

**BY-LAWS
OF
GETTYSBURG MUNICIPAL AUTHORITY**

ARTICLE I – THE BOARD

Section 1. Number and Term of Office.

The property and business of the Authority shall be controlled by a Board of the Authority. The Board shall be composed of five members. Board members shall be appointed for such terms, and the vacancies therein filled, by the Borough Council of the Borough of Gettysburg, Adams County, Pennsylvania, as proved by law and the Articles of Incorporation of the Authority.

Section 2. Place of Meetings.

All meetings of the Board shall be held at the Office of the Authority at 601 East Middle Street in the Borough of Gettysburg, Adams County, Pennsylvania, or at such other place or places in Pennsylvania as may be selected from time to time by a majority of all members of the Board.

Section 3. Regular Meetings.

Regular meeting of the Board shall be held on the 3rd Monday of each month at a time to be determined by assent of all members of the Board. If the date fixed for any such regular meeting shall be a legal holiday under the Laws of the Commonwealth of Pennsylvania, or the Board is unable to meet for any other reason, an alternate meeting date may be determined by the Board and required public notice shall be given.

Section 4. Annual Meetings.

The members of the Board shall meet on the 3rd Monday of each January for the purpose of electing officers for the ensuing year and in the event that such day shall be a legal holiday, or the Board is unable to meet that day, the same provisions as are applicable as to the day of the regular meetings.

Section 5. Special Meetings.

Special meetings of the Board may be called by the Chairman or by the Secretary or at the written request of two or more members of the Board, and shall be held at such time and place as shall be designated in the call of the meeting.

Public notice of such special meetings of the Board shall be in accordance with statutory requirements.

Written notice of each such special meeting shall be given to each member of the Board at least one day prior to the day named for the meeting.

Section 6. Quorum and Transaction of Business.

A majority of the members of the Board shall be necessary to 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 the acts of the Board.

The Chairman shall preside at all meetings. In his absence the Vice-Chairman shall preside. In the absence of the Chairman and Vice-Chairman the Board shall elect a chairman pro tem.

Section 7. Order of Business

The order of business for both the water and sewer departments at any regular meeting of the Board shall be as follows:

- Approval of the Minutes
- Financial Report and Approval of Invoices
- Miscellaneous Business
- Motions and Resolutions
- Public Comment
- Reports of Committees
- Reports of Officers, Agents and/or Employees

Section 8. Powers and Duties of the Board

The members of the Board shall have the general management and control of the business affairs of the Authority and shall exercise all power that may

be exercised or performed by the authority under the existing laws, the Articles of Incorporation and the By-Laws. Without prejudice to the general power conferred by the proceeding sentence and any other powers conferred by the duties imposed by these By-Laws, the Board shall have the following powers and duties, namely.

A. Appointment of Agents. To appoint and in its discretion remove or retain such officers, agents or service providers not otherwise elected or appointed, permanently or temporarily, as it shall deem fit and proper, and to prescribe their duties and determine their compensation, and to require security in such instances and in such amounts as it shall deem it, and to confer, by resolution, upon any appointed officer of the Authority the power to choose, remove or suspend any officers, agents or service providers so appointed who may be under his supervision.

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 notes, receipts, acceptances, endorsements, checks, release, contracts and other documents.

C. Delegation of Powers. To delegate any of the powers of the Board in 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. Committee. To delegate from time to time to suitable committees any duties and such committees shall report to the Board when and as required.

E. Election of Officers. To elect a Chairman, a Vice Chairman, a Secretary, a Treasurer, and an Assistant Secretary /Treasurer, and to define their duties and limit the Authority of all officers and agents of the 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. The Board may and shall designate the Trust Company or Trust Companies, Bank or Banks, in which shall be deposited the moneys or securities of the Authority.

G. Budget. The Board shall annually, at the regular meeting, establish a budget for the ensuing calendar year.

H. Rules and Regulations. The Board may, from time to time, by resolution adopt such rules and regulations for the use of the facilities of the authority, as the Board may deem proper or as are otherwise required by law.

Section 9. Resignation 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 proper municipal authorities of the resignation of any member of the Board.

ARTICLE II – OFFICERS

Section 1. Officers.

The officers of the Authority shall be Chairman, Vice-Chairman, Secretary, Treasurer, Assistant Secretary/Treasurer, and such other officers as from time to time may be elected by the Board. One person may hold the offices of Secretary and Treasurer. Such officers shall be elected by members of the Board at their annual meeting and each such officer shall hold his office for one year and until his successor shall have been duly chosen, or until prior thereto he shall have died, resigned, or been removed.

Section 2. Powers and Duties of Chairman.

The Chairman shall preside at all meetings of the Board. He shall jointly with the Secretary, execute all authorized bonds, contracts, notes evidence of indebtedness or other obligations in the name of the Authority. He shall, jointly with the Treasurer and/or other designated fiscal agent(s), execute all checks, notes, bonds, or other obligations, and shall have general oversight of the management of the affairs of the Authority. He shall from time to time make such reports of the affairs of the Authority as the Board may require. He shall do and perform such other duties as may from time to time be assigned to him by the Board.

Section 3. Powers and Duties of Vice-Chairman. The Vice-Chairman shall have all the powers and duties of the Chairman in the absence of the chairman. He shall do and perform such other duties as may be from time to time assigned to him by the Board.

