

A.C.R.E. OF PITTSBURGH
BY - LAWS
ARTICLE I

Name and Address of Corporation

1. Name. The name of this Corporation is A.C.R.E. of Pittsburgh, Inc. (hereinafter referred to as "ACRE" or the "Association"). The Association is a Pennsylvania Corporation for Profit.

2. Address. The principal office of the Association shall be P.O. Box 1927, Pittsburgh, Pennsylvania, 15230. The phone number is (412) 431-0180. The address and phone number can be changed only with board approval.

3. Purpose. The purpose of the Association is to promote discussion and education of the acquisition, operation, and sale of real estate, and to provide facilities, atmosphere, professionals, and opportunities for said discussion and education.

ARTICLE II

Membership

1. Membership. Membership in the Association shall be open to anyone interested in all areas of real estate who espouses to the win/win philosophy of real estate investing.

(a) General Membership. A general member must be a person interested in real estate investing and willing to learn proper real estate techniques and subscribe to a win/win/code of ethics.

(b) Associate Membership. Any person that is a second family member of a general member and residing at the same address as the general member. Associate members are not eligible to vote. Associate members may become general members upon satisfaction of the requirement for general membership and payment of the difference between the annual dues already paid and the annual dues required of general members. They are not eligible to serve on the board of directors.

(c) Affiliate Membership. Affiliate membership is open to any formally organized group or corporation, person or institution who is interested in supporting the goals and purposes of the association. They are non voting and not eligible to serve on the board of directors.

(d) Vendor Membership. Vendor membership has the same criteria as general membership but in addition, for payment of fees for categories of Vendor

members determined by the board yearly, are entitled to presentation of their goods or services to the general membership through advertisement in the monthly newsletter.

2. An Honorary Membership may be conferred upon individuals and or groups for distinguished service, at the discretion of the Board of Directors of the Association without the payment of any annual dues.

3. Admission Procedures. An application for membership shall be submitted to the Membership Committee for approval and processing. Payment of dues is a prerequisite for the completion of membership.

4. Termination of Membership. The board of directors, by the affirmative vote of a 2/3 majority of all of the members of the board, may suspend or expel a member for failure to abide by the rules or regulations of the Association or due cause, after an appropriate hearing, and may, by a 2/3 majority vote of those present at any regularly constituted meeting of the board, terminate the membership of, or suspend or expel, any member who shall be in default in the payment of dues or who shall have been convicted in a court of law for any felony, or any such conduct or actions, verbal or written words, that are not in concert with the goals and the standards of this association.

Such member shall be duly notified, by written notice at least ten (10) days prior to such hearing, of the reason such action is contemplated.

5. Resignation. Any member may resign by filing a written resignation with the Membership Committee, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

6. Reinstatement. Upon written request signed by a former member and filed with the Membership Committee, the Board of Directors may, by the affirmative vote of a majority of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

7. Transfer of Membership. Membership in the Association is not transferable nor assignable, except that Vendor membership may be exercised by one or more employees or agents of a Vendor enterprise.

8. Annual Dues. Annual dues shall be assessed of all classes of members except honorary, and shall be in the amounts determined by the Board of Directors. Dues shall become payable on the first day of January in each fiscal year. The fiscal year shall be coincident with the calendar year. Upon payment of the annual dues, a member shall be deemed to be a member in good standing in the Association. When any member shall be in default in the payment of dues for a period of one (1)

month from the beginning of the fiscal year or period for which such dues become payable, the Membership Committee shall immediately cause notice thereof to be sent to said member. If any member shall be in default in the payment of dues for a period of three (3) months, his or her membership shall thereupon be terminated by the Board of Directors. Suspended members may be reinstated at any time upon payment of the full current year, dues plus \$10.00 reinstatement fee.

ARTICLE III

Board of Directors

1. Duties of Board of Directors. The business and affairs of the association shall be managed by its Board of Directors. The Board of Directors of the Association shall exercise general supervision over the affairs of the Association with authority to act for the association between the Annual Meetings, and may make reports and recommendations at each regular meeting concerning the business, finances or policies of the Association. Except as may be otherwise provided by statute or in these By-Laws, the Board of Directors is authorized to establish such organizational structure of the Association as it deems necessary or desirable for the performance of the activities of the Association. Each Director of the Association shall serve on at least one (1) Committee of the Association.

