

BY-LAWS
OF
BENNER TOWNSHIP WATER AUTHORITY

ARTICLE I

Name and Offices

Section 1. NAME. The name of the Authority shall be BENNER TOWNSHIP WATER AUTHORITY.

Section 2. OFFICES. The principal office of the Authority shall be 1224 Buffalo Run Road, Bellefonte, Pennsylvania 16823, or such other place or places as the members of the Authority shall designate from time to time.

ARTICLE II

Board and Board Meetings

Section 1. BOARD OF THE AUTHORITY. The Board of the Authority shall exercise the powers of the Authority.

Section 2. SELECTION OF BOARD MEMBERS. The Members of the Board of the Authority shall be appointed by the Board of Supervisors of Benner Township.

Section 3. QUALIFICATIONS OF BOARD MEMBERS. Except as hereinafter provided in this Section, all members of the Board of the Authority shall be residents of Benner Township.

However, the Board of Supervisors may, at its discretion, allow one nonresident to serve on the Board, provided that said nonresident be a taxpayer in, maintain a business in, or be a citizen of Benner Township or a municipality into which one or more of the projects of the Authority extends or is to extend or

to which one or more of said projects has been or is to be leased.

Section 4. COMPENSATION OF BOARD MEMBERS. Members of the Board of the Authority shall receive salaries as may be determined by the Board of Supervisors of Benner Township, but none of such salaries shall be increased or decreased by said Board of Supervisors during the term for which the member receiving the salary shall have been appointed.

Section 5. NUMBER OF BOARD MEMBERS. Members of the Board of the Authority shall be six (6) in number.

Section 6. TERM OF BOARD MEMBERS. Except as hereinafter provided in this Section with respect to the Initial Term of Board Members, members of the Board of the Authority shall serve for a term of five years from the date of the expiration of the prior term. The terms of said Board Members shall be staggered so that the term of at least one Board Member shall expire in any given year. Members shall hold office until their successors have been appointed, and may succeed themselves.

With respect to the initial term of Board Members, one member of the Board of the Authority shall serve for one year, one for two years, one for three years, one for four years, and two for five years from January 2, 1995.

Section 7. REMOVAL OF BOARD MEMBERS. The removal of a member of the Board of the Authority shall be in accordance with Section 7B. of the Municipality Authorities Act. 53 P.S. Section 309B.

Section 8. VACANCIES. If a vacancy shall occur, the Board of Supervisors of Benner Township shall appoint a successor to fill his or her unexpired term.

Section 9. ANNUAL MEETING. An annual meeting shall be held on the second Monday of January of each year, at which meeting there shall be held an election of officers which shall consist of a Chairman; a Vice Chairman; a Secretary; a Treasurer; and, if deemed necessary by members of the Board of the Authority, an Assistant Secretary and Assistant Treasurer, who shall take office at the next succeeding meeting and serve as such officers until their successors have been duly elected and qualified.

Section 10. REGULAR MEETINGS. Regular meetings of the Board of the Authority shall be held at the principal office of the Authority, or such other place or places as the members of the Authority shall designate from time to time pursuant to a schedule adopted annually for the transaction of such business as may regularly come before it. The Secretary shall give written notice of the time and place of each regular meeting by forwarding by United States mail such notice to each of the members of the Board; by advertising the same as required by law; and, posting the same in the location of the proposed meeting.

Section 11. SPECIAL MEETINGS. Special meetings of the Board of the Authority for any purpose or purposes may be called at the request of at least three (3) of the members or upon the direction of the Chairman after due notice to the public according to law.

Section 12. QUORUM. A majority of the members of the Board of the Authority shall constitute a quorum for the transaction of business.

Section 13. VOTING. Each member of the Board of the Authority shall be entitled to one (1) vote and all matters shall be decided by a majority of the members present.

