

MONROEVILLE FINANCE AUTHORITY

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BYLAWS

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# MONROEVILLE FINANCE AUTHORITY

## BY-LAWS

### ARTICLE I THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be as specified in its Articles of Incorporation, to wit: Monroeville Finance Authority.

Section 2. Seal of Authority. The seal of the Authority shall contain the name of the Authority and the year of its incorporation, and shall be in the form of the seal impressed in the margin hereof, opposite this section.

Section 3. Office of the Authority. The office of the Authority shall be located in Monroeville, Pennsylvania.

### ARTICLE II OFFICERS

Section 1. Officers. The Officers of the Authority shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, an Assistant Secretary-Treasurer, and such other officers as the Board may designate by resolution from time to time to be elected from the members of the Board of the Authority. In the absence of the Chairman and the Vice Chairman at a meeting at which a quorum is present, the Treasurer shall serve as Temporary Chairman to preside over the meeting. If the Treasurer is also absent, the Secretary shall serve as Temporary Chairman to preside over the meeting.

Section 2. Chairman. The Chairman shall preside at all meetings of the Board of the Authority and shall perform all duties incident to this office. At each meeting the Chairman shall submit such recommendations and information as he may consider proper concerning the business, affairs and policies of the Authority.

Section 3. Vice Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman; and in the case of the resignation or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the Board of the Authority shall appoint a new Chairman.

Section 4. Secretary. The Secretary shall keep the records for the Authority, shall act as Secretary of the meetings of the Board of the Authority and record all votes, and shall keep a record of the proceedings of the Board of the Authority in a journal of proceedings to be kept for such purposes, and shall perform all duties incident to his office. He shall keep in safe custody the seal of the Authority, and shall have the power to affix such seal to all proceedings and resolutions of the Board of the Authority and to all contracts and instruments authorized to be

executed by the Authority. The responsibilities and duties of the Secretary may be delegated to members of the staff of the Authority.

Section 5. Treasurer. The Treasurer shall have the care and custody of all funds of the Authority, and shall deposit the same in the name of the Authority in such bank or banks as the Board of the Authority may select. Except as otherwise provided below or as authorized by resolution of the Board of the Authority, the Treasurer shall sign all orders and checks for the payment of money, and shall pay out and disburse such moneys under the direction of the Board of the Authority. The responsibilities and duties of the Treasurer may be delegated to members of the staff of the Authority. Except as otherwise authorized by resolution of the Board of the Authority, all such orders and checks shall be countersigned by either the Chairman, the Vice Chairman or the Secretary. He shall keep regular books of accounts showing receipts and expenditures, and shall render to the Board of the Authority at each regular meeting (or more often when requested) an account of his transactions and also of the financial condition of the Authority. He may give such bond for the faithful performance of his duties as the Board of the Authority may determine and pay for.

Section 6. Assistant Secretary-Treasurer. The Assistant Secretary-Treasurer shall perform all the duties of either the Secretary or Treasurer in the absence or incapacity of the Secretary or Treasurer; and in the case of the resignation or death of the Secretary or Treasurer, the Assistant shall perform such duties as are imposed upon such deceased or resigned Secretary or Treasurer until such time as the Board of the Authority shall appoint a new Secretary or Treasurer. The responsibilities and duties of the Assistant Secretary-Treasurer may be delegated to members of the staff of the Authority.

Section 7. Additional Duties. The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Board of the Authority or the Bylaws or rules and regulations of the Authority.

Section 8. Election or Appointment. The Chairman, Vice Chairman, Secretary, Treasurer, and Assistant Secretary-Treasurer shall be elected at the annual meeting of the Board of the Authority from among the members of the Board of the Authority, and shall hold office for one year or until their successors are elected and qualified.

Section 9. Vacancies. Should the office of Chairman, Vice Chairman, Secretary, Treasurer, and Assistant Secretary-Treasurer become vacant, the Board of the Authority shall elect a successor from its membership at the next meeting, and such election shall be for the unexpired term of said office.

Section 10. Additional Personnel. The Authority may from time to time employ such personnel including but not limited to a Director, as it deems necessary to exercise its powers, duties and functions, as prescribed by the Municipality Authorities Act, as amended, of Pennsylvania, and all other laws of the Commonwealth of Pennsylvania applicable thereto. The selection of such personnel shall be determined by the Board of the Authority subject to the laws of the Commonwealth of Pennsylvania. The Board of the Authority shall not be compensated for services rendered to carry out the purposes of the Board.

ARTICLE III  
MEETINGS

Section 1. Annual and Regular Meetings. The Regular Meetings of the Board of the Authority shall be held on \_\_\_ TBD \_\_\_ of each month at \_\_\_ TBD \_\_\_ m. at the offices of \_\_\_ TBD \_\_\_, Monroeville, Pennsylvania, or on such other day and time and at such other place as the Board of the Authority may determine within Municipality of Monroeville. The Regular January Meeting of the Board of the Authority shall be the Annual Meeting for the election of officers. Notices of meetings shall be posted and advertised in accordance with law, and such notices shall include the date, time and place of such meetings. In the event a meeting date shall fall on a legal holiday, the meeting shall be held on the next succeeding secular day.