A) No one on the board may have more than two (2) Committee chairs without approval of the Board of Directors.

B) The President may not chair any committee without board approval.

C) No board decision can be changed by the President without board consent.

D) Any board member abstaining from a vote of the board without conflict or other good cause more than three (3) times in any one year term of office is automatically eligible for removal from the board.

This should be made known at the time of the vote.

2. Number and term. The Board of Directors shall consist of not less than seven (7) and shall be the president, vice president, secretary and treasurer. Directors shall be general members or vendor members of the association. Directors shall be elected by the members, and each director shall be elected to serve no more than two (2) consecutive terms as director, unless that director took office as an interim appointee under the provisions of this Article III, Section 3 in which case the director shall not be elected to more than three (3) consecutive terms after the end of the term in which the director took office as an interim appointee. A director may serve more than three consecutive terms upon approval of the board at the time of nomination.

3. Vacancies. Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board and each person so elected shall be a Director until his or her successor is elected by the members at the next Annual Meeting of the members or at any Special Meeting duly called for the purpose and held prior thereto. The Nominating Committee shall present nominations for any vacancies in accordance with these By-Laws.

4. Resignation. Any Director of the Association may resign at any time by giving written notice to the President or the Secretary of the Association. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

5. Removal. Board members that do not fulfill their duties and responsibilities shall be stepped back to Associate Board Members by way of a no confidence vote. This shall be a simple majority vote of the Board. When the person resumes the level and quality of assistance required, they will be eligible to be voted back onto the board.

as Members of the Board shall be subject to removal for derogation of duties follows:

1. Miss a board meeting without notice or without relaying all pertinent information to another board member
2. Miss a board meeting but relay all pertinent information to another board member
3. Late to any board meeting (Meetings start at 7:00 PM sharp)
4. Miss monthly general meetings and or seminars
5. Attend monthly general meetings but unprepared/not helpful
6. Late for monthly general meetings and or seminars (i.e. Not at meeting by 6:30 PM)

ARTICLE IV

Meetings of Members

1. Voting. Each general member of the Association shall be entitled to one vote on each issue submitted to a vote of the membership. A general member may vote by absentee ballot executed by said member and notarized by a notary

public.

2. Quorum. At all general business meetings of the Association, the presence in person or by proxy of no less than 15% of eligible votes of the general members shall be sufficient to constitute a quorum. Seven board members shall constitute a quorum.

3. Annual Meetings. The Annual meeting of the Association shall be held each year on the first Tuesday in June, unless otherwise specified by the Board of Directors, for the election of directors and the transaction of such other business as may properly come before the meeting.

4. Regular Meeting. Regular meetings of the Association shall be held monthly, or at such times as the Board of Directors may determine.

5. Special Meeting. A Special Meeting of the Association may be called by the Board of Directors or by ten (10) percent of the voting membership. Upon written request of any person who has called a Special Meeting, it shall be the duty of the Secretary to prepare a list of the items on the agenda to schedule the meeting and to send a notice of the meeting in writing to each member of the board within ten (10) days of the request, which meeting shall be held not more than sixty (60) days after the receipt of the request. If the Secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so and send notice thereof and an agenda therefor to the members of the board.

6. Place and time of Meeting. All meetings of the Association shall be held in the Pittsburgh Metropolitan area, Pennsylvania. The Board of Directors may designate any place as the place for any annual, regular or special meeting called by the Board of Directors.

7. Notice of Meeting. Written notices stating the place, hour and date of any meeting shall be delivered either personally or by mail to each member not less than five (5) days prior to the date of such meeting. Publication of said notices will be made whenever possible. Telephone notice will not be sufficient notice except in the case of an emergency which shall be defined as any situation which requires action within a ten-day period. When mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail, addressed to the member at her or his address as it appears on the records of the Association, with postage thereon prepaid.

8. Waiver of Notice. Whenever any written notice is required to be given by statute or by these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, shall be deemed the equivalent of such notice.

9. Meeting Procedure. The floor may not be taken by anyone unless there is approval by the Board of Directors. Materials of any sort may not be distributed

at the General Meetings without prior written approval of the Board of Directors.

