

BYLAWS
OF THE
PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY

(As Amended Through July 18, 1994)

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**BYLAWS OF THE
PENNSYLVANIA INTERGOVERNMENTAL COOPERATION AUTHORITY**

ARTICLE I

GENERAL POWERS: INTERPRETATION OF BYLAWS

1.01 General Powers. The general powers of the Pennsylvania Intergovernmental Cooperation Authority (the "Authority") shall be as set forth in the Pennsylvania Intergovernmental Cooperation Authority Act for Cities of the First Class, Act of June 5, 1991, P.L. 9, No. 6 (the "Act"), as amended from time to time hereafter.

1.02 Interpretation of Bylaws. All words, terms and provisions of these bylaws of the Authority (the "Bylaws") shall be interpreted and defined by and in accordance with the Act, as amended from time to time hereafter. All references in these Bylaws to statutory provisions shall be deemed to incorporate amendments to such provisions and to corresponding provisions of any subsequent law.

ARTICLE II

OFFICES

2.01 Principal Office. The principal office of the Authority shall be located at such place as the governing board of the Authority (the "Board") may designate. The Board may establish such other office or offices as may be necessary for the purpose of performing the Authority's duties and functions.

2.02 Books and Records. Except as otherwise provided for by resolution or as the business of the Authority may require, the corporate seal and all books and records of the Authority shall be kept at the principal office designated in Section 2.01.

ARTICLE III

GOVERNING BODY

3.01 Membership. The powers of the Authority shall be exercised by the Board which shall be composed of five (5)

appointed members, who shall not be elected public officials, and two (2) ex officio members. The members of the Board shall be as follows:

(a) One member appointed by the Governor of the Commonwealth of Pennsylvania;

(b) One member appointed by the President pro tempore of the Senate of the Commonwealth of Pennsylvania;

(c) One member appointed by the Minority Leader of the Senate of the Commonwealth of Pennsylvania;

(d) One member appointed by the Speaker of the House of Representatives of the Commonwealth of Pennsylvania;

(e) One member appointed by the Minority Leader of the House of Representatives of the Commonwealth of Pennsylvania;

(f) The Secretary of the Budget of the Commonwealth of Pennsylvania as an ex officio member; and

(g) The Director of Finance of the City of Philadelphia as an ex officio member.

All members of the Board shall be residents of the Commonwealth of Pennsylvania and, except for the Secretary of the Budget, shall either be residents of the City of Philadelphia or have their primary places of business or employment in the City of Philadelphia.

3.02 Terms. The term of a Board member shall begin on the date of appointment. A member's term shall extend not more than sixty (60) days beyond the current term of office of the appointing authorities from the House of Representatives or until his or her successor is appointed, whichever shall first occur. (amended on 7/18/94)

3.03 Vacancies. A vacancy shall occur upon the death, resignation, disqualification, removal or expiration of the term of a member. Whenever such a vacancy occurs on the Board, whether prior to or on the expiration of a term, the appointing authority designated in Section 3.01 which originally appointed the Board member whose seat has become vacant is required, pursuant to Section 202(b) of the Act, to appoint a successor member within thirty (30) days of the occurrence of the vacancy. A member appointed to fill a vacancy occurring prior to the expiration of a term shall serve the unexpired term. (amended on 7/18/94)

3.04 Removal. A member shall serve at the pleasure of his or her appointing authority.

3.05 Ex Officio Members. The ex officio members of the Board may not vote and shall not be counted for purposes of establishing a quorum. The ex officio members may designate in writing a representative of their respective offices to attend meetings of the Board on their behalf and such representatives shall retain such authority until the authority is expressly revoked by the appropriate ex officio member.

3.06 Qualified Majority. All actions of the Board shall be taken by a majority of the Board unless specific provisions of the Act, as may be amended from time to time hereafter, require that such action be taken by a "Qualified Majority", which shall be defined as a majority of the Board which includes four (4) of the five (5) members appointed pursuant to Sections 3.01(a), (b), (c), (d) and (e).

