

BY-LAWS
OF
WEST HEMPFIELD TOWNSHIP MUNICIPAL AUTHORITY

ARTICLE I
THE BOARD

SECTION 1.01. 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 five (5) members who shall be appointed for such terms, and the vacancies therein filled, as provided by law and the Articles of Incorporation of the Authority.

SECTION 1.02. Place of Meeting.

The Board may hold its meetings, have an office and keep books of the Authority (except as may otherwise be provided by law) at such place or places in Lancaster County, Pennsylvania, as the Board from time to time may determine.

SECTION 1.03. Regular Meetings.

Regular meetings of the Board shall be held not less than quarterly. The Board shall establish a regular meeting date in December of each calendar year which shall be effective in the succeeding calendar year. No notice to members of the Board shall be required for any such regular meeting of the Board. Public notice shall be given if required by any applicable law.

SECTION 1.04. Special Meetings.

Special meetings of the Board shall be held whenever called by the Chair or by not less than three members of the Board for the time being in office. Calls for special meetings shall be in writing, shall be served upon the Secretary and shall specify the purpose or purposes of the special meeting.

The Chair or the Secretary shall provide each member of the Board with at least seven days' notice of any called special meeting in addition to any other notice which shall be required by applicable law. Public notice shall be given if required by any applicable law. The members of the Board may waive this requirement by unanimous consent.

SECTION 1.05 Quorums and Voting.

A quorum shall consist of three (3) members. Unless otherwise specified by these By-Laws, a majority of a quorum shall be sufficient to take official action. A tie vote shall be considered disapproval of the requested action.

SECTION 1.06. 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 the existing laws, the Articles of Incorporation and these 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. Appointments. To appoint and in its discretion to remove or retain such officers, agents or servants, not otherwise elected or appointed, permanently or temporarily, as it shall deem fit and proper; to prescribe their duties, and to determine their compensation; 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/her supervision. Notwithstanding the foregoing, the Board shall not be authorized to establish compensation for members of the Board serving as Chair, Vice Chair, Secretary, Treasurer or Assistant Secretary-Treasurer.

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

C. Delegation of Powers. To delegate any of the powers of the Board in the conduct of 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 Chair, a Vice Chair, a Secretary, a Treasurer, and an Assistant Secretary-Treasurer; and to define their duties and limit the authority of all officers and agents of this Authority in any way they deem advisable, not contrary to the laws of the Commonwealth of Pennsylvania or the express provisions of the Articles of Incorporation or these By-Laws.

F. Designation of Depositories. To designate the Trust Company, Trust

Companies, Bank or Banks in which shall be deposited the money or securities of the Authority.

G. Budget. To annually, at no later than the regular December meeting, establish a budget for the ensuing calendar year.

H. Reports. To annually, before the March meeting in each year, prepare in writing a report of the business and activities of the Board and the Authority for the calendar year immediately preceding such meeting and shall submit copies of such report to the governing bodies of West Hempfield Township.

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

SECTION 1.07. Resignations of Board Members.

Any member of the Board may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein. If no time is specified, the resignation shall take effect from the time of its receipt by the Secretary who shall accept such resignation, noting the day, hour and minute of its reception. The acceptance of a resignation shall not be necessary to make it effective. The Secretary shall promptly notify the West Hempfield Township Board of Supervisors of the resignation of any member of the Board.

ARTICLE II
OFFICERS

SECTION 2.01. Officers.

The officers of the Authority shall be a Chair, a Vice Chair, a Treasurer, a Secretary, and an Assistant Secretary-Treasurer and such other officers as from time to time shall be provided for by the Board.

A. Chair and Vice Chair.

1. The Chair and Vice Chair shall be elected at the January meeting of the Board and shall serve for a term of one year commencing with the January meeting and terminating at the January meeting of the following calendar year. The Chair and Vice Chair elected at the first meeting of the Board after incorporation shall serve until the Board's meeting in January, 2021.

2. If the Chair or Vice Chair resigns during his/her term of office, the Board shall elect a Chair or Vice Chair, as applicable. The person so appointed shall serve as Chair or Vice Chair, as applicable, until the January meeting of the following calendar year.

B. Secretary.

1. The Board shall select a Secretary who may, but need not be, a member of the Board.

2. The Secretary shall be elected at the January meeting of the Board. The Secretary shall serve for a term of one year commencing at the January meeting of the Board and terminating at the January meeting of the following calendar year.

C. Treasurer.

1. The Board shall select a Treasurer who may, but need not be, a member of the Board.

2. The Treasurer shall be elected at the January meeting of the Board. The Treasurer shall serve for a term of one year commencing at the January meeting of the Board and terminating at the January meeting of the following calendar year.

D. Assistant Secretary-Treasurer.

1. The Board shall select an Assistant Secretary-Treasurer to serve in the absence of the Secretary or the Treasurer.

2. The Assistant Secretary-Treasurer shall serve for a one-year term commencing at the January meeting of the Board and terminating at the January meeting of the following calendar year.

SECTION 2.02. Powers and Duties of Chair.

