

**BY-LAWS**  
**OF**  
**CONEWAGO MUNICIPAL AUTHORITY**

ARTICLE I

THE BOARD

SECTION 1. Number and Term of Office.

The business and property of the Authority shall be managed and controlled by the Board. The Board shall be composed of members who shall be appointed for such terms, and the vacancies therein shall be filled, as shall be provided by law and the Articles of Incorporation of the Authority.

SECTION 2. Place of Meeting.

The Board may hold its meetings, have an office and keep the records, books and accounts of the Authority (except as otherwise may be provided by law) at the offices of the Township of Conewago, 3279 Old Hershey Road, Elizabethtown, Pennsylvania, or at such other place or places as the Board, by resolution, from time to time, may determine.

SECTION 3. Regular Meetings.

Regular meetings of the Board shall be held on the first **Monday** of each month beginning at **7:00** P.M., prevailing time, if not a legal holiday, or on such other date or at such other time as the Board, by resolution, from time to time, may determine. If such meeting date should at any time fall on a legal holiday, then the meeting shall be held on the next succeeding business day which is not a legal holiday. No notice shall be required for any such regular meeting of the Board.

SECTION 4. Special Meetings.

Special meetings of the Board shall be held whenever called by the Chairman or by not less than three members of the Board at the time being in office. Calls for special meetings shall be at a previous meeting of the Board, or shall be given to the Secretary, and shall specify the purpose or purposes of the special meeting.

The Secretary shall give notice of the time, place and purpose of each special meeting at a previous meeting of the Board, or by telephone at least 24 hours before the special meeting, to each member of the Board; but such notice may be waived by any member. At any meeting at which every member of the Board shall be present, even though without notice, any business of the Authority may be transacted.

Notice of all meetings of the Board shall be advertised and posted in accordance with the Sunshine Act, 65 Pa.C.S. Ch. 7, as amended.

SECTION 5. Quorum and Transaction of Business.

A majority of the Board for the time being in office shall constitute a quorum for the transaction of business, but if at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting, from time to time, until a quorum shall be present. All action of the Board may be taken by vote of the majority of the members present at any meeting, including the election of officers, agents and employees of the Authority and the fixing of their compensation, and the acquisition, purchase, leasing, sale, transfer or disposition of any projects, franchises, property, real, personal or mixed, tangible or intangible, or any interest therein, or the financing thereof. That the alteration, amendment or repeal of these By-Laws shall be as provided in Article IV hereof.

The Chairman shall preside at all meetings. In his absence, the Vice Chairman shall preside. In the absence of the Chairman and Vice Chairman, the Board shall elect a Chairman pro tem.

SECTION 6. Order of Business.

The order of business at any regular meeting of the Board shall be as follows:

- A. Reading of the minutes;
- B. Reports of committees;
- C. Reports of officers;
- D. Motions and resolutions;
- E. Miscellaneous business; and
- F. Public input.

SECTION 7. Powers and Duties of the Board.

The members of the Board shall have the general management and control of the business and affairs of the Authority and shall exercise all powers that may be exercised or performed by the Authority under existing laws, the Articles of Incorporation and the By-Laws. Without prejudice to the general powers conferred by the preceding sentence and any other powers conferred by or duties imposed by these By-Laws, the Board shall have the following powers and duties, namely:

A. Appointment of Agents. To appoint and, in its discretion, to remove or to retain such officers, agents or servants not otherwise elected or appointed, permanently or temporarily, as it shall deem fit and proper, and to prescribe their duties and to determine their compensations, and to require security in such instances and in such amounts as it shall deem fit, and to confer, by resolution, upon any appointed officer of the Authority the power to choose, remove or suspend any officers, agents or servants so appointed who may be under his or her supervision;

B. Execution of Instruments. To determine by resolution, except as otherwise provided by existing laws or these By-Laws, who shall be authorized, in behalf of the Authority, to sign bills, notes, bonds, receipts, acceptances, endorsements, checks, releases, contracts and other documents;

C. Delegation of Powers. To delegate any of the powers of the Board in the current business of the Authority to any officer or agent, or to appoint any person or persons to be the agent or agents of the Authority, with such powers (including the power to sub-delegate) and upon such terms as the Board shall see fit;

D. Committees. To delegate, from time to time, to suitable committees, any duties that are required to be executed during the intervals between the meetings of the Board; and such committees shall report to the Board when and as required;

