

CFA SOCIETY OF PITTSBURGH

BY-LAWS

ARTICLE I

Formation and Purpose

Section 1. *Name.* Incorporated in Pittsburgh, PA as of the 23rd day of October, 1970, the name of the corporation is CFA Society of Pittsburgh (herein referred to as the “Society”).

Section 2. *Principal Office.* The principal office of the Society shall be at the place set forth in the Articles of Incorporation or Charter (herein referred to as the “Charter”) or in a certificate filed with the State. The Society Board of Directors (herein, the “Board”) may change the location of the principal office and establish such other offices as it deems appropriate.

Section 3. *Corporate Seal.* The Board shall have power to adopt and alter the seal of the Society.

Section 4. *Purpose.* The purposes of the Society are as set forth in the Charter.

Section 5. *Fiscal Year.* The fiscal year of the Society shall, unless otherwise determined by the Board, end on June 30.

Section 6. *Relationship with CFA Institute.* The Society is a Member Society of CFA Institute, as defined by the CFA Institute Bylaws. As a Member Society, the Society (a) adheres to the CFA Institute articles and bylaws; (b) works to enhance and build upon the principles and standards established by CFA Institute; (c) participates in various functions with other member societies; and (d) comprises qualifying individuals, each of whom is a member of the Society and CFA Institute, as detailed herein. To the extent that there is any conflict between the Bylaws of the Society of the Bylaws of CFA Institute, those of CFA Institute shall take precedence and shall govern.

ARTICLE II

Definitions

Section 1. *Definitions.* The following are defined terms that may be used herein, as appropriate, in the singular or plural form:

Investment Decision-Making Process is as it is defined in the CFA Institute Bylaws.

Investment Profession is an individual who evaluates or applies financial, economic, and statistical data as part of the Investment Decision-Making Process.

Acceptable Professional Work Experience is as it is defined in the CFA Institute Bylaws.

Regular Member is an individual who has met the requirements for regular membership in the Society and whose membership has not been revoked or suspended.

Affiliate Member is an individual who has met the requirements for affiliate membership in the Society and whose membership has not been revoked or suspended.

Member refers to Regular and Affiliate Members of the Society.

Member's Agreement is a document prepared by CFA Institute setting forth obligations and responsibilities of each individual member of CFA Institute.

Chartered Financial Analyst and CFA® are marks of CFA Institute that members authorized by CFA Institute may use as a professional designation.

CFA Program is the CFA study and examination program developed and administered by CFA Institute.

Charterholder is a current holder of the CFA designation, as awarded by CFA Institute.

Code and Standards is the CFA Institute Code of Ethics and Standards of Professional Conduct, as amended periodically by CFA Institute.

Professional Conduct Statement is a form prepared by CFA Institute inquiring into an individual's conduct that must be signed and submitted on an annual basis (on or before a date designated by CFA Institute) by the individual Members of CFA Institute.

ARTICLE III

Membership

Section 1. *Classes of Membership.* The Society has three classes of members: Regular, Affiliate, and Student.

Section 2. *Requirements for Becoming a Regular Member.* Each applicant seeking to become a Regular Member of the Society shall be a Regular Member of CFA Institute shall fulfill such other requirements as the Society may impose consistent with the requirements established by CFA Institute.

Section 3. *Requirements for Becoming an Affiliate Member.* Each applicant seeking to become an Affiliate Member of the Society shall

- a. complete a CFA Institute Professional Conduct Statement, and any additional documentation requested by CFA Institute; and
- b. hold a bachelor's degree from an accredited academic institution or have equivalent education, and
- c. one year of Acceptable Professional Work experience.
- d. fulfill such other requirements as the Society may impose consistent with requirements established by CFA Institute; and
- e. be accepted by CFA Institute as an Affiliate Member.

Section 5. *Requirements for Becoming a Student Member.* Each applicant seeking to become a Student Member shall:

- a. have a professor of finance, economics or business or a Charterholder who is a Regular Member of the Society sign the student's application,
- b. satisfy an ethics requirement,
- c. pay such dues and other charges as determined from time to time by the Board of Directors.

Section 7. *Review of Applications for Membership.* The Board shall have the right to review all applications for membership in the Society. In the event of disagreement concerning administration of Regular membership requirements, the Society shall have the right to appeal to the CFA Institute Board of Governors. The Board of Governors, or a designated committee thereof, shall have the authority to make final determinations on the application of Regular membership provisions.