ARTICLE V

Officers

1. Number and Qualifications. The officers of the Association shall be chosen by the incoming Board of Directors of the Association at the first Board meeting after the annual meeting and shall be a president, vice president, secretary, treasurer, and such other officers as the needs of the Association may require from time to time, as the Board of Directors deems necessary. The officers shall have such authority and responsibility to perform such duties in the management of the affairs of the Association as may be determined by resolutions of the Board of Directors or these By-Laws. The officers shall serve on an executive committee of the Board of Directors.

(a) Before a person can be on the executive board or run for an executive board position that person must have been on the board of directors for at least one (1) year or the name must be submitted to the Board of Directors for approval.

2. Duties of Officers.

(a) President: The President shall preside at all meetings of the Association and Board of Directors; have general and active management of the business of the Association; see that all orders and resolutions of the Board are carried into effect; and shall perform such other duties as may be requested from time to time by the majority decision of the Board of Directors.

(b) Vice President: The Vice President shall perform the duties and exercise the powers of the President in his/her absence or disability, and shall perform such other duties as the Board of Directors may prescribe or the president may delegate. The Vice President shall succeed to the office of the President, until the next Annual Meeting, should the office be vacant for any reason.

(c) Secretary: The Secretary shall attend all sessions of the Board and all meeting of the members and shall keep or cause to be kept a record of all the votes of the Association and the minutes of all the transactions in a book to be kept for the purpose. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

(d) Treasurer: The Treasurer shall have custody of all funds of the Association, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, shall deposit all funds in such places of deposit as may be designated by Article VII, shall render financial reports to the President and the Board of Directors of the Association upon request and shall perform such other duties as may be requested from time to time by the Board of Directors or the President.

3. Nomination and Election of Officers.

At the April General meeting, the nominating committee shall solicit names from the general membership and present those names to the Board at the April board meeting. At said meeting, the Board shall either approve or disapprove each prospective nominee and shall remove said name or names from nominations.

Not less than thirty (30) days prior to the annual meeting, the nominating committee shall present to the voting members the names of those running for office.

Such nominees must be general or Vendor members of the Association. Information concerning the qualifications of those to be nominated will be disseminated whenever possible at least thirty (30) days prior to the annual meeting. Election of Directors will be by written ballot or absentee ballot.

The procedure for the actual election will be determined by a majority vote of those in attendance at or prior to the June board meeting.

4. Term of Office. The term of the Directors of the Association shall be for two (2) years, from the date of their election until the date of the next annual meeting, or until their successors have been elected. No Director shall serve more than two (2) consecutive terms unless: (A) that Director took office as an interim appointee under the provisions of this Article V, Section 6 in which case the Director shall not be elected to more than two (2) consecutive terms; or (B) except upon approval of the Board at the time of any additional nominations for the Director, the director/nominee may run for additional terms.

Term of office for any Director may be extended by full approval of the general membership as defined above.

5. Removal of Officers. Removal of an Officer shall be made only upon the recommendation of the Board to the general membership or by recommendation of fifteen (15) percent of the general membership, to be evidenced by petition, and approval of the same at a meeting of the Members of the Association called expressly for that purpose, by a vote, by written ballot or by proxy of a majority of the general members present.

6. Resignation. Any officer of the Association may resign at any time by giving written notice to the President or the Secretary of the Association. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7. Vacancies. All vacancies shall be filled by appointment of the majority decision of the Board of Directors.

ARTICLE VI

Associate Board Members

1. Position. Associate Board Members should number between 4 to 6 members and the number shall remain flexible to fill the need. These people are to be chosen by the Board from the Volunteers or from the general membership. They should either be assistant chairmen of committees or should be given serious duties and responsibilities by the Board or by the committee chairmen but may not be committee chairmen.

Associate Board Members report to the Board, to the committee chairman, or to the board member that is responsible for their work, but do **not** attend the board meetings. Their attendance at the board meeting is by invitation only; possible to give a special report or before becoming a Board Member. It is possible that Associate Board Members may be invited on a rotating schedule.

2. Removal. Associate Board Members that do not fulfill their duties and responsibilities shall be stepped back to Volunteer or general member by a simple majority vote of the Board after open discussion and then open vote without the Associate Board Member present.