3.07 Compensation. The members of the Board shall serve without compensation or remuneration for their services but shall be entitled to reimbursement of all reasonable and necessary actual expenses.

3.08 Liability. The rights of creditors of the Authority shall be solely against the Authority and no member of the Board shall be liable personally on any obligations of the Authority, including, without limitation, bonds of the Authority. Any and all rights granted pursuant to this Section 3.08 shall be in addition to any rights granted to members of the Board pursuant to the sovereign immunity provisions of Section 9.01.

3.09 Committees. The Board shall initially have a Finance Committee, a Legal Affairs Committee, and a Personnel Committee. The Board may designate by resolution one or more additional standing or special committees, each committee to consist of three (3) or more members appointed by the Chairperson of the Board (the "Chairperson"). The respective committees shall supervise and monitor the execution of various aspects of the Authority's activities and policies as determined by the Board and, at the request of the Board, shall gather facts in their respective areas of concern, present alternatives to the Board for deliberation and decision by the Board, and implement Board decisions as directed by the Board. No committee is authorized to take any official action on behalf of the Board or the Authority.

ARTICLE IV

MEETINGS

4.01 Place of Meetings. The Board may hold its publicly advertised meetings at the principal office of the Authority or at such other place as may be determined by the Board, provided that all meetings shall be held at a location accessible to the public.

4.02 Regular Meetings. The Board shall meet as frequently as it deems appropriate, but at least once during each quarter of the Authority's fiscal year.

4.03 Annual Meeting. The annual meeting of the Authority shall be the first regular meeting of each fiscal year of the Authority.

4.04 Special Meetings. Special meetings of the Board shall be held if a request for such a meeting is submitted to the Chairperson by at least two (2) members of the Board. Such a request shall state the general nature of the business to be transacted at such special meeting.

4.05 Notice of Meetings. At its first regular meeting of each fiscal year, the Board shall establish a schedule of its remaining regular meetings for the fiscal year. No further notice of such regularly scheduled meetings need be given to any member of the Board, except that any member not in attendance at the meeting at which the schedule was adopted shall be notified in writing of such schedule at least three (3) days prior to the next regular meeting. Written notice of any special meeting shall be given to each member of the Board at least twenty-four (24) hours prior to the day named for the special meeting.

4.06 Participation in Meetings by Conference Telephone. To the extent permitted by law, any member may participate in any meetings of the Board or of any committee, may be counted for the purpose of determining a quorum thereof, and may exercise all rights and privileges to which he or she might be entitled were he or she personally in attendance (including the right to vote) by means of conference telephone or similar communications equipment by means of which all persons attending the meeting can hear each other.

4.07 Public Notice of Meetings. All meetings of the

Board shall be open to the public. As soon as practical following the first regular meeting of each fiscal year, but in no event later than three (3) days prior to the next regularly scheduled meeting, the Secretary of the Board (the "Secretary") shall give public notice, in the manner hereinafter provided, of the remaining regularly scheduled meetings of the Board for the fiscal year. The Secretary shall also give public notice of each special meeting and rescheduled regular or special meeting at least twenty-four (24) hours prior to the time thereof, showing the date, time and place thereof. Public notice shall consist of the following: (a) publishing such notice in a newspaper of general circulation in the political subdivision where the meeting will be held, and (b) posting a copy of such notice prominently at the principal office of the Authority, or, if a meeting is to be held other than at such principal office, at the public building in which the meeting is to be held, provided that such posting may be given at both the principal office and at the actual place of meeting. The Secretary shall provide a copy of all public notices to any newspaper, radio station and/or television station which may request the same. Nothing herein, however, shall prevent the Board from holding executive sessions to which the public is not admitted, but no official action shall be taken nor official policy adopted at any such executive session, except as otherwise permitted by law.

4.08 Quorum. A majority of the Board shall constitute a quorum for the purpose of conducting business of the Board and for all other purposes. The ex officio members of the Board shall not be counted for purposes of establishing a quorum. All actions of the Board shall be taken by a majority of the Board unless specific provisions of the Act require that action be taken by a Qualified Majority.