Section 8. *Membership in CFA Institute.* Each Regular Member of the Society must also be a regular member of CFA Institute. Each Affiliate Member of the Society must also be an affiliate member of CFA Institute.

Section 9. *Maintaining Membership Status.* To continue being a Member, each such individual shall

- a. adhere to all applicable rules and regulations, including the Society Bylaws, the CFA Institute Articles & Bylaws, the Code & Standards, and other rules relating to professional conduct and membership, all of which may be amended from time to time;
- b. be subject to the disciplinary jurisdiction, rules and sanctions of CFA Institute;
- c. maintain membership with CFA Institute; and
- d. pay membership dues.

Section 11. *Membership List and Member Records.* The Secretary shall keep a list of and make available to CFA Institute the names and addresses of all Members of the society and such other records and information relating thereto as the Board shall determine. The Board shall preserve its records and the records of its committees, with respect to each applicant and Member, for such period as the Board may determine.

Section 12. *Resignation.* Any Member of the Society may at any time cease to be a Member by submitting a resignation in writing to the Society President or Secretary. Such resignation shall be effective upon receipt, or the date specified, and acceptance thereof shall not be necessary to make it effective unless it so states. In the case of Regular Members and Affiliate Members, membership in the Society shall be suspended or revoked if their membership in CFA Institute is suspended or revoked. The Society shall promptly notify CFA Institute of any Member resignations.

Section 13. *Dues.* The annual membership dues for Members of the Society shall be determined by the Board. Each Member owes annual dues based on classification of membership (i.e., Regular or Affiliate). Regular and Affiliate Members may qualify for retired status if he or she qualifies for retired membership status with CFA Institute.

Any Member who has failed to pay the annual dues shall be automatically suspended from membership, without the necessity of any action by the Society or CFA Institute, until payment is made, at which time such Member shall thereupon be reinstated, subject to these Bylaws.

ARTICLE IV

Meetings of Members

Section 1. *Meetings.* All meetings of Members shall be held at a suitable time and place within or without the state, as determined by the Board.

Section 2. *Annual Meeting.* There shall be an “Annual Meeting” of the Members that shall be held no later than the end of October following the end of the Society’s previous fiscal year, as determined by the Board.

Section 3. *Special Meetings.* Special meetings of the Members may be called (a) by the President; or (b) by the Secretary, upon written (which including electronic in all places contained within the bylaws) application by a majority of the Board, or in case of the death, absence, incapacity or refusal of the Secretary, by another Officer. The call and the written application shall state the purpose for which the proposed meeting is to be held.

Section 4. *Notice of Meeting.* A written notice of each meeting of Members containing the place, date, hour, and the purposes for which it is to be held, shall be given to each Regular Member by the Secretary or, in case of the death, absence, incapacity, or refusal of the Secretary, by any other officer, at least fifteen (15) days before the meeting by contacting through mailing or electronic communication each Regular Member at the address as it appears in the records of the Society. Notice of a meeting need not be given to a Member if a written waiver of notice, executed before or after the meeting by such Member or an authorized attorney, is filed with the records of the meeting.

Section 5. *Omission of Notice.* The accidental omission to give notice, or the failure by any person entitled thereto to receive notice thereof, shall not invalidate the proceedings at any meeting.

Section 6. *Quorum.* At any meeting of the Members, 25 Regular Members or 1/3 of the Regular Members, whichever shall be smaller, present in person or represented by proxy, shall constitute a quorum. Though less than a quorum be present, any meeting of the Members of the Society may without further notice to any Member be adjourned to a different time and place. At any adjourned meeting at which a quorum shall be present, any business may be transacted that could have been transacted at the original meeting. When a quorum is present at any meeting, a majority of the Regular Members present in person or represented by proxy shall decide any question brought before such meeting unless otherwise provided herein, by Charter, or by law.

Section 7. *Voting and Proxies.* Each Regular Member shall have one vote to be exercised in person or by proxy. Affiliate Members and Student Members do not have voting rights in the Society.

Proxies must be in writing and filed with the Secretary before being counted. The person named in a proxy may vote at any adjournment of the meeting for which the proxy was given, but the proxy shall terminate after final adjournment of the meeting. No proxy dated more than six (6) months before the meeting named in it shall be valid.