ARTICLE VII

Volunteer

1. Position. Volunteers shall be designated by the Board from the general membership and shall have oversight by a Volunteer Committee Chairman and also by a committee chairman if appointed to a committee. The number of Volunteers shall be as great as necessary. If, for instance, two of five Volunteers that are designated to watch the door do not attend a particular meeting, it is of no consequence. An Associate Board Member, acting as Volunteer Committee Chairman, should monitor the attendance and activity of the Volunteers so that the Board Members will then have a record of which Volunteers are productive.

2. Removal. Any Volunteer that does not perform as instructed by the Volunteer Committee Chairman or by the Board Member or Associate Board Member that oversees their duties, shall be asked to give up their Volunteer status. The guidelines for Volunteers shall be very flexible considering the nature of the position.

ARTICLE VIII

Committees

1. Establishment. The Board of Directors may establish committees except as required by the By-Laws in this Article VI, Section 2. Each committee shall have as a member at least one Director of the Association. Any such committee may exercise powers and authority to the extent provided by resolution of the Board of Directors. Each committee of the Board shall serve at the pleasure of the Board except those committees specified in this Article VI, Section 2.

2. Standing Committees. The Board of Directors of the Association shall see to it that the following committees exist and are functional at all times:

a) The Executive Committee shall conduct the business affairs of the Association and members elected yearly by the Board of Directors who shall be members of the Board of Directors.

b) The Nominating Committee shall be composed of one member of the existing Executive Committee who shall be the chairman of the Nominating Committee and two members appointed by the Board of Directors who are not members of the Executive Committee. This committee shall nominate Officers and Directors to be voted on by the membership at the June meeting or such other time as a General Membership Meeting is commenced.

c) The Program Committee shall be composed of one member of the executive committee who shall be the Chairman of the Program Committee and such other members as appointed by the Board of Directors. This committee will arrange educational and special seminars.

d) The Membership Committee shall be composed of one member of the Executive Committee who shall be Chairman of the Membership Committee and such other members as requested by the Chairman and approved by the Board of Directors. This committee will be responsible for increasing and maintaining membership and membership benefits.

ARTICLE IX

Finances, Fiscal year, Amendments

1. Funds. The Association's funds shall be kept in such banking institutions as may be determined and approved by the Board of Directors.

2. Withdrawals. The Treasurer shall have custody of the funds of the Association. All checks of the Association shall have the signature of two officers of the Association.

3. Fiscal Year. The fiscal year of the Association shall be the period

from January 1 of one year to December 31 of that year, running concurrently with the calendar year.

4. Amendments. These By-Laws may be amended, altered or repealed by the affirmative vote of a quorum at any regular or special meeting duly convened after notice to the members of that purpose, or by a 3/4 majority vote of the members of the Board of Directors. Notification to general members must be made in the newsletter prior to this vote, at any regular meeting or special meeting duly convened, subject always to the power of the members to change such action by the directors.

ARTICLE X

Indemnification

1. Availability of Indemnification. The Association unless prohibited by applicable law, may by resolution of the Board of Directors indemnify any person who is or was a director, officer, employee, or agent of the Association and who is or was involved in any manner, including without limitation, as a party or a witness, in any threatened, pending or completed investigation, claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, whether or not the indemnified liability arises or arose from any threatened, pending or completed proceeding by or in the right of the Association by reason of the fact that such person is or was director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director or officer of another Corporation, partnership, joint venture, trust or other enterprise, against all expenses including attorneys fees, judgments, fines and amounts paid in settlement actually or reasonable incurred by such person in connection with such proceeding; provided, however, the foregoing shall not apply to a director or officer of the Association with respect to a proceeding that was commenced by such officer or director. The Association may also advance expenses incurred by such person in connection with any such proceeding, consistent with the provisions of applicable law as then in effect.

2. Request for Indemnification. To request indemnification under this Article, an indemnitee shall submit to the Secretary of the Association a written request, within ten (10) days of notice of said proceeding, including such documentation and information as is reasonably necessary to determine whether and to what extent the indemnitee is entitled to request indemnification.

3. Corporate Supervision. In the event that the Association indemnifies a director, officer, employee or agent of the Association, the Association may at its discretion retain counsel of its choosing to supervise and defend the indemnitee, or to supervise the indemnitee's counsel in said proceedings.