E. Election of Officers. To elect a Chairman, a Vice Chairman, a Secretary, a Treasurer and an Assistant Secretary and an Assistant Treasurer, and to define their duties and to limit the authority of all officers and agents of this Authority in any way they deem advisable; Provided, however, that such shall not be contrary to the laws of the Commonwealth of Pennsylvania or the express provisions of the Articles of Incorporation of the Authority or these By-Laws;

F. Designation of Depositories. The Board shall designate the trust company or trust companies, bank or banks, in which shall be deposited, from time to time, the money or securities of the Authority;

G. Budget. The Board, annually, at no later than the last regular meeting in the calendar year, shall establish a budget for the ensuing calendar year;

H. Reports. The Board, annually, before **April 15** in each year, shall prepare, in writing, a report of the business and activities of the Authority for the calendar year immediately preceding and shall submit copies of such report to the proper municipal authorities; and

I. Rules and Regulations. The Board, from time to time, by resolution, may adopt such rules and regulations for the use of the facilities of the Authority as the Board may deem proper.

SECTION 8. Resignations of Board Members.

Any member of the Board may resign at any time. Such resignation shall be in writing and shall take effect at the time specified therein, if a time shall be specified. If no time shall be specified, the resignation shall take effect as of the time of its receipt by the Secretary who shall receive such resignation and shall note the day, hour and minute of its reception. The acceptance of a resignation shall not be necessary to make it effective. The Secretary promptly shall notify the proper municipal authorities of the resignation of any member of the Board.

ARTICLE II

OFFICERS

SECTION 1. Officers.

The officers of the Authority shall be a Chairman, a Vice Chairman, a Treasurer, a Secretary, and an Assistant Secretary and an Assistant Treasurer and such other officers as, from time to time, shall be provided for by the Board. Such officers shall be elected at the first regular meeting of the Board following the first Monday in January of each year and shall hold office for one year, ending on the first regular meeting of the Board following the first Monday in January next succeeding, or until their respective successors shall have been duly elected and qualified; Provided, however, that all

officers, agents and employees of the Authority shall be subject to removal at any time by the affirmative vote of a majority of the whole Board or otherwise, as may be provided or permitted by law.

SECTION 2. Powers and Duties of Chairman.

The Chairman shall be the chief executive officer of the Authority. He shall preside at all meetings of the Board. He shall have general charge and supervision of the business of the Authority. He shall sign and execute all authorized bonds, contracts, notes, evidences of indebtedness or other obligations in the name of the Authority. He shall sign all warrants or orders, in the name of the Authority, for the payment of money as shall be directed by the Board. He shall make such reports, from time to time, of the affairs of the Authority as the Board may require. He shall do and perform such other duties, as from time to time, may be assigned to him by the Board.

SECTION 3. Powers and Duties of Vice Chairman.

The Vice Chairman shall possess the power and shall perform the duties of the Chairman in his absence or disability. He shall do and perform such other duties as, from time to time, may be assigned to him by the Board.

SECTION 4. Powers and Duties of Secretary.

The Secretary shall keep the minutes of all meetings of the Board. He shall attend to the giving and serving of all notices of the Authority. He shall sign, with the Chairman, in the name of the Authority, all contracts, bonds, notes, evidences of indebtedness or other obligations authorized by the Board and, when so ordered by the Board, he shall affix the seal of the Authority thereto. He shall have charge of such books, records and accounts as the Board may direct, all of which, at all reasonable times, shall be open to the examination of any member of the Board upon reasonable application to the Secretary. In general, he shall perform all of the duties incident to the office of Secretary, subject only to the control of the Board, and shall do and perform such other duties as, from time to time, may be assigned to him by the Board. The Secretary for the time being in office shall deliver all books, records and accounts of the Authority in his possession to his successor immediately upon the qualification of such successor, or to the Board when so required by the Board.

SECTION 5. Powers and Duties of the Treasurer.

The Treasurer shall receive and shall have charge of all money, bills, notes, bonds and similar property belonging to the Authority, except as otherwise shall be directed by the Board, and shall have the power to issue receipts and acknowledgments for the payment of money and the delivery of checks, drafts, notes, acceptances or other evidences of indebtedness to the Authority, except as otherwise shall be directed by the Board. He shall have the duty and power of opening and keeping special accounts with such bank or banks, trust company or trust companies as, from time to time, by resolution, may be designated by the Board, and, to the extent that such accounts are not insured, to require such security from any such bank or trust company as may be directed by the Board or may be required by law. When necessary or proper, he shall endorse, in behalf of the Authority, for collection, checks, notes, and other obligations and shall deposit the same to the credit of the Authority in the bank or banks or trust company or trust companies which shall have been designated by the Board, as aforesaid. Jointly, with such other officer as may be designated by by-law or by resolution of the Board, he shall sign all checks made by the Authority and shall pay out and dispose of the same under the