Section 8. *Presiding and Recording Officers.* The President shall preside at meetings of Members. The Secretary shall act as secretary of the meetings, and in the Secretary's absence, a temporary secretary shall be chosen by the President.

Section 9. *Action by Consent.* Any action to be taken by the Members may be taken without a meeting upon unanimous vote of all members entitled to vote on the matter consenting in writing to the action. The Secretary shall file the written consent with the records of the meeting of the Members. Such consent shall be treated for all purposes as a vote at a meeting of the members at which a quorum was present and voting.

ARTICLE V

Board of Directors

Section 1. *Authority and Responsibility.* All corporate powers shall be exercised by or under the authority of, and the business of the Society managed under the direction of, the Board, subject to this set of Bylaws, the Charter, and applicable law.

Section 2. *Composition.* The Board shall consist of the President, Vice President, Program Chair, University Outreach Chair, Public Awareness Chair, Special Events Chair, Secretary, Treasurer, and the immediate Past President.

Section 3. *Qualification.* Except for the University Outreach Chair, only Regular Members of the Society may serve on the Board.

Section 4. *Election and Term.* Directors shall be elected for a term of four (4) years, for up to two terms. After the end of the second term, a Director must wait at least one (1) year before he or she can serve again on the Board. The Past Presidents shall serve as a *ex officio* Director for the two (2) years immediately following expiration of his or her term as Society President, should his term as President end at the end of his second four-year term as a Board member. All Directors shall be elected by a majority vote of the Regular Members of the Society at the Annual Meeting

Section 5. *Meetings and Notice.* Meetings of the Board may be held within or without the state, as determined by the Board or the President.

The meetings of the Board may be held without call or notice at any time and place determined by the Board, provided that any Director who is absent when such determination is made shall be given written notice by the Secretary of the time and place of such meetings.

Special meetings of the Board may be called by the President or by two (2) or more of the Directors then in office. Written notice of any special meeting shall be given by the Secretary to each Director:

- a. mailed via overnight mail to the last known business or home address, at least seventy-two (72) hours before such meeting; or
- b. delivered in person or by any reliable electronic means from which a hard copy of the notice can be, or is, printed (e.g., telegram, e-mail) at least twenty-four (24) hours before such meeting.

Notice of a meeting need not be given to any Director if a written waiver of notice is executed before or after the meeting or if the Director attends the meeting without protesting the lack of notice prior to or at the commencement of the meeting.

A notice or waiver of notice of any meeting of the Board need not specify the purposes of the meeting.

Section 6. *Presiding and Recording Directors.* The President shall preside at meetings of the Board. The Secretary shall act as secretary of the meetings, and in the Secretary's absence, a temporary secretary shall be chosen by the President.

Section 7. *Quorum and Voting.* Each Director shall have one vote that may only be exercised in person or by conference call.

A majority of Directors in office shall constitute a quorum at any meeting of the Board.

Though less than a quorum be present, any meeting may without further notice be adjourned to a different time or place.

At any adjourned meeting at which a quorum is present, any business may be transacted that could have been transacted at the original meeting.

If a quorum is present at a meeting, a majority of the Directors present may decide any questions, unless otherwise provided herein, by Charter, or by law.

Section 8. *Vacancies.* A vacancy on the Board may be filled by the Board by the appointment of a successor to hold office for the unexpired term of the Director whose place is vacant and until a successor is elected at the next regularly scheduled election.

Section 9. *Resignation.* Any Director may at any time resign by delivering his or her resignation in writing to the Society at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt or the date specified, and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 10. *Removal.* Any Director may be removed at any time with or without cause at any meeting of the Members by a vote of a majority of the Society's Regular Members at a meeting at which a quorum is present.

Section 11. *Action by Consent.* Any action to be taken by the Directors may be taken without a meeting if all of the Directors entitled to vote on the matter consent in writing to the action.

The Secretary shall file the written consent with the records of the meetings of the Directors.

The consent shall be treated for all purposes as a vote at a meeting of the Board at which a quorum was present and voting.

ARTICLE VI

Officers

Section 1. *Designation.* The Officers of the Society shall consist of a President, Vice-President, Program Chair, University Outreach Chair, Public Awareness Chair, Secretary, and Treasurer, and such other Officers as the Board may from time to time appoint. Duties for each Director will be established at the Board meeting following Board elections.

