

**AMENDED BY-LAWS OF  
MOUNTAINTOP REGIONAL WATER AUTHORITY**

**ARTICLE I - THE AUTHORITY**

SECTION 1. Name of Authority. The name of the Authority shall be as specified in it Articles of Incorporation: The Mountaintop Regional Water Authority.

SECTION 2. Members of the Authority. The Authority shall be composed of four representatives from each of the participating parties. The participating parties are: Snow Shoe Township, Burnside Township and Snow Shoe Borough.

- The representatives shall be appointed to the Authority by the governing body of the respective parties, with advice from the Regional Authority.
- Following completion of the terms of the initial members, each representative shall be appointed for a term of five years.
- Persons appointed to fill a vacancy on the board, shall be appointed only for the unexpired portion of the term.
- The Secretary shall promptly notify in writing the governing body of the appropriate municipality of any vacancy occurring on the Authority Board.

SECTION 3. Seal of the Authority. The Seal of the Authority shall contain the name of the Authority and shall be in the form specified by the Board of the Authority.

SECTION 4. Purpose of the Authority. The purpose of the Authority shall be:

- To acquire, hold, maintain, construct, lease and operate water works, water supply works and a water distribution system for public purposes.
- For such other purpose as hereafter may be authorized by law.

SECTION 5. Office of the Authority. The Board of the Authority shall, by proper resolution, establish an office for the Authority within the Mountaintop Region of Centre County, Pennsylvania. The Authority may change the designated location of the office as necessary.

SECTION 6. Fiscal Year. The fiscal year of the Authority shall begin on the first day of January in each year.

**ARTICLE II - DUTIES OF DIRECTORS**

**SECTION 1. The Board of Directors.** The Board of Directors, subject to restrictions of law, the articles of incorporation and these by-laws, shall exercise all of the powers of the Authority, and, without prejudice to or limitation upon their general powers, it is hereby expressly provided that the Board of Directors shall have, and are hereby given full power and authority in respect to the matters as hereinafter set forth to be exercised by resolution duly adopted by the board:

- To select and appoint all agents or employees of the Authority, remove such agents or employees of the Authority, prescribe such duties and designate such powers as may not be inconsistent with these by-laws, fix their compensation and pay for faithful services.
- To borrow from any source, money, goods, or services and to make and issue notes and other negotiable or non-negotiable instruments evidencing indebtedness of the corporation; to make and issue mortgages, deeds of trust, pledges of revenue, trust

agreements, security agreements and financing statements and other instruments evidencing a security interest in the assets of the corporation; and to do every act and thing necessary to effectuate the same.

- To prescribe, adopt and amend, from time to time, such equitable uniform rules and regulations as, at its discretion, may be deemed essential or convenient for conducting the business and affairs of the Authority and the guidance and control of its officers and employees, and to prescribe adequate penalties for the breach thereof.
- To order, at least once each year, an audit of the books and accounts of the Authority by a competent public auditor or accountant. The report prepared by such auditor or accountant shall be submitted to the Authority and to the governing bodies of municipalities in the Mountaintop Region. In addition, an audit and financial statement shall be submitted to the Pennsylvania Department of Community and Economic Development each year on forms provided by the Department. Copies of such audits and budgets shall be open for public inspection and submitted to such parties as may be required by the other agreements or laws.
- To require all officers, agents and employees charged with responsibility for the custody of any of the funds of the Authority to give adequate bonds, the cost thereof to be paid by the Authority. It shall be mandatory upon the Board to so require.
- To select one or more banks to act as depositories of the funds of the Authority and to determine the manner of receiving, depositing and disbursing the funds of the Authority and the form of checks and the person or persons by whom the same shall be signed, with the power to change such banks and the person or persons signing such checks and the form thereof at will.
- To establish and make payments to a capital improvements reserve (sinking) fund in an amount not less than the annual estimated depreciation to facilities owned or operated by the Authority. The reserve fund shall be used only to replace existing or develop new sources, treatment facilities, storage tanks, transmission mains, vehicles or office and maintenance facilities required by the Authority. The capital improvements fund shall not be used for routine and ordinary repairs, but may be used for extraordinary maintenance activities such as the repainting of a storage tank.

