

Approved as of 05/10/2018
Amended December 2018
Amended December 12, 2019

By-Laws of the
Perry County Economic Development Authority

Article I

Name and Purpose

Section 1-01 Name

The name of the authority shall be the Perry County Economic Development Authority (hereafter referred to as the Authority).

Section 1-02 Purpose

The mission of the Authority is stated as “Acting as a steward, the Authority will facilitate economic development that preserves and enhances the quality of life for Perry County.” The Authority acts within the authority provided for in the Commonwealth of Pennsylvania’s Municipal Authorities Act of 1945, as amended. The authorizing resolution approved by the Perry County Board of Commissioners on October 9, 1973 states that the Authority is to “exist and operate for the public purpose of alleviating unemployment, maintaining employment at a high level and creating and developing business and commercial opportunities by the construction, improvement, rehabilitation, and revitalization and financing of industrial, commercial, manufacturing and research and development enterprises.”

Article II

Membership and Officers

Section 2-01 Membership

The Authority shall be composed of up to* 21 members appointed by the Perry County Board of Commissioners. All members shall be either a taxpayer of, maintain a business in, or be a resident of Perry County and at least 18 years of age. Members shall be of sound character and be willing and able to participate effectively in fulfilling the responsibilities of members of the Authority. The members shall have terms of appointment not exceeding five (5) years and those terms shall be staggered so that one fifth (1/5) of the members shall be eligible for appointment annually. Member terms shall expire on the first Monday in January. Member vacancies shall be filled by appointment of the Perry County Board of Commissioners as soon as practicable following the creation of the vacancy.

*Amended to add words “up to” December 12, 2019

Section 2-02 Removal

Once appointed by the Board of Commissioners, a qualified board member cannot be arbitrarily removed from the authority board. The Board of Commissioners have the power to remove a member of the board for missing authority board meetings. Unless excused by the authority board, a member of the board who fails to attend three consecutive meetings of the board may be removed by the Board of Commissioners up to 60 days after the date of the third meeting of the board that the member failed to attend. A board member may be removed by the Court of Common Pleas for cause, after at least ten (10) days notice and a full hearing.

Any officer, assistant officer, agent, or employee of the Authority may be removed from office or their authority revoked by an approved resolution of the Authority membership. This action may be taken when, in the judgement of the Authority members, the best interests of the Authority will be served by such action. Such removal/revocation action shall be without prejudice to the rights, if any, of that person so removed, to receive compensation or other benefits in accordance with the terms of existing contracts.

Section 2-03 Officers

The officers of the Authority shall be a Chair, Vice Chair, Secretary, Treasurer, and Assistant Secretary/Treasurer and those officers shall be elected from the members of the Authority at an Annual Meeting. No officer shall serve in a single position for more than five consecutive years. One or more additional officers, such as an Assistant Vice Chair or other assistant officers may be elected from time to time by the members of the Authority to fulfill specific needs or assignments.

In addition to the powers and duties prescribed in these By-Laws, the officers and assistant officers may perform such duties as from time to time shall be prescribed by the members of the Authority. The officers and assistant officers shall hold office until their successors are elected, unless they are sooner removed from office as provided for elsewhere in these By-Laws.

Section 2-04 Executive Board

The Authority shall have an Executive Board composed of the Chair, Vice Chair, Secretary, Treasurer, Assistant Secretary/Treasurer and two (2) At Large members. The duties and authorities of the Executive Board are as defined here or elsewhere in these By-Laws.

Article III

Offices and Organization

Section 3-01 Registered Offices

The registered office of the Authority shall be at 9 West Main Street, P.O. Box 630, New Bloomfield, PA 17068.

Section 3-02 Other Offices

The Authority may also have offices at such places as the Authority members from time to time may appoint or the business of the Authority may require.

Section 3-03 Place of Meetings

The meetings of the Authority shall be held at the registered offices of the Authority or at such places within Perry County as deemed appropriate by a majority of the members and as designated in the public notice for that meeting. Members may, from time to time, designate a meeting location outside the limits of Perry County when, in their determination, such alternate location is appropriate.

Section 3-04 Annual Meeting

The Authority shall conduct an annual meeting within the first quarter of each calendar year at such time as may be specified by the Executive Board. The purpose of the annual meeting is to review operations of the Authority during the immediately preceding year, elect officers, and transact such business as may be properly brought forth before the members. Notice of such meeting shall be advertised in accordance with applicable law.

Section 3-05 Regular Meetings

Regular meeting of the Authority may be held at such times as deemed appropriate and so designated by resolution of the members, but not less often than once each calendar quarter. All regular meetings shall be advertised in accordance with applicable law.