If the number of directors drops below seven, a person may hold more than one office at the same time provided that the President and Secretary may not be the same person.

If required by the Board, an officer shall give the Society a bond for the faithful performance of duties in such sum with such surety or sureties as shall be satisfactory to the Board.

Section 2. *Qualification.* Except for the University Outreach Chair, only Regular Members of the Society may serve as Officers.

Section 3. *Election and Appointment.* The President, Vice-President, Program Chair, University Outreach Chair, Public Awareness Chair, Secretary and Treasurer shall

- a. be elected by the Regular Members at the Annual Meeting of Members;
- b. hold office for two years commencing on July 1 next following the date of their election and until their respective successors are elected or appointed.

Officer positions other than those listed in Sections 3.1 immediately above may be appointed by the Board at any time and shall hold office for such terms as the Board may determine.

Section 4. *President.* The President shall be the chief executive officer of the Society and, subject to the direction of the Board, shall

- a. exercise general supervision and control of the affairs of the Society;
- b. preside as “Chair” at all meetings of the Members and Board;
- c. unless otherwise appointed as a Member thereof, be an *ex officio*, nonvoting Member of each Society committee, including the Nominating Committee; and
- d. have such further powers and duties as the Board shall determine.
- e. have at least two full years remaining of his second term at the completion of his two-year term as President in order to be eligible to hold office.

Section 5. *Vice-President.* The Vice-President shall

- a. have such powers and perform such duties as may be determined by the Board;
- b. exercise all powers and duties of the President during the President’s absence or in the event of the President’s inability to act; and
- c. become president of the Society in the event of the President’s death or resignation and shall serve for the remainder of the President’s term, and until a successor is elected.

Section 6. *Program Chair.* The Program Chair shall be responsible for scheduling a program of speakers for the Society. Topics shall include (but not be limited to) the stock and bond markets, the economy, and individual company presentations.

Section 7. *University Outreach Chair.* The University Outreach Chair shall be responsible for promoting Society outreach to higher education institutions.

Section 8. *Public Awareness Chair.* The Public Awareness Chair shall be responsible for managing Society public awareness strategy, related activities and budget.

Section 9. *Special Events Chair.* The Special Events Chair shall be responsible for miscellaneous events determined by the board annually which do not fall into under the jurisdiction of other chairs.

Section 10. *Secretary.* The Secretary shall

- a. record and maintain records of the proceedings of all meetings of the Members and of the Board in books kept for that purpose, unless directed otherwise by the President;
- b. notify the Members and the Directors of all meetings in accordance with the Bylaws, unless directed otherwise by the President;
- c. keep all the records of the Society not kept by the Treasurer; and
- d. perform such other functions as determined by the Board.

Section 11. *Treasurer.* The Treasurer shall

- a. maintain general charge of the financial affairs of the Society, subject to the direction of the Board;
- b. keep full and accurate records thereof, which shall always be open to the inspection of the President or any Director;
- c. submit an annual financial statement and such other statements as the Board may require; and
- d. render to the Board, at regular meetings thereof or whenever they may require it, a statement of the accounts of transactions as Treasurer and the financial condition of the Society.

Section 12. *Delegation of Power.* In the case of the absence or disability of any officer of the Society, or for any other reason deemed sufficient by the Board, the Board may, by vote of a majority of the Directors in office, delegate such officer's power or duties to any other officer or Director or may declare the office vacant.

Section 13. *Vacancies.* A vacancy in any office may be filled by the Board for the unexpired term of the officer whose place is vacant and until a successor is elected or appointed.

Section 14. *Resignation.* Any officer may at any time resign his or her office by delivering a resignation in writing to the Society at its principal office or to another officer. Such resignation shall be effective upon receipt, or the date specified, and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 15. *Removal.* Officers elected or appointed by the Board may be removed from their respective offices with or without cause by vote of a majority of the Directors then in office.

ARTICLE VII

Committees

Section 1. *Creation, Appointment, and Composition.* The Board may create committees that may, as determined by the Board,

- a. contain any number of Members; and
- b. exercise powers conferred upon the same by the Board, unless otherwise provided herein, by Charter, or by law.

