, scientific and educational, within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), and, in furtherance of these purposes, but not in limitation thereof, the Organization may:

(a) establish a membership consisting of civic-minded individuals and entities to promote, preserve and extend the safety, image and economic development of downtown Pittsburgh, Pennsylvania;

(b) solicit and receive contributions from whatever sources, whether unrestricted or for designated purposes, and hold the same for such designated purposes or subject to such conditions as may be specified in the terms of the gift or grant;

(c) provide advisory recommendations, prepare proposed annual operating budgets and carry out administrative functions in connection with the City of Pittsburgh's establishment and maintenance of a business improvement district in the BID Area;

(d) establish, sponsor, promote and/or conduct educational programs and promote public awareness concerning downtown Pittsburgh generally, including the provision of written material and various educational and promotional supplies; and

(e) otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code, and solely for such purposes and, without otherwise limiting its powers, exercise all rights and powers conferred by the laws of the Commonwealth of Pennsylvania upon nonprofit corporations in the course of which operation:

(i) no substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in or intervene in any political campaign (including the publishing or distributing of statements) on behalf of or in opposition to any candidate for public office;

(ii) no part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its directors, officers or other private persons except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein; and

(iii) notwithstanding any other provision set forth herein, the Organization shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws or (b) by a corporation, contributions to which are deductible for federal income tax purposes.

9.2 Fiscal Year. The fiscal year of the Organization shall begin on the 1st day of January in each year.

9.3 Fund-raising. The entire Board of Directors, or a committee duly appointed thereby, shall be responsible for raising all funds, including the enforcement of the requirement that all members pay dues, required for the operation of the Organization. The Board of Directors, or any committee thereof, may assign fund-raising and fund-raising-related tasks and obligations to the President, from time to time.

9.4 Budget. An annual budget for the Organization shall be prepared by the Chairperson, the Treasurer and the President, and shall be submitted to the Executive Committee for review, possible revision and recommendation to the Board of Directors.

9.5 Amendment of Bylaws. These Bylaws may be amended or repealed, and new bylaws may be adopted, by the Board of Directors, regardless of whether the members have previously adopted or approved the bylaws being amended or repealed, except where the power to repeal, adopt or amend a bylaw on any subject is expressly committed to the members by the Pennsylvania Nonprofit Corporation Law, as it may hereafter be amended, and subject always to the power of the members to change any action taken by the board. Any change in the Bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.