Section 3-06 Special Meetings

Special meetings of the Authority may be called at any time by the Chair or shall be called upon the written request of twenty five percent (25%) or more of the members delivered to the Secretary. The time, place, and purpose of any special meeting shall be clearly stated in the notice thereof and such notice shall be provided to all Authority members at least five (5) business days in advance of the meeting date. In the case of a special meeting called by at least 25% of the membership, it shall be the duty of the Secretary to issue the call for such a meeting. All special meetings shall be advertised in accordance with applicable law. If the Secretary shall neglect to issue such a meeting notice, the members making the request may issue the notice and advertise the meeting in accordance with applicable law.

Section 3-07 Conduct of Meeting

All meetings of the Authority shall be conducted in accordance with Robert's Rules of Order. If, from time to time, such rules are deemed overly burdensome by a majority of the members, other agreed upon procedures can be employed.

Section 3-08 Quorums

At all meetings of the Authority a majority of the members will constitute a quorum for the transaction of business and the acts of a majority of the members present at a meeting at which a quorum is present shall be considered to be an act of the Authority, except as otherwise stipulated in law or elsewhere in these By-Laws. Each member of record shall be entitled to one vote, and such vote must be cast in person. One or more members may participate in the meeting and cast votes by means of a conference telephone or similar communications device provided all meeting participants can hear each other.

Section 3-09 General Powers

The governance of the Authority shall be vested in the members who shall represent and have full power to act for the Authority in the exercise of all its rights, privileges and powers and in the general management of its business. With respect to all matters that may come before the members of the Authority, each member shall be entitled to only one (1) vote. Proxy representation shall be prohibited and no member may authorize another member or any person to act for them by proxy.

Section 3-10 Corporate Seal

The corporate seal of the Authority shall have inscribed thereon the words "Perry County Economic Development Authority", "Pennsylvania", and the year of formation "1973". Such seal may be used by causing it or a reasonable facsimile to be impressed or affixed as deemed necessary by the Executive Board.

Article IV

Powers, Duties, Agents, and Employees

Section 4-01 Chair – Powers and Duties

The Chair shall preside at all meetings of the Authority and shall perform such duties as may be assigned from time to time by the members. The Chair shall be a member of every committee appointed by the members, unless otherwise provided in the resolution creating such committee.

Section 4-02 Vice Chair – Powers and Duties

The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair; and if there be more than one Vice Chair, their seniority in performing such duties and exercising such powers shall be determined by the members or, in default of such determination, by the order in which they were first elected. Each Vice Chair shall have such powers and duties as may be assigned to them by the members.

Section 4-03 Secretary – Powers and Duties

The Secretary shall attend all meetings of the Authority and record all the votes and minutes thereof in books to be kept for that purpose. The Secretary shall perform like duties for the Executive Board of the Authority as required. The Secretary shall give, or cause to be given, notice of all meetings of the Authority in accordance with applicable law. The Secretary shall also perform such other duties as may be prescribed by the Authority or the Executive Board. The Secretary shall keep in safe custody the corporate seal of the Authority and may affix the same to any instruments requiring it and attest to the same.

Section 4-04 Treasurer – Powers and Duties

The Treasurer shall maintain custody of all funds and financial records of the Authority. All funds of the Authority must be paid to the Treasurer and shall be deposited in the name of the Authority in such bank or banks as the Authority may select. The Treasurer may sign all orders and checks for the payment of money in amounts less than \$2000.00 within approved budget. Release of funds in excess of \$2000 must be approved in advance by the Authority members at a duly convened meeting of the Authority. The Treasurer shall keep regular books of accounts showing receipts and expenditures, and shall render to the Authority at each regular meeting (or more often when requested) an account of his transactions and of the financial condition of the Authority. He shall give such bond for the faithful performance of these duties as the Executive Board may determine.

**approved increase from \$500 to \$2000, December 13, 2018*

Section 4-05 Assistant Secretary/Treasurer

The Assistant Secretary/Treasurer shall perform all duties of either the Secretary or the 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 until such time as the members of the Authority shall appoint a new Secretary or Treasurer.

Section 4-06 At Large Member

The At Large Members on the Executive Board shall be responsible for represent the interests of the Authority members in all actions and deliberation of the Executive Board.

Section 4-07 Executive Board

The Executive Board shall derive its authority from the full membership of the Authority. They shall have the authority to act on behalf of the full membership of the Authority on matters defined within these bylaws or with the specific approval of a majority of the Authority members at a properly convened meeting. These authorities include, but are not limited to, the signing of contracts agreed to by Authority members at a properly conducted meeting, hiring of staff, agents, advisors or consultants approved by Authority members and the oversight of day to day operations of those individuals. The Executive Board may also approve small expenditures for advertising and the like in amounts not exceeding \$500.00. At all meetings of the Executive Board a majority of the Executive Board members will constitute a quorum for the transaction of business and the acts of a majority of the members present at a meeting at which a quorum is present shall be considered to be an act of the Board, except as otherwise stipulated in law or elsewhere in these By-Laws. The Secretary shall prepare minutes of all Executive Board meetings and those minutes will be made available to all Authority members.

