

BY-LAWS OF
CITY OF ERIE HIGHER EDUCATION BUILDING AUTHORITY

ARTICLE I

THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be as specified in its Articles of Incorporation, to-wit: CITY OF ERIE HIGHER EDUCATION BUILDING AUTHORITY.

Section 2. Seal of Authority. The seal of the 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 3. Office of Authority. The office of the Authority shall be at _____, Erie, Pennsylvania, but the Board of the Authority may, by proper resolution, designate any other place as the office of the Authority.

ARTICLE II

OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer and an Assistant Secretary-Treasurer, to be elected from the members of the Board of the Authority.

Section 2. Chairman. The Chairman shall preside at all meetings of the Board of the Authority. Except as otherwise authorized by resolution of the Board of the Authority, the Chairman shall sign all contracts, deeds and other instruments made by the Authority. At each meeting, the Chairman shall submit such recommendations and information as he may consider proper concerning the business, affairs and policies of the Authority.

Section 3. Vice Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman; and in case of the resignation or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the Board of the Authority shall appoint a new Chairman.

Section 4. Secretary. The Secretary shall keep the records of the Authority, shall act as Secretary for the meetings of the Board of the Authority and record all votes, and shall keep a record of the proceedings of the Board of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to this office. He shall 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.

Section 5. Treasurer. 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 bank or banks as the Board of the Authority may select. The Treasurer shall sign all orders and checks for the payment of money, and shall pay out and disburse such moneys under the direction of the Board of the Authority. Except as otherwise authorized by resolution of the Board of the Authority, all such orders and checks shall be countersigned by the Chairman. He 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 transactions and also of the financial condition of the Authority. He shall give such bond for the faithful performance of his duties as the Board of the Authority may determine and pay for.

Section 6. Assistant Secretary-Treasurer. The Assistant Secretary-Treasurer shall perform all the duties of either the Secretary or 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 as are imposed upon such deceased or resigning Secretary or Treasurer until such time as the Board of the Authority shall appoint a new Secretary or Treasurer.

Section 7. 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 8. Election or Appointment. The Chairman, Vice Chairman, Secretary, Treasurer and Assistant Secretary-Treasurer shall be elected at the annual meeting of the Board of the Authority from among the members of the Board of the Authority, and shall hold office for one year or until such successors are elected and qualified.

Section 9. Vacancies. Should the office of Chairman, Vice Chairman, Secretary, Treasurer or Assistant Secretary-Treasurer 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.

Section 10. Additional Personnel. The Authority may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions, as prescribed by the Municipality Authorities Act of 1945, as amended, of Pennsylvania, and all other laws of the Commonwealth of Pennsylvania, applicable thereto. The selection and ~~compensation of such personnel shall be determined by the Board of the~~ Authority subject to the laws of the Commonwealth of Pennsylvania.

ARTICLE III

MEETINGS

Section 1. Annual Meeting. The annual meeting of the Board of the Authority shall be held on the first Monday of January of each year for the purpose of electing officers for the ensuing calendar year at _____ .m. in _____ of the _____. In the event such date shall fall on a legal holiday, its annual meeting shall be held on the next succeeding secular day.

Section 2. Regular Meetings. The regular meetings of the Board of the Authority shall be held quarterly on the first Monday of the months of _____, _____, _____, and _____ at 10 a.m. in _____ of the _____. In the event such date shall fall on a legal holiday, that regular meeting shall be held on the next succeeding secular day, or at such other time as may be determined by resolution of the Board.

Section 3. Special Meetings. The Chairman of the Board of the Authority may when he deems expedient, and shall, upon the written request of two members of the Board of the Authority, call a special meeting of the Board of the Authority 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 thereof two days or more prior to the date of such special meeting. No business shall be considered other than as designated in the call, but if all of the members of the Board 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 Board of the Authority a majority of the members of the Board shall constitute a quorum for the purpose of transacting business; provided, however, that a smaller number may meet and adjourn to some other time or until a quorum is obtained.

Section 5. Order of Business. At the regular meetings of the Board of the Authority, the following shall be the order of business:

1. Roll Call.
2. Reading and approval of minutes of the previous meeting.
3. Bills and communications.
4. Report of the Secretary.
5. Report of the Treasurer.
6. Report of the Committees.
7. Unfinished business.
8. ~~New business.~~
9. Adjournment.

All resolutions shall be in writing and shall be copied in the journal of the proceedings of the Board of the Authority.

Section 6. Manner of Voting. The voting on all questions coming before the Board of the Authority shall be by roll call, and the ayes and nays shall be entered upon the minutes of such meeting unless the vote is unanimous of all members present, and in that case, the minutes shall so indicate. The vote of a majority of the members at any meeting at which a quorum is present shall constitute the action of the Board.

ARTICLE IV

AMENDMENTS

✓ 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.