Section 4. Powers and Duties of Secretary. The Secretary shall oversee the keeping of the minutes of all meetings of the Board. He shall assure the giving and serving of all notices of the Authority; he shall sign with the Chairman 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 he shall affix the seal of the Authority thereto; he shall in general perform 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 by the Board. The Secretary for the time being in office shall deliver all books and papers of the Authority in his possession to his successor immediately upon his qualification, or to the Board when so required by the Board. The books, records and papers of the Authority shall be kept at the Authority's office when and as the Authority has a regular office.

Section 5. Powers and Duties of Treasurer. The Treasurer may jointly with the Chairman or a designated fiscal agent execute all checks, bonds, and obligations and shall keep the financial records of the Authority, provide for the custody of the funds and other property of the Authority, and perform all other duties incident to this office. The books and papers of the

Treasurer shall be kept at the Authority's office when and as the Authority has a regular office.

Section 6. Powers and Duties of the Assistant Secretary and Assistant Treasurer. The Assistant Secretary and Assistant Treasurer shall possess the power and may perform the duties of the Secretary and of the Treasurer in case of their absence or disability. He shall do and perform such other duties as may be from time to time assigned to him by the Board.

Section 7. Solicitor.
The Authority's Solicitors shall be the chief consulting officers 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.

Section 8. Vacancies.
The Board shall have the power to fill any vacancy in any office occurring for whatever reason.

Section 9. Removal of Officers.
Any officer or agent of the Authority may be removed by the Board whenever in its judgment the best interest of the Authority will be served thereby, and pursuant to applicable statutory law under the PA Municipal Authorities Act.

ARTICLE III – CHECKS, NOTES, ETC.

Section 1. Board's Approval of Checks, etc.
No checks, bonds, notes, contracts, obligations of any kind shall be executed on behalf of the corporation unless first approved by the Board; provided, however, that the Board may, by general resolutions, authorize the execution and delivery of checks for routine purposes in the regular courses of business of the Authority.

Section 2. Payment of Wages.

Payroll payments to all employees shall be made by drafts, checks or other orders which shall be signed by those members of the Authority staff whom the Board shall from time to time designate.

ARTICLE IV – AMENDMENT OF BY-LAWS

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 members of the Board of the Authority at a regular or special meeting.

Section 2. Amendments. These By-Laws may be altered, amended and/or repealed by the Board at any meeting after thirty days' prior written notice of such an intention to each member of the Board by the Secretary, or upon waiver of such notice signed by all of the members of the Board.

ARTICLE V – INDEMINIFICATION

To the extent that any insurance then in effect may not be applicable and to the extent permitted by law, each person heretofore or hereafter a member of the Board and/or an officer or employee of the Authority, whether or not then in office or employed, shall be indemnified and reimbursed by the Authority against the costs (including, but without being limited to, court costs and the amount of any judgment) and expenses (including, but without being limited to, counsel fees) reasonably paid or incurred by or imposed upon him in connection with any civil or criminal action, suit or proceeding instituted or threatened, to which he may be made a party or prospective party by reason of his being or having been such a member of the Board and/or officer or committee member, or by reason of any act or thing alleged to have been done or committed by him, either alone or with others, a member of the Board and/or officer or employee.

Provided, however, that no such member and/or officer or employee may be indemnified against or reimbursed for costs or expenses incurred by or imposed upon him in any criminal proceeding in which he shall have been finally adjudged guilty, or in any civil proceeding in which he shall have been finally determined to have performed an act of willful misconduct and by reason of which a final judgment, decree or order shall have entered against him, either alone or with others, for the payment of any fine, penalty or damages.

The right to and reimbursement hereby granted any member and/or officer or employee shall apply also to settlements of any such civil action, suit or proceeding instituted or threatened; provided, however, that if such action, or proceeding shall be settled or otherwise terminated as against such member and/or officer or employee without a determination thereof, the Authority shall not indemnify or reimburse any member and/or officer or employee with regard thereto unless a majority of the Board of the Authority, excluding any member disqualified to vote by personal interest, shall have approved said settlement (either before or after its consummation) and shall have determined that said member and/or officer or employee did not act negligently or in bad faith in any settlement of such action, suit or proceeding.

In any case where liability which has been imposed for any such act or opinions of any Board member and/or officer or employee, is imposed or sought to be imposed upon the estate of such Board member and/or officer or employee, the right to indemnification and reimbursement herein conferred on Board members and/or officers or employees shall extend to the heirs and/or administrators of any such Board member and/or officer or employee, or any of them.

ARTICLE VI – MISCELLANEOUS

Section 1. Corporate Seal of Authority.

The seal of the Gettysburg Municipal Authority shall contain the name of the Authority and the year of its incorporation, and shall be in the form of the seal impressed in the margin hereof, opposite this section.

Section 2. Rates and Charges.

The Board may fix, alter, charge, and collect reasonable rental 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 the 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 3. Compensation.

Members of the Board, shall receive such salaries for their services as may be determined by the Borough Council of the Borough of Gettysburg, but none of such salaries shall be increased or diminished by the Borough during the term of which member receiving the same shall have been appointed.

Section 4. Dual Positions.

No officer or agent of the Board shall receive any compensation whatsoever for his services if, either at the time of his appointment or election, or subsequent thereto, he is a member of the municipal body which holds the power of appointment of the members of the Board of the Authority.

Section 5. Annual Examination of Records.

The financial records of the Authority shall be kept on a calendar year basis. The financial records, books, and accounts of the Authority shall be examined annually by a certified public accountant who shall be

designated by resolution of the Board. The said annual examination shall cover the immediately preceding calendar year.

Section 6. Gender

The use of the masculine pronoun herein connotes both the masculine and feminine gender, and is used solely for convenience.

Section 7. Effective Date

These By-Laws shall be effective December, 16, 2013.