Section 4-08 Delegation of Officer Duties

Any officer may delegate duties to their assistant (if any) appointed by the members; and in the case of the absence of any officer or assistant officer of the Authority, or any other reason that the members deem sufficient, the members may delegate or authorize the designation of those powers or duties, for the time being, to another member.

Section 4-09 Additional Duties

The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Authority.

Section 4-10 Agents or Employees

Members may, by resolution, designate the officer or officers (i.e., the Executive Board), who shall have authority to appoint/hire such agents or employees as the needs of the Authority may require

Section 4-11 Salaries

The members shall fix the salaries or other compensation of all agents and employees of the Authority.

Article V

Miscellaneous Provisions

Section 5-01 Authority Records

The Authority shall keep at its registered office records of the proceedings of the all Authority meetings, an original copy of all By-Laws and amendments thereto. The Authority shall keep at its registered office or at its principal place of business complete and accurate books or records of accounts.

Section 5-02 Right of Inspection

Every member of the Authority shall have the right to examine, in person or by written designation of agent/attorney during normal business hours, the books and record of accounts and record of proceedings of Authority meetings and to make copies thereof.

Section 5-03 Committees

The Authority may establish one or more committees to fulfill functions it deems necessary. Unless specifically authorized, committee membership will consist of only Authority members. These committee(s) will act in an advisory capacity to the Authority as a whole, unless specifically granted powers and authority by the Authority. The Chair shall be a member of each committee and shall be entitled to attend all committee meetings and shall not be excluded from any portion of the committee meeting. The committee will provide reports on their activities to the membership at each regularly scheduled Authority meeting. In addition, the Authority may create one or more work groups or task forces to implement programs and activities previously approved and/or funded through formal action by the Authority. These groups may also act in an advisory capacity to study an issue raised by Authority members or on the implementation of strategic goals as designated by the Authority. Membership in these groups may include non-Authority persons as deemed appropriate for the task at hand. These work groups and task forces will provide status reports as deemed appropriate by the Authority.

Section 5-04 Execution of Written Instruments

After authorization in the manner provided by law or in these By-Laws, all contracts, deeds, mortgages, obligations, documents, and instruments, whether or not requiring a seal, may be executed by the Chair or the Vice Chair and attested to by the Secretary or the Treasurer, or an Assistant Secretary or Assistant Treasurer.

Section 5-05 Rules and Policies

The Authority may, from time to time, develop rules and policies it deems necessary and appropriate for the proper administration of its duties, programs, and undertakings.

Section 5-06 Administrative Functions Performed for Others

The Authority may appoint a committee to perform administrative duties on behalf of other organizations. The Executive Board has the authority to negotiate agreements defining the scope and fees to be charged for those services and present the draft agreement for approval by the Authority membership prior to the execution of that agreement. The agreement will include provisions for bonding, insurance, and indemnification of the Authority in all matters related to the provision of services covered by the agreement.

Section 5-07 Transactions with Members and Officers

The Pennsylvania Municipality Authorities Act prohibits an authority board member from being in any manner interested in any contract or agreement with the authority for any reason. No contract or transaction between the Authority and one or more of its Members or officers, or between the Authority and any other Authority, partnership, association, or other organization in which one or more PCEDA Members have a financial interest shall be authorized or entered into unless: (i) the material facts of that interest are disclosed or otherwise known to the Authority Members; (ii) the PCEDA in good faith authorizes the contract or transaction by a two-thirds (2/3) vote of the PCEDA Members; and (iii) such contract or action is in accordance with the laws of the Commonwealth of Pennsylvania. Interested PCEDA Members may be counted in determining the presence of a quorum at a meeting of the Authority which authorizes the contract or transaction.

Section 5-08 Indemnification

The Authority shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, civil, criminal, administrative or investigative by reason of the fact that he or she is or was a member of the Authority, or is or was serving at the request of the Authority as a director or officer of another Authority, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgements, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in conjunction with such actions, suits or proceedings.

Section 5-09 Annual Audits

In accordance with Commonwealth of Pennsylvania requirements, the Authority will have an annual audit of its financial records completed by a certified public account (CPA) performed within the first quarter of the calendar year.

Section 5-10 Non-discrimination Statement and Policy*

The PCEDA does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, contractors, subcontractors, and vendors.

*Addition of Section 5-10 approved on December 12, 2019

Article VI

Amendment of By-Laws

Section 6-01 Amendments

These By-Laws may be altered, amended, supplemented, or repealed by a vote of two thirds (2/3) of the full membership of the Authority at any regular or special meeting of the Authority duly convened after notice to the members for that purpose; or by unanimous written consent or consents of all members without a meeting.