The President shall designate the chair of any committee from among the committee Members and, unless otherwise appointed as a Member thereof, automatically be an *ex officio*, nonvoting member of each committee.

All members of committees shall hold office until July 1 in the year next following the appointment or election, unless otherwise determined by the Board.

Section 2. *Nominating Committee.* The Board shall appoint annually, at least sixty (60) days prior to the Annual Meeting, a Nominating Committee of three (3) persons, one of whom shall be the designated chair.

The Nominating Committee shall

- a. make Director and officer nominations, subject to the qualifications set forth herein;
- b. report its nominations in writing to the Secretary not less than three weeks prior to the Annual Meeting; and
- c. instruct the Secretary to send a copy of the report of the Nominating Committee, or summary thereof, at least fifteen (15) days before the Annual Meeting to each Regular Member and, if so required, to each Affiliate Member.

Any Regular Member may offer nominations for Directors or Officers from the floor at the Annual Meeting, subject to the qualifications set forth herein, provided that such Member has submitted to the Secretary not later than five (5) days before the Annual meeting a notice stating the names of the proposed nominees signed by not less than ten percent (10%) of the Regular Members of the Society.

ARTICLE VIII

Professional Conduct

Section 1. *Adoption.* As a member society of CFA Institute, the Society has adopted the CFA Institute Code and Standards, which are incorporated by reference. All Regular Member and Affiliate Members must comply with the provisions thereof.

Section 2. *Enforcement.* The Society and its Board

- a. delegate to CFA Institute all authority and responsibility for enforcement of the Code and Standards with respect to all Members of the Society; and
- b. shall report to CFA Institute any violations of the Code & Standards that come to the Society's attention.

The membership of an individual in CFA Institute that has been suspended or revoked shall

- a. as applicable, be automatically suspended or revoked from membership in the Society; and
- b. if applicable, cease to hold any position in the Society.

Section 3. *Compliance and Support.* By accepting membership in the Society, and as a condition for continued membership thereof, each Member subscribes to, and shall comply with, the Code and Standards. Failure to comply is cause for disciplinary action by CFA Institute pursuant to the Rules of Procedure.

Section 4. *Charges.* Any person may, in writing, address the Society or an Officer or Director thereof concerning a charge or charges of breach of the Code and Standards by a Member. The Board shall promptly forward all such complaints to the CFA Institute Professional Conduct Program. The complainant may request that the complaint remain sealed until it is received by CFA Institute.

ARTICLE IX

Indemnification

Section 1. *Indemnity.* Every Director, officer, or Member of the Society and their heirs, executors, and administrators, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society, if the funds so permit, from and against

- a. all costs, charges, and expenses that such Director, officer, or Member sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by him or her in or about the execution of his or her duties pursuant to the Bylaws; and
- b. from and against all other costs, charges, and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Society except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

ARTICLE X

Amendments

Section 1. *Power to Amend.* The Bylaws of the Society may be amended as provided in Sections 2 and 3 below.

Section 2. *Proposal for Amendment.* A proposed amendment of the Bylaws shall be sponsored by at least two (2) Directors and shall be submitted to the Secretary at least seven (7) days before the next meeting of the Board. The Secretary shall forward the proposed amendment to all Directors at least three (3) days before the meeting.

Section 3. *Adoption of Amendment.* A proposed amendment shall be adopted upon vote by two-thirds of all Directors then in office.

Subject to the Charter and applicable law, amendments to the CFA Institute Bylaws approved by the CFA Institute membership that necessitate amendment of the Society Bylaws shall be implemented by the Board pursuant to the requirements of Article I, Section 6(a) herein.

ARTICLE XI

Dissolution

Section 1. *Procedure.* The Society may be dissolved by a three-quarter vote of the Regular Members.

In the event of the liquidation or dissolution of the Society:

- a. no Member shall be entitled to any distribution or division of its property or its proceeds; and
- b. all funds and property of the Society shall be transferred to or applied for the benefit of one or more corporations or organizations qualifying under sections 501(c)(3) or 501 (c)(6) of the Internal Revenue Code of 1954, as it may from time to time be amended, or similar provisions of any subsequent legislation, as selected by the Board and by any court that may exercise jurisdiction over such liquidation or dissolution, if any.

NOTE

These By-Laws have been amended in April 2012 and supersede all previous By-Laws.