4.09 Computing Time Periods. In computing the number of days during any period for purposes of these Bylaws, such period shall be computed so as to exclude the first and include the last day of such period. All days shall be counted, including Saturdays, Sundays, or any day made a legal holiday by the laws of the Commonwealth of Pennsylvania or of the United States (a "Holiday"); provided, however, that if the final day of any time period falls on a Saturday, Sunday or Holiday, then the final day shall be deemed to be the next day which is not a Saturday, Sunday or Holiday. In computing the number of days for the purpose of giving notice of any meeting, the date upon which the notice is given shall not be counted but the day set for the meeting shall be counted. Notice given twenty-four (24) hours before the time set for a meeting shall be deemed one day's

notice.

ARTICLE V

OFFICERS

5.01 Officers. The officers of the Authority shall be the Chairperson, the Vice Chairperson, the Secretary, the Treasurer, the Executive Director, one or more Assistant Secretaries, and such other officers as the Board may determine. The members of the Board shall elect from among themselves a Chairperson, Vice Chairperson, Secretary, Treasurer, and such other officers as they may determine. A Qualified Majority of the Board shall appoint and may remove the Executive Director. The Board may elect or appoint such other officers, assistant officers, agents, and employees as the needs of the Authority may require, who need not be members of the Board. A member of the Board may hold more than one office of the Board at any time.

5.02 Tenure of Office. Except for the Executive Director, all officers who are members of the Board shall be elected at the annual meeting and shall hold office for one year and until their respective successors shall have been duly elected or until they have ceased to be members of the Board. Except for the Executive Director, officers who are not members of the Board may be elected or appointed at any meeting of the Board and shall serve at the pleasure of the Board. The Executive Director shall serve at the pleasure of a Qualified Majority of the Board for a term ending sixty (60) days beyond the current term of office of the appointing authorities from the House of Representatives or until his or her successor is retained pursuant to the Act, whichever shall first occur. A person named to fill a vacancy occurring in the office of Executive Director occurring prior to the expiration of the Executive Director's term shall serve the unexpired term.

(amended
on
7/18/94)

5.03 Chairperson. The Chairperson shall have a general management role over the affairs of the Authority, shall conduct all meetings of the Board, and shall, in general, perform all duties incident to the office of the Chairperson and such other duties as may be assigned by the Board.

5.04 Vice Chairperson. The Vice Chairperson shall have all powers and duties of the Chairperson in the absence of the Chairperson and shall perform such other duties as may be assigned by the Board. Should both the Chairperson and Vice Chairperson be absent from any meeting of the Board, the members

present shall appoint a Chairperson pro tempore.

5.05 Secretary. The Secretary shall act as clerk of all meetings of the Board, shall record all the proceedings of such meetings in a book for that purpose, shall give such notice as may be required of all meetings, shall record all votes and shall have custody of all books and records of the Authority, except those kept by the Treasurer, and shall, in general, perform all duties incident to the office of the Secretary and such other duties as may be assigned by the Board.

5.06 Treasurer. The Treasurer shall keep the financial records of the Authority, provide for the custody of the funds and other properties of the Authority, and shall perform all other duties incident to the office of the Treasurer and such other duties as may be assigned by the Board.

5.07 Executive Director. The Executive Director, who shall be appointed by a Qualified Majority of the Board, shall be the full-time chief operating officer of the Authority and, subject to the supervision and control of the Board, shall have general supervision and direction of the business affairs of the Authority. He or she may execute on behalf of the Authority contracts entered into in the ordinary course of business and any other duly authorized contracts, and shall have such other powers and perform such other duties as may be delegated to him or her by a Qualified Majority of the Board.

5.08 Assistant Secretary. The Board may appoint one or more Assistant Secretaries who need not be members of the Board. The Assistant Secretary, or the Assistant Secretaries designated in the resolution by the Board if there is more than one, shall have all the powers and duties of the Secretary in the absence of the Secretary. Should the Secretary and the Assistant Secretary or Assistant Secretaries be absent from any meeting of the Board, the members present shall appoint a secretary of the meeting.