Section 2. Special Meetings. The Chairman of the Board of the Authority may when he or she deems it expedient, and shall, upon the written request of two (2) members of the Board of the Authority, call any special meeting of the Board of the Authority for the purposes of transacting any business designated in the call. The call for any special meeting may be delivered to each member of the Board of the Authority or may be mailed to the business or home address of each member thereof two (2) days or more prior to the date of such special meeting or on twenty-four hours notice by telephone contract with each of the Board members or may be contained in a notice of the meeting given in such manner and at such time as permitted by the Sunshine Act, Act of October 15, 1998, P.L. 729, No. 93, as amended. No business shall be considered other than as designated in the call, but if all of the members of the Board of the Authority are present at a special meeting, any and all business may be transacted at such special meeting.

Section 3. Quorum. At all meetings of the Board of the Authority, the presence of a majority of the members of the Board then in office and entitled to vote shall constitute a quorum for the purpose of transacting business. A majority of the members of the Board present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. In addition to those members of the Board who are physically present at a meeting, absent members of the Board shall be deemed as present at such meeting if they are connected by telephone or other communication equipment, can hear all participants and can be heard by all participants.

Section 4. Public Comments. The Board of the Authority shall provide a reasonable opportunity at each advertised regular and advertised special meeting for residents or taxpayers of Municipality of Monroeville, or for both, to comment on matters of concern, official action or deliberation which are or may be before the Board, Residents or taxpayers of Municipality of Monroeville who wish to comment on such matters shall so inform the Authority's Manager in writing, in person or by telephone at least three (3) days before the meeting at which they desire to speak. The Chairman may limit the time for each speaker to five minutes. If the Board determines that there is insufficient time at a meeting for such residents or taxpayers to comment, the Board may defer the comment period to the next regular meeting or to a special meeting which occurs in advance of the next regular meeting.

All resolutions shall be in writing and shall be copies in the minute book of the Board of the Authority. At special meetings, the Chairman shall determine the order of business.

Section 5. Manner of Voting. The voting on all questions coming before the Board of the Authority shall be roll call, and the ayes, nays, and abstentions shall be entered upon the minutes of such meeting, unless the vote is unanimous of all members present, and in that case the minutes shall so indicate. The vote of a majority of the members of the Board participating in and entitled to vote at a meeting at which a quorum is present shall constitute the action of the Board.

Section 6. Telephonic and/or Other Electronic Meetings. Regular and special meetings of the Board may be held by telephonic conference, video conferencing and/or some other means of electronic connection so long as all members of the Board attending such meeting can hear each other at the same time. Any members of the Board may request to participate in any meeting via telephonic conference, video conference or other electronic means.

#### ARTICLE IV RULES, POLICIES AND PROCEDURES

The members of the Board shall be authorized to adopt rules, policies and procedures from time to time in connection with the management, operation and control of the Authority provided that they are not inconsistent with these Bylaws.

#### ARTICLE V EXECUTION OF DOCUMENTS

The Chairman or, in the Chairman's absence, the Vice Chairman shall have the power and authority to execute and deliver and to delegate signatory power for contracts, leases, deeds, obligations and other instruments and documents approved by the Board.

#### ARTICLE VI INDEMNIFICATION

To the extent that any insurance then in effect may not be applicable, to the extent permitted by law, each person now or hereafter a member of the Board and/or officer or employee of the Authority, whether or not then in office or employed, shall be indemnified and reimbursed by the Authority against the costs (including, but without being limited to, court costs and the amount of any judgment) and expenses (including, but without being limited to, counsel fees) reasonably paid or incurred by or imposed upon him in connection with any civil or criminal action, suit or proceeding instituted or threatened, to which he may be made a party or prospective party by reason of his being or having been such a member of the Board and/or officer, employee, or by reason of any act or thing alleged to have been done or omitted by him either alone or with others, as such a member of the Board and/or officer or employee; provided, however, that no such member of the Board and/or officer or employee shall be indemnified against or reimbursed for costs or expenses paid or incurred by or imposed upon him in relation to matters as to which he shall have been finally adjudged guilty in any criminal proceeding, and

by reason thereof a final judgment, decree or order shall have been entered against him, either alone or with others, for any fine or other penalty. The right to indemnification and reimbursement hereby granted shall extend also to amounts paid or agreed to be paid by each person now or hereafter such member and/or officers or employee in settlement of any such civil action, suit or proceeding instituted or threatened; provided, however, that if such action, suit or proceeding instituted or threatened shall be settled or otherwise terminated as against such member and/or officer or employee without a final determination thereof, the Authority shall not indemnify or reimburse such member and/or officer or employee with respect thereto unless a majority (whether or not such majority constitutes a quorum) of the remaining members of the Board of the Authority (after excluding all members disqualified by vote by personal interest) shall have approved said settlement (either before or after its consummation) and shall have determined that said member and/or officer or employee did not act negligently or in bad faith in respect of such action, suit or proceeding. The right of indemnification and reimbursement hereby granted shall not be exclusive of, but shall be in addition to, the rights of members and/or officers or employees to reimbursement for expenses or compensation for services performed, as applicable, and all other rights to which any such member and/or officer or employee shall be entitled as a matter of law or equity or otherwise howsoever. In any case, in which liability for any such acts or omissions of any such member and/or officer or employee is imposed or sought to be imposed upon the estate of such member and/or officer or employee, the right to indemnification and reimbursement herein conferred on members and/or officers or employees shall extend to the heirs, executors and/or administrators or any such member and/or officer or employee, or any of them.

#### ARTICLE VII AMENDMENTS

The By-laws of the Authority shall be amended at either a regular or special meeting, provided that written notice that amendments to the By-laws shall be considered at such meeting be give at least seven (7) days in advance of said meeting. The By-laws of the Authority shall be amended at the regular or special meeting on with the approval of a majority of the members of the Board present and entitled to vote.