

BY-LAWS OF THE WESTERN BUTLER COUNTY AUTHORITY

ARTICLE I – THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be the “Western Butler County Authority”(hereinafter the “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 form of the seal impressed in the margin hereof, opposite this section.

Section 3. Office of Authority. The office of the Authority shall be at 607 Market Street, Zelienople, Butler County, Pennsylvania, but the governing body of the Authority may, by proper resolution, designate any other place to serve as the office of the Authority.

ARTICLE II - GOVERNING BODY

Section 1. Board. The powers of the Authority shall be exercised by the governing body (hereinafter the “Board”) . The Board shall have full authority to manage the properties and business of the Authority and to prescribe, amend and repeal by-laws, rules and regulations governing the manner in which the business of the Authority may be conducted and the powers granted to the Board may be exercised and embodied. The Board shall fix and determine the number of officers, agents, and employees of the Authority and their respective powers, duties and compensation and may appoint to such office or offices any member of the Board with such powers, duties and compensation as the Board may deem proper.

Section 2. Members. The Board shall consist of two members from each of the municipalities incorporating the Authority, but in no event shall the Board consist of less than five members. When one or more additional municipalities join the Authority, each of the joining municipalities shall each have two members on the Board.

Section 3. Residency Requirement. The members of the Board shall each be appointed by the governing body of the incorporating or joining municipalities represented and the appointed members shall each be a taxpayer in, maintain a business in or be a citizen of the municipality by which they are appointed.

Section 4. Terms of office. The governing body of the municipality which has the power of appointment shall appoint a member to serve on the Board for a term of five years. Members terms of office shall commence on the date of appointment. Members terms of office shall expire on the first Monday in January. Terms of office shall be staggered such that no more than three terms shall expire in any given calendar year. Moreover, the terms of members serving the same municipality shall not expire in the same calendar year.

Section 5. Vacancies. Whenever a vacancy has occurred by reason of the expiration of the term of any member, the governing body of the municipality which has the power of appointment shall appoint a member to serve on the Board for a term of five years. If a vacancy shall occur by reason of the death, disqualification, resignation, or removal of a member, the governing body of

the municipality which has the power of appointment shall appoint a successor to fill the unexpired term.

Section 6. Succession. Members shall hold office until their successors have been appointed and may succeed themselves.

Section 7. Removal. A member may be removed for cause by the court of quarter sessions of Butler County. The member shall be provided with a copy of the charges against the member at least ten days prior to the date of the hearing and a full hearing by the court.

Section 8. Withdrawal. Whenever any municipality shall withdraw from the Authority, the term of any member or members appointed from such municipality shall immediately terminate.

ARTICLE III – OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, and an Assistant Secretary-Treasurer, and shall be elected from the members of the Board.

Section 2. Chairman. The Chairman shall preside at all meetings of the Board. Except as otherwise authorized by resolution of the Board, the Chairman shall sign all contracts, deeds and other instruments made by the Authority. 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. In case of the death, disqualification, resignation, or removal of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the Board shall appoint a new Chairman.

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

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 may select. 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. Except as otherwise authorized by resolution of the Board, all such orders and checks shall be countersigned by the Chairman. The Treasurer shall keep regular books of accounts showing receipts and expenditures, and shall render to the Board at each regular meeting (or more often when requested) an account of the Authority's transactions and the financial condition of the Authority. The Treasurer shall give bond in such sums as may be fixed by the Board and for which the premiums shall be paid by the Authority.

Section 6. Assistant Secretary-Treasurer. The Assistant Secretary-Treasurer shall perform all the duties of either the Secretary or Treasurer during the period that either the Secretary or Treasurer is absent or incapacitated. In the event the office of Secretary or Treasurer becomes vacant, by reason of death, disqualification, resignation or removal, the Assistant Secretary-Treasurer shall perform the duties of the vacant office until such time as the Board shall appoint a new Secretary or Treasurer.

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, the by-laws or the 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 Organizational Meeting of the Board from among the members of the Board, and shall hold office for one year or until a successor is elected and qualified.

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

ARTICLE IV – MEETINGS

Section 1. Annual Organizational Meeting. The Annual Organizational Meeting of the Board shall be held, pursuant to public notice, on the second Thursday of January at 7:30 P.M. at the regular meeting place of the Board. In the event such date shall fall on a legal holiday, the annual meeting shall be held on the next succeeding secular day.

Section 2. Regular Monthly Meetings. The regular monthly meetings of the Board shall be held, pursuant to public notice, on the second Thursday of every month at the regular meeting place of the Board and at such times and places as may from time to time be determined by the Board. The first regular meeting of the calendar year shall immediately follow the Board's Annual Organizational Meeting

Section 3. Special Meetings. The Chairman may, and shall, upon the written request of two members of the Board, call a special meeting, pursuant to public notice, of the Board for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Board or may be mailed to the business or home address of each member thereof two days or more prior to the date of such special meeting. No business shall be considered other than as designated in the call, but if all of the members of the Board are present at the special meeting, any and all business of the Authority may be transacted at such special meeting.

Section 4. Quorum. At all meetings of the Board a majority of the members of the Board shall constitute a quorum for the purpose of conducting the business of the Authority and for all other purposes. All action may be taken by vote of a majority of the members present, unless in any

case the by-laws shall require a larger number, provided, however, that a smaller number may meet and adjourn to some other time or until a quorum is obtained. A majority of the members of the Board present either in person or participating on a conference telephone line with the Board shall constitute a quorum for the purpose of paying bills at a regular monthly meeting. No other business shall be conducted at a regular meeting where a quorum is obtained by way of member participation by conference telephone lines, except that the Board may decide to adjourn to some other time or until a quorum is obtained.

Section 5. Order of Business. The order of business for regular meetings of the Board, shall be:

1. Roll Call.
2. Reading and approval of minutes of the previous meeting.
3. Bills and communications.
4. Report of the Secretary.
5. Report of the Treasurer.
6. Report of the Committees.
7. Unfinished business.
8. New Business.
9. Adjournment.

Section 6. Resolutions. All resolutions shall be in writing and copies of all resolutions shall be placed in the journal of the proceedings of the Board.

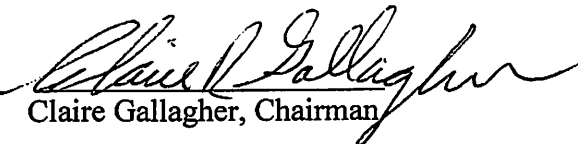
Section 7. Manner of Voting. The voting on all questions coming before the Board shall be by roll call, and the ayes and nays shall be entered upon the minutes of such meeting, unless the vote is unanimous of all members present, and in that case the minutes shall so indicate.

ARTICLE V – AMENDMENTS

Section 1. Amendments to By-Laws. The by-laws of the Authority shall be amended only with the approval of at least a majority of the total number of members appointed to the Board at a regular or special meeting.

Approved and adopted, this 10th day of August, 2000.

WESTERN BUTLER COUNTY AUTHORITY

By: 
Claire Gallagher, Chairman

Attest:

By: 
William Wittey, Secretary

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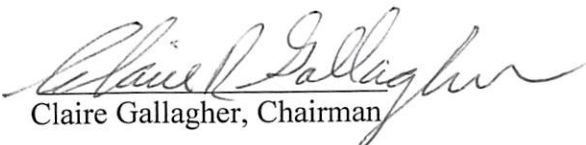
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