The Chair shall be the chief executive officer of the Authority. The Chair shall preside at all meetings of the Board. The Chair shall have general charge and supervision of the business of the Authority. The Chair shall sign and execute all authorized bonds, contracts, notes, evidences of indebtedness or other obligations in the name of the Authority. The Chair shall sign warrants or orders in the name of the Authority for the payment of money as directed by the Board. The Chair shall make, from time to time, such reports of the affairs of the Authority as the Board may require and shall present a report of the preceding year's business to the Board at its January meeting in each year. The Chair shall do and perform such other duties as may from time to time be assigned to him/her by the Board.

SECTION 2.03. Powers and Duties of Vice Chair.

The Vice Chair shall possess the power and may perform the duties of the Chair in the Chair's absence or disability. The Vice Chair shall do and perform such other duties as may be from time to time assigned to him/her by the Board.

SECTION 2.04. Powers and Duties of Secretary.

The Secretary shall keep the minutes of all meetings of the Board. The Secretary shall attend to the giving and serving of all notices of the Authority. The Secretary shall sign with the Chair, 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, shall affix the seal of the Authority thereto. The Secretary shall have charge of such books and papers 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 application to the Secretary. The Secretary shall perform, in general, all of the duties incident to the office of secretary, subject to the control of the Board, and shall do and perform such other duties as may from time to time be assigned to him/her by the Board. The Secretary for the time being in office, shall deliver all books and papers of the Authority in his/her possession to his/her successor immediately upon his/her qualification, or to the Board when so required by the Board.

SECTION 2.05. Powers and Duties of the Treasurer.

The Treasurer shall receive and have charge of all money, bills, notes, bonds and similar property belonging to the Authority, except as otherwise directed by the Board, and shall have the power to issue receipts and acknowledgments for the payment of money and delivery of checks, drafts, notes, acceptances or other evidences of indebtedness to the Authority, except as otherwise directed by the Board. The Treasurer shall have the duty and the power of opening and keeping special accounts with such Bank, 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, require such security from any such Bank or Trust Company as may be directed by the Board or required by law. When necessary or proper the Treasurer shall endorse on 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 designated by By-Laws or by resolution of the Board, he/she may sign all checks made by the Authority, and shall pay out and dispose of the same under the direction of the Board; he/she shall sign all interest-bearing coupons attached to authorized bonds of the Authority by facsimile signature. Whenever required by the Board the Treasurer shall render to it a statement of his/her accounts. The Treasurer 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 paid by him on account of the Authority. The Treasurer shall, at all reasonable times, exhibit his/her books and accounts to any member of the Board upon application. The Treasurer shall perform all acts incident to the position of Treasurer, subject to the control of the Board. He/she 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/her duties as such Treasurer. The Treasurer for the time being in office shall transfer and deliver all funds, securities, books, records and papers of the Authority in his/her custody or possession, to his/her successor immediately upon his/her qualification. He/she shall permit all books, records and accounts of the Authority kept by him/her and in his/her custody or possession to be examined, from time to time, by such auditors as the Board shall direct.

SECTION 2.06. Powers and Duties of the Assistant Secretary-Treasurer.

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

SECTION 2.07. Solicitor.

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

ARTICLE III
CHECKS, NOTES, ETC.

SECTION 3.01. 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 shall by resolution provide. Payments shall be made only pursuant to warrants or orders 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 shall from time to time by resolution designate. No bonds, bills or notes shall be executed by or on behalf of the Authority unless the Board shall by resolution authorize the same.

ARTICLE IV
AMENDMENT OF BY-LAWS

SECTION 4.01. Method of Alteration, Amendment or Repeal of By-Laws.

The By-Laws of the Authority shall be subject to alteration, amendment or repeal by an affirmative vote of not less than three (3) members of the Board at any regular or special meeting of the Board, provided that notice of such proposed alteration, amendment or repeal shall have been given in writing to each member at least ten (10) days prior to the regular or special meeting at which action thereon is to be taken, or without any such notice by unanimous vote at any meeting of the Board when all of the members are present.

ARTICLE V
MISCELLANEOUS

SECTION 5.01. Corporate Seal.

The corporate seal of the Authority shall consist of two concentric circles between which the name of the Authority shall be inscribed and within the smaller circle the words "Incorporated 2020" and the word "Pennsylvania" shall be inscribed.

SECTION 5.02. Rates and Charges.

The Board may fix, alter, charge and collect reasonable rentals 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 for the payment of the expenses of the Authority, the construction, improvement, repair, maintenance and operation of its facilities and properties, the payment of its principal of and interest on its obligations, and to fulfill the terms and provisions of any agreements made with the purchasers or holders of any such obligations, as the Board may from time to time by resolution determine.

SECTION 5.03. Annual Examination of Records.

The financial records of the Authority shall be kept on a calendar year basis, commencing the first day of January in each year. The financial records, books and accounts of the Authority shall be examined annually during the first quarter of each calendar year by a certified public accountant who shall be designated by the Board. The said annual examination shall cover the immediately preceding calendar year.

Adopted June 4, 2020

Adust
Secretary



