

BATH BOROUGH STORMWATER AUTHORITY BYLAWS

ARTICLE I – NAME and AUTHORIZATION

Section 1.1. For purposes of these Bylaws, “Authority” shall mean the Bath Borough Stormwater Authority.

Section 1.2. The Authority shall be a body corporate and politic, organized under the Municipality Authorities Act of 1945, P.L. 382, as amended and supplemented by Act No. 22, approved June 19, 2001, as further amended and supplemented from time to time (the “Act”), and any other applicable statute or law; and, may exercise any power contemplated by law for a general purpose authority either specifically granted by that Act, or other applicable act or acts and not prohibited by the Constitution of Pennsylvania and the laws of the General Assembly.

Section 1.3. The authorization for the establishment and operation of the Authority is set forth under the