**SECTION 2. Attendance.** Board members are expected to attend all meetings of the Authority. Missing three or more meetings in a twelve month period constitutes nonfeasance. If a board member has three or more absences in a twelve month period, the Authority shall ask the appointing municipality to remove the board member and appoint a replacement. Under extraordinary circumstances, the chairperson may excuse up to two additional absences for a board member over a twelve month period.

### **ARTICLE III - OFFICERS**

**SECTION 1. Officers.** The Officers of the Authority shall be a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer and an Assistant Secretary-Treasurer, all of whom shall be customers of the Mountaintop Regional Water Authority.

- The Chairperson and Vice-Chairperson shall be elected from the members of the Board of the Authority.
- The Secretary, Treasurer and Assistant Secretary-Treasurer may be elected from the Board of the Authority or may be an employee of the Authority, at the discretion of the Board of the Authority.

**SECTION 2. Election or Appointment.** The Officers of the Authority shall be elected or appointed at the annual meeting of the Board of the Authority and shall hold office for one year until their successors are elected.

- The Authority will determine at its annual meeting whether the Secretary, Treasurer and Assistant Secretary-Treasurer shall be elected or appointed for the coming year. If no specific action is taken at the annual meeting, the then current practice will continue for the year.

**SECTION 3. Chairperson.** The Chairperson shall preside at all meetings of the Board of the Regional Authority.

- Except as otherwise authorized by the resolution of the Board of the Authority, the Chairperson shall sign all contracts, deeds and other instruments made by the Authority.
- At each meeting, the Chairperson shall submit such recommendations and information as he or she may consider proper concerning the business, affairs and must be policies of the Authority.
- All Authority records and other materials in the care of the Chairperson belong to and are the property of the Authority.

**SECTION 4. Vice-Chairperson.** The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson, and in case of the resignation or death of the Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Board of the Authority shall appoint a new Chairperson.

- All Authority records and other materials in the care of the Vice-Chairperson belong to and are the property of the Authority.

**SECTION 5. Secretary.** The Secretary may be a member of the Board of the Authority or an employee of the Authority. The Secretary shall:

- Keep the records of the Authority
- Act as Secretary of the meetings of the Board of the Authority and record all votes.
- Keep a record of the proceedings of the Board of the Authority in a journal of proceedings to be kept for such purpose.
- Perform all duties incident to the office of Secretary.
- Keep in safe custody the seal of the Authority and shall have 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.
- All Authority records and other materials in the care of the Secretary belong to and are the property of the Authority.

**SECTION 6. Treasurer.** The Treasurer may be a member of the Board of the Authority or an employee of the Authority. 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 banks as the Board of the Authority shall select.
- Shall prepare all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Board of the Authority. All checks requiring two signatures.
- 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 or her transactions and also of the financial condition of the Authority.

- Shall give such bond for the faithful performance of his or her duties as the Board of the Authority may determine.
- All Authority records and other materials in the care of the Treasurer belong to and are the property of the Authority.

**SECTION 7. Assistant Secretary-Treasurer.** The Assistant Secretary-Treasurer may be a member of the Board of the Authority or an employee of the Authority. The Assistant Secretary-Treasurer:

- Shall perform all the duties of either the Secretary or Treasurer in the absence, incapability or death of the Secretary or Treasurer until such time as the Board of the Authority shall appoint a new Secretary or Treasurer.
- All Authority records and other materials in the care of the Assistant Secretary-Treasurer belong to and are the property of the Authority.

**SECTION 8. 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 By-Laws or Rules and Regulations of the Authority.

**SECTION 9. Vacancies.** Should the office of Chairperson or Vice-Chairperson 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. If the Secretary, Treasurer or Assistant Secretary-Treasurer are elected positions, 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 shall at all times employ sufficient personnel with appropriate background and training to exercise its powers, duties and functions as prescribed by the Municipality Authorities Act of 1945 of Pennsylvania, as amended; and all other laws and regulations of the Commonwealth of Pennsylvania. The Board of the Authority, subject to the laws of the Commonwealth of Pennsylvania and the United States, shall:

- Select and appoint all agents and employees of the Authority.
- Prescribe the duties and powers of all agents and employees of the Authority
- Determine the compensation and benefits of, and pay for faithful services of, all agents and employees of the Authority.
- Determine and adopt personnel policies pertaining to agents and employees of the Authority.

#### **ARTICLE IV – MEETINGS**

**SECTION 1. Annual Meetings.** The annual reorganization meeting of the Board of the Authority shall be held during the Authority's first regularly scheduled meeting of the calendar year at the regular meeting place of said Board. In the event such date shall fall on a legal holiday, the annual meeting shall be held the next succeeding secular day.

**SECTION 2. Regular Meetings.** Regular meetings may be held at such times and places as may from time to time be determined by resolution of the Board of the Authority. The

Secretary of the Authority shall be responsible for advertising the meetings in accordance with the Sunshine Law.

**SECTION 3. Special Meetings.** The Chairperson of the Board of the Authority may when he or she deems it expedient, or, upon the written request of two members of the Board of the Authority, shall call a special meeting of the Board of the Authority subject to public notice 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 of the Authority or may be mailed to the business or home address of each member of the Authority at least four business days prior to the date of such special meeting. At such special meeting no business shall be considered other than as designated in the call but if all of the members of the Authority are present at a special meeting, any and all business may be transacted at such special meeting.

**SECTION 4. Quorum.** At all meetings of the Authority, four of the members of the Authority shall constitute a quorum for the purpose of transacting business, provided that a small number may meet and adjourn to some other time or until a quorum is obtained. The affirmative vote of the majority of the Board in attendance at a meeting at which a quorum is present shall be the act of the Board.

**SECTION 5. Manner of Voting.** The voting on all questions coming before the Authority shall be by a vote of yea or nay and may on the call of any member be by roll call. All votes shall be entered upon the minutes of such meetings. Only Board members present at the meeting may vote. Voting by proxy, telephone polling, fax or email is not permitted.

**SECTION 6. Order of Business.** The Chairperson of the Authority shall establish an order of business for regular meetings. The order may include such items as:

1. Roll Call
2. Reading and approval of minutes of previous meeting
3. Bills and communications
4. Public comment
5. Reports of Secretary and Treasurer
6. Report of Solicitor
7. Report of Engineer
8. Report of the Staff
9. Old Business
10. New Business
11. Adjournment

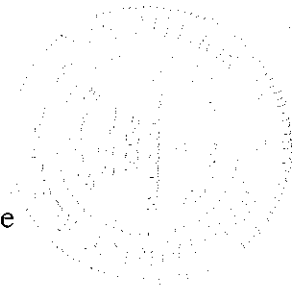
## **ARTICLE V – AMENDMENTS**

**SECTION 1. Amendments to By-Laws.** The By-Laws of the Authority shall be amended only with the approval of at least four members of the Authority at a regular or special meeting but no such amendment shall be adopted until the next regularly scheduled meeting of the Board of the Authority.

**ADOPTED AT A REGULAR MEETING OF THE MOUNTAIN TOP REGIONAL WATER AUTHORITY THE 21<sup>ST</sup> DAY OF JUNE, 2010.**

**MOUNTAIN TOP REGIONAL WATER AUTHORITY, Board of Directors:**

(Official Seal Mountaintop Regional Water Authority)



- ATTEST: Scott Cingle  
Scott Cingle, Chairman, Snow Shoe Township Representative
- Peary Schmoke  
Peary Schmoke, Vice-Chairman, Burnside Township Representative
- M. Gerald Narehood  
M. Gerald Narehood, Board Member, Burnside Township Representative
- Cheryl Viehdorfer  
Cheryl Viehdorfer, Board Member, Snow Shoe Township Representative
- John A. Rigg  
John Rigg, Board Member, Burnside Township Representative
- Robert Norbeck  
Robert Norbeck, Board Member, Burnside Township Representative
- Darlene K. Fanning  
Darlene Fanning, Board Member, Snow Shoe Township Representative
- Michael Granite  
Michael Granite, Board Member, Snow Shoe Township Representative
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Snow Shoe Borough Representative
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