ARTICLE III

Officers

Section 1. CHAIRMAN. The Chairman shall have the following duties and responsibilities:

- (a) he or she shall preside at all meetings of the Board of the Authority at which he or she is present;
- (b) he or she shall have power to sign and execute all contracts and instruments of conveyance in the name of the Authority;
- (c) he or she shall have power to co-sign checks, drafts, notes, and orders for the payment of money, together with the Treasurer and only upon approval of the Board at a regular or special meeting;
- (d) between meetings of the Board he or she shall have general management of the business and Authority; and
- (e) he or she shall perform all the duties usually incident to the office of Chairman.

Section 2. VICE CHAIRMAN. The Vice Chairman shall have the following duties and responsibilities:

- (a) he or she shall preside at all meetings of the Board at which the Chairman is absent and the Vice Chairman is present; if both the Chairman and the Vice Chairman are absent, the Board shall select one person from among its members present at the meeting to preside at the meeting;
- (b) in the absence or disability of the Chairman, he or she shall perform the duties and exercise the powers of the Chairman; and

- (c) he or she shall have such powers and perform such other duties as may be delegated to him or her by the members or the Chairman;
- (d) he or she shall perform all duties usually incident to the office of the Vice Chairman.

Section 3. SECRETARY. The Secretary shall have the

following duties and responsibilities:

- (a) he or she shall take and keep minutes of the regular and special meetings of the Authority, which minutes shall be circulated at the next meeting;
- (b) he or she shall give or cause to be given notice of all regular meetings to the members and shall give all other notices required of the Board by law or these bylaws; in case of his or her absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the Chairman;
- (c) he or she shall have such powers and perform such other duties as may be delegated to him or her by the members or the Chairman;
- (d) he or she shall perform all duties usually incident to all duties of the office of Secretary.

The Secretary need not necessarily be a member of the Board.

Section 4. TREASURER. The Treasurer shall have the

following duties and responsibilities:

- (a) he or she shall have custody of all funds and securities of the Authority;
- (b) he or she shall endorse on behalf of the Authority for collection, checks, notes and other obligations owing to the Authority, and shall deposit same to the credit of the Authority in such manner as the members may designate;
- (c) he or she shall have power to co-sign checks, drafts, notes, and orders for the payment of money, together with the Chairman and only upon approval of the Board at a regular or special meeting;
- (d) when required, he or she shall render a statement of the accounts and shall at all reasonable times exhibit the books and accounts to any member when requested to do so.

- (e) he or she shall have such powers and perform such other duties as may be delegated to him or her by the members or the Chairman;
- (f) he or she shall perform all duties usually incident to all duties of the office of Treasurer.

The members may require that the Treasurer be bonded in whatever amount they determine to be proper at the expense of the Authority. The Treasurer need not necessarily be a member of the Board.

Section 5. ASSISTANT SECRETARY. The Assistant Secretary shall perform such duties as may be assigned by the Secretary subject to approval of the members of the Authority. The Assistant Secretary need not necessarily be a member of the Board.

Section 6. ASSISTANT TREASURER. The Assistant Treasurer shall perform such duties as may be assigned by the Treasurer subject to approval of the members of the Authority. The Assistant Treasurer need not necessarily be a member of the Board.

Section 7. VACANCIES. Any vacancy in the offices set forth in this Article shall be filled promptly by the Board.

ARTICLE IV

Committees

Section 1. ESTABLISHMENT OF COMMITTEES. The members of the Board of the Authority may by resolution or resolutions designate one (1) or more committees, each committee to consist of two (2) or more of the Authority members. Such committee or committees shall have such powers and such name or names as may

be determined from time to time by resolutions adopted by the Authority.

Section 2. PROCEDURES GOVERNING COMMITTEE MEETINGS.

Each committee shall, from time to time, designate from among its members a presiding officer and a secretary. Each committee shall adopt its own rules of procedures and shall meet at the times that it of the Authority Board shall determine. Notices of committee meetings shall be given in the manner specified in Article II, Section 6 of these Bylaws with respect to meetings of the Authority Board.

