



CHARTER

ARTICLE I NAME 1.01 **Name.** The name of the group shall be "Pittsburgh Veteran Employer Coalition (PVEC)."

ARTICLE II PURPOSES AND POWERS

2.01 Purpose. PVEC is an unincorporated club, which shall be operated to make greater Pittsburgh the leading destination for veterans and military-connected families throughout America. This includes veteran employment and retention opportunities, business and social engagement and veteran related community service. PVEC's purpose is to build and lead a long-term, sustainable consortium strategy for employers supporting military connected populations in and around Pittsburgh, PA.

PVEC seeks to strengthen the community of Pittsburgh through empowering veterans, recognizing their individual and collective skills and worth. PVEC will network with the greater Pittsburgh community to find those organizations with like-minded values who may have employment opportunities for veterans, including but not limited to businesses, academia, non-profit groups and government organizations. To maximize our impact on current efforts, PVEC may become involved with local volunteer opportunities in order to facilitate camaraderie and to facilitate veteran networking.

2.02 Authorities. PVEC shall exercise 'soft authority,' directly or indirectly, alone or in conjunction or cooperation with others, to support the strengthening of the community's efforts to attract and retain military connected human capital required to support the private sector's employment needs.

ARTICLE III MEMBERSHIP

3.01 Membership. Membership within the PVEC is open to any organization that desires to help address the employment needs of area veterans and their families. Membership is limited to natural persons and conditioned upon the promise that every member's goal is to execute and promote PVEC's purpose herein in a manner not in contravention of this Charter or the law.

3.02 Funding. Local Pittsburgh employers in partnership with The Heinz Endowments will provide funding for Phase II and Phase III for continued implementation and execution of the PVEC over a period of performance of 26 months.

ARTICLE IV STEERING COMMITTEE

4.01 Steering Committee. The purpose of the Steering Committee (SC) is to serve as the community's guiding hand in developing and sustaining a concerted, robust private sector effort to attract and retain military connected member participation in the greater Pittsburgh labor market. The PVEC shall have a Steering Committee ("SC") consisting of a:

- Committee Chair
- Committee Co-Chair
- Members At-Large

The SC may add or subtract positions on the SC, to meet its ever changing needs, based on the interests of its members.

4.02 Powers. All routine powers shall be exercised by or under the guidance of the SC in consultation with its members and the affairs of PVEC shall be managed under the direction of the SC, except as otherwise provided by law.

4.03 Elections, Appointments and Terms.

(a) Serving on the SC is a voluntary endeavor and membership is encouraged amongst all private sector companies and stakeholders. SC leadership opportunities (Committee Chair, Co-Chair) shall be sought from members themselves. Service as Chair and Co-Chair will be limited to two-year stints, with new Chairs and Co-Chairs selected through membership no later than 18 months into each two-year term. A simple majority vote of members is required to elect the SC Chair and Co-Chair leadership team. For the first two years of its existence, Chair and Co-Chair responsibilities shall be shared between the Heinz Endowments, Highmark and PNC Bank based on their interests in forming a sustainable PVEC for the greater Pittsburgh community.

(b) All candidates for Chair and Co-Chair must first be nominated by an SC member, and such nomination must be seconded and thirded by other SC members. Once the nominations are cast, the Chair and Co-Chair shall be elected at an SC meeting after the Q3 Activity but before the Q4 Activity during the team's second year, to a two-year term by the SC members using a majority vote. Should the first vote yield no majority winner, the two (2) candidates with the most votes in the first voting round will "run-off" in a second round. Should the current Chair and Co-Chair elect to "rerun" for a subsequent term, no nomination for either is necessary for his consideration in the election.

(c) Members of the SC may serve consecutive terms in succession under the same or different titles.

(d) The term of office for a Chair and Co-Chair shall be considered to begin January 1 and end December 31 of any given year in office, and the term of office of all other appointed SC members shall be considered to begin July 1 and end June 30, unless the term is extended until such time as a successor has been elected or appointed.

4.04 Tiebreaker. The current Chair will be the final decision maker for all tied votes, including ties related to Chair elections.

4.05 SC Meetings. The SC shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the SC. Notice of the meetings shall be provided. Notices shall specify place, day, and hour of meeting. Special meetings may be called by any SC Member using the aforementioned notice. At the discretion of the Chair and Co-Chair, the SC meeting may be by conference call.

4.06 Compensation for Service. The SC shall receive no compensation for carrying out their duties.

ARTICLE V COMMITTEES

5.01 Committees. The SC may designate one or more committees to serve at the pleasure of the SC. Any committee, to the extent provided in the resolution of the SC, shall serve the PVEC's interests to form and sustain a vibrant private sector effort to attract and retain military connected members into meaningful employment.

5.02 Meeting and Action of Committees. The SC may adopt rules for the governing of the committee not consistent with the provision of this Charter. Minutes of all meetings shall be kept.

5.03 Informal Action by the SC. Any action required or permitted to be taken by the SC at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For the purposes of this section, an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the SC to use email to approve actions, as long as a quorum of SC gives consent.

ARTICLE VI MISCELLANEOUS

6.01 Records. The SC shall keep appropriate records and shall keep minutes of the proceedings of all meetings of its SC, a record of all actions taken by the SC without a meeting, and a record of all actions taken by General Committees of the SC. In addition, PVEC shall keep a copy of its Charter as amended to date.

6.02 Nondiscrimination Policy. All members, regardless of position, shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of PVEC to help veterans, and not to illegally discriminate in any way.

6.03 Loans and Monetary Transactions.

No loans shall be contracted on behalf of the club.

ARTICLE VII DOCUMENT RETENTION POLICY

7.01 Purpose. The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction.

7.02 Policy. From time to time, PVEC may establish document retention or destruction policies for specific categories to ensure legal compliance. If, through the judgment of the SC, certain documents or minutes are relevant to potential litigation, then any such documents must be kept until it is determined that they are no longer needed. Press releases or any known public filings should be retained permanently under the theory that PVEC should have its own copy to test the accuracy of any document a member of the public can theoretically produce against PVEC. The following document will be maintained permanently: SC meeting minutes.

ARTICLE IIX AMENDMENT OF CHARTER

8.03 Amendments. This Charter may be amended, altered, repealed, or restated by a vote of a three quarters majority of the SC then in office at a meeting of the SC.

CERTIFICATE OF RATIFICATION

I CERTIFY THAT THE FORGOING "PVEC Charter" was approved by PVEC's duly appointed Steering Committee and constitutes a complete copy of the same.