direction of the Board. He shall sign all interest bearing coupons attached to authorized bonds of the Authority, by facsimile signature. Whenever required by the Board, he shall render to it a statement of his accounts. He shall enter, regularly, in books of the Authority, to be kept by him for the purpose, full and accurate account of all money received and disbursed by him on account of the Authority. He shall exhibit, at all reasonable times, his books, records and accounts to any member of the Board upon application; and he shall perform all acts incident to the position of Treasurer; Subject, however, to the control of the Board. He shall give a bond with sufficient corporate surety in such amount as may be determined by resolution of the Authority, the costs of which shall be paid by the Authority, conditioned for the faithful performance of his duties as Treasurer. The Treasurer for the time being in office shall transfer and deliver all money, securities, books, records and papers of the Authority, which shall be in his custody or possession, to his successor immediately upon the qualification of such successor. He shall permit all books, records and accounts of the Authority kept by him and in his custody or possession to be examined from time to time, by such auditor or auditors as the Board shall direct.

SECTION 6. Powers and Duties of the Assistant Secretary and of the Assistant Treasurer.

The Assistant Secretary and the Assistant Treasurer shall possess the power and may perform the duties of the Secretary and of the Treasurer, as appropriate, in case of their absence or disability, and shall do and perform such other duties as, from time to time, may be assigned to him by the Board.

SECTION 7. Solicitor.

The Authority's Solicitor shall be the chief legal officer of the Authority in all legal matters and, subject to the control of the Board, shall have general control of matters of legal import concerning the Authority. -

ARTICLE III

CHECKS, NOTES, ETC.

SECTION 1. Methods of Paying, Endorsing, Authorizing, etc.

Payments shall be made by drafts, checks or other orders, all of which shall be signed by such two of the officers of the Board as the Board, by resolution, shall provide. Payments shall be made only pursuant to warrants or orders signed by the Chairman or Vice Chairman in the name of the Authority, as directed by the Board, or pursuant to resolution of the Board. Bills receivable, drafts and other evidences of indebtedness to the Authority shall be endorsed for the purpose of discount or collection by the Treasurer or such other officer or officers of the Authority as the Board, from time to time, by resolution, shall designate. No bonds, bills or notes shall be executed by or on behalf of the Authority unless the Board, by resolution, shall authorize the same.

ARTICLE IV

AMENDMENT OF BY-LAWS

SECTION 1. Method of Alteration, Amendment or Repeal of By-Laws.

The By-Laws of the Authority shall be subject to alteration, amendment or repeal by a majority vote of the whole Board for the time being in office at any regular or special meeting of the Board; Provided, however, that notice of such proposed alteration, amendment or repeal shall have been given to each member prior to the regular or special meeting at which action thereon is to be taken, or without any such notice by a majority vote of the whole Board at any meeting of the Board when all of the members are present.

ARTICLE V

MISCELLANEOUS

SECTION 1. Corporate Seal.

The corporate seal of the Authority shall consist of two concentric circles between which the name of the Authority and the word "Pennsylvania" shall be inscribed, and within the smaller circle the words "Incorporated 2005" shall be inscribed.

SECTION 2. Rates and Charges.

The Board may fix, alter, charge and collect reasonable rentals, rates and other charges for the use of the facilities of, or for the services rendered by, the Authority or projects thereof, for the purpose of providing money for the payment of the expenses of the Authority and for the construction, improvement, repair, maintenance and operation of its facilities and properties, the payment of the principal of and interest on its obligations and the fulfillment of terms and provisions of any agreements made with the purchasers or holders of any such obligations, as the Board, from time to time, by resolution, shall determine.

SECTION 3. Annual Examination of Records.

The financial records, books and accounts of the Authority shall be kept on a calendar year basis. The financial records, books and accounts of the Authority shall be examined, annually, during the month of February, by a certified public accountant who shall be designated by resolution of the Board. The annual examination shall cover the immediately preceding calendar year.

DULY ADOPTED, this **6th** day of **September**, 2005, by the Board of Conewago Municipal Authority, in lawful session duly assembled.

CONEWAGO MUNICIPAL AUTHORITY

By: \_\_\_\_\_  
Chairman

ATTEST:

\_\_\_\_\_  
Secretary

(SEAL)