5.09 Other Officers. Such other officers as may from time to time be elected or appointed by the Board shall perform such duties as may be specifically assigned to them by the Board.

5.10 Removal of Officers. Except for the Executive Director, any officer of the Authority may be removed by a majority of the Board. If an officer who is a member of the Board loses his or her membership on the Board for any reason, such officer shall cease to hold his or her office; provided, however, that the Board shall not be precluded from reappointing

such officer provided that the office held is not one for which membership on the Board is a prerequisite.

5.11 Vacancies. A vacancy in any office shall occur upon the death, resignation, disqualification, removal or expiration of the term of an officer. A majority of the Board shall have the power to fill any vacancies occurring for whatever reason in any office, except for a vacancy in the Executive Director's office which shall require a Qualified Majority of the Board. All vacancies shall be filled as soon as practicable. (amended on 7/18/94)

ARTICLE VI

EMPLOYEES

6.01 Other Employees and Professional Services. The Board may employ such other agents, employees, technical experts, legal counsel and consultants as it may from time to time determine, to serve at the will of the Board and for such compensation as the Board may direct; provided that a Qualified Majority of the Board must approve any contract for professional services.

ARTICLE VII

AUDITS, FISCAL YEAR, MONIES OF THE AUTHORITY

7.01 Audit. The Authority shall file an annual report with the Chairperson and the Minority Chairperson of the Appropriations Committee of the Senate of the Commonwealth of Pennsylvania and the Chairperson and the Minority Chairperson of the Appropriations Committee of the House of Representatives of the Commonwealth of Pennsylvania, which annual report shall make provisions for the accounting of revenues and expenses of the Authority. The Authority shall have its books, accounts and records audited annually in accordance with generally accepted auditing standards by an independent auditor who shall be a certified public accountant, and a copy of the audit report shall be attached to and be made a part of the Authority's annual report. A concise financial statement shall be published annually in the *Pennsylvania Bulletin*. The Chairperson and Minority Chairperson of the Appropriations Committee of the Senate of the Commonwealth of Pennsylvania and the Chairperson and Minority Chairperson of the Appropriations Committee of the House of Representatives of the Commonwealth of Pennsylvania shall have the right to examine, from time to time and at any time, the books, accounts and records of the Authority.

7.02 Fiscal Year. The fiscal year of the Authority shall end on June 30 of each year.

7.03 Monies of the Authority. All monies of the Authority, from whatever source derived, shall be paid to the Treasurer of the Authority. The Board shall invest the funds of the Authority in a manner consistent with sound business practice, subject to the restrictions contained in the Act and any other applicable statute or regulation.

ARTICLE VIII

CORPORATE SEAL

8.01 Corporate Seal. A seal with the words "Pennsylvania Intergovernmental Cooperation Authority, Pennsylvania Corporate Seal - 1991" upon it shall be the common and corporate seal of the Authority. Such seal may be used by causing it to be impressed upon, affixed to, or reproduced in fact similarly or otherwise to any documents or other writing.

ARTICLE IX

SOVEREIGN IMMUNITY: INDEMNIFICATION

9.01 Sovereign Immunity. The Authority and its members, officers, officials and employees shall enjoy sovereign and official immunity, as provided in 1 Pa. Cons. Stat. Ann. § 2310 (relating to sovereign immunity reaffirmed; specific waiver), and shall remain immune from suit except as provided by and subject to the provisions of 42 Pa. Cons. Stat. Ann. § 8501 (relating to definitions) through § 8528 (relating to limitations on damages). Notwithstanding the provisions of 42 Pa. Cons. Stat. Ann. § 8525, the Authority, through its legal counsel, shall defend actions brought against the Authority or its members, officers, officials and employees when acting within the scope of their official duties.