Section 3. COMMITTEE REPORTS. Actions taken at a committee meeting shall be reported to the Authority Board at the next Board meeting following the committee meeting. All committee reports shall be in the form of the written minutes of the committee meeting.

ARTICLE V

Miscellaneous Provisions

Section 1. CORPORATE SEAL. The corporate seal shall be circular in form and shall contain the name of the Authority and the year of its creation. Said seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or reproduced or otherwise.

Section 2. FISCAL YEAR - The fiscal year of the Authority shall be January 1 through December 31 of each year.

Section 3. NOTICE AND WAIVER OF NOTICE. Whenever any notice is required by these bylaws to be given, personal notice

is not meant unless expressly so stated; and, any notice so required shall be deemed to be sufficient if given by deposition of the same in a post office box in a sealed postage paid wrapper, addressed to the person entitled thereto at his last known post office address, and such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given under these bylaws may be waived by the person entitled thereto.

ARTICLE VI

Amendments

Section 1. AMENDMENT OF BYLAWS. These bylaws may be amended by a two-thirds (2/3) vote of all members, whether or not they are present, at a meeting called for the specific purpose of amending said bylaws, providing ten (10) days' notice of said meeting in writing is given in the manner hereinabove set forth.

ADOPTED AS THE BY-LAWS OF THE BENNER TOWNSHIP WATER AUTHORITY THIS 11th DAY OF July A.D. 1994.

BENNER TOWNSHIP WATER AUTHORITY

BY:

J. A. [Signature]
Chairman

ATTEST:

[Signature]
Secretary

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**Benner Township Water Authority Monthly Membership Minutes
December 20, 2006**

Call to order : 6:30 pm

Present: Tom Eby, Nancy Swartzell, Andy Swales, Solicitor – Dick Campbell, Engineer – Adrienne Vicari

Absent: Ken Schleiden, Jack Rimer

Guests: Warren Miller, Kelly Gill, Lou Glantz

Minutes: Andy moved, seconded by Tom that the November 13 regular monthly meeting minutes and the December 7 Reconvened Meeting minutes be approved as submitted. Motion carried.

Treasurer's Report: Nancy moved and Andy seconded that we accept the auditor's report and that we approve payment of the \$2,000 for preparing the audit. Motion carried.

Nancy moved and Andy seconded that the Treasurer's Report be approved. Motion carried.

Solicitor's Report: }

Engineer's Report: } These reports are covered as part of "Old Business"

Review of Action items from last meeting:

By-Law Changes to ARTICLE II

Section 5 "NUMBER OF BOARD MEMBERS. – Members of the Board of the Authority shall be five (5).

Section 12. QUORUM – A majority of the members of the Board shall constitute a quorum for the transaction of business. Members may participate and vote telephonically or by electronic means if unable to physically attend a scheduled meeting. Such members shall be considered present to attain a quorum.

Andy moved and Nancy seconded that the changes to the By-Laws be accepted as presented. Motion carried. (See Attachment I)

Old Business

- Auditor's Report – acted upon as part of the Treasurer's Report above.
- Signature Cards for Checking Account – it was agreed that all Board members should be able to sign checks for BTWA. Signature cards were signed as presented.
- 2007 BTWA meeting dates – Nancy moved and Andy seconded that the meeting dates for 2007 be held on the 2nd Monday of each month at 6:30 in the Township Building. Motion carried.
- PA One Call Application – Sharon is getting the information for the application
- Savings Account Creation Resolution – Andy moved, seconded by Nancy that the resolution be approved to create a savings account in order to deposit funds received from water customers. Motion carried. (See Resolution 06-1 Attachment II)
- Lou Glantz agreed that he would transfer the Hampton Hills money assets along with the rest of the assets. Lou will write a check on the transfer date.