9.02 Indemnity. The Authority shall indemnify any member or officer of the Authority who was or is an "Authorized Representative" of the Authority (which shall mean, for purposes of this Article IX, a member or officer of the Authority, including the Executive Director, or such person serving at the request of the Authority as a director, officer, partner, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise) and

who was or is a "party" (which shall include for purposes of this Article IX the giving of testimony or similar involvement) or is threatened to be made a party to any "proceeding" (which shall mean for purposes of this Article IX any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Authority of otherwise) by reason of the fact that such person was or is an Authorized Representative of the Authority to the fullest extent permitted by law, including without limitation indemnification against expenses (which shall include for purposes of this Article IX attorneys' fees and disbursements), damages, punitive damages, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding, unless the act or failure to act giving rise to the claim is finally determined by a court to have constituted willful misconduct or recklessness. If an Authorized Representative is not entitled to indemnification in respect of a portion of any liabilities to which such person may be subject, the Authority shall nonetheless indemnify such person to the maximum extent permitted by law for the remaining portion of the liabilities.

9.03 Advancement of Expenses. The Authority shall pay the expenses (including attorneys' fees and disbursements) actually and reasonably incurred in defending a proceeding on behalf of any person entitled to indemnification under Section 9.02 in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Authority as authorized in this Article IX. The financial ability of such Authorized Representative to make such repayment shall not be a prerequisite to the making of an advance.

9.04 Employee Benefit Plans. For purposes of this Article IX, the Authority shall be deemed to have requested a member or officer to serve as fiduciary with respect to an employee benefit plan where the performance by such person of duties to the Authority also imposes duties on, or otherwise involves services by, such person as a fiduciary with respect to the plan; excise taxes assessed on an Authorized Representative with respect to any transaction with an employee benefit plan shall be deemed "fines"; and action taken or omitted by such person with respect to an employee benefit plan in the performance of duties for a purpose reasonably believed to be in the interest of the participants and beneficiaries of the plan

shall be deemed to be for a purpose which is not opposed to the best interests of the Authority.

9.05 Security for Indemnification Obligations. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Authority may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Authority, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board shall deem appropriate.

9.06 Reliance Upon Provisions. Each person who shall act as an Authorized Representative of the Authority shall be deemed to be doing so in reliance upon the rights of indemnification provided in this Article IX.

9.07 Amendment or Repeal. All rights of indemnification under this Article IX shall be deemed a contract between the Authority and the person entitled to indemnification under this Article IX pursuant to which the Authority and each such person intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not limit, but may expand, any rights or obligations in respect of any proceeding whether commenced prior to or after such change to the extent such proceeding pertains to actions or failures to act occurring prior to such change.

9.08 Scope of Article. The indemnification, as authorized by this Article IX, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office. The indemnification and advancement of expenses may be provided under any statute, agreement or otherwise, both as to action in an official capacity and as to action in any other capacity while holding office. The indemnification and advancement of expenses provided in, or granted pursuant to, this Article IX shall continue as to a person who has ceased to be a member or an officer in respect of proceedings pertaining to actions or failures to act occurring while such person was serving as a member or an officer, and shall inure to the benefit of such person's heirs, executors and administrators.

ARTICLE X

CONFLICTS OF INTEREST

10.01 Conflicts of Interest. All members, officers and employees of the Authority shall be subject to the provisions of the Act of October 4, 1978, P.L. 883, No. 170, referred to as the Public Official and Employee Ethics Law, and the Act of July 19, 1957, P.L. 1017, No. 451, known as the State Adverse Interest Act. For the purposes of application of such acts, employees of the Authority (including, but without limitation, the Executive Director) shall be regarded as public employees of the Commonwealth of Pennsylvania, and members and officers of the Authority shall be regarded as public officials of the Commonwealth of Pennsylvania, whether or not they receive compensation.

ARTICLE XI

WAIVER OF NOTICE

11.01 Waiver of Notice. Any notice required to be given under these Bylaws may be effectively waived by the person entitled to such notice by written waiver signed before or after the meeting to which such notice related or by attendance at such meeting otherwise than for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XII

AMENDMENT OF BYLAWS

12.01 Amendments. These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a Qualified Majority of the Board, at any meeting after fifteen (15) days' prior written notice of such an intention has been provided by the Secretary to each member of the Board; provided further, that no amendment may be made in contravention of the Act or any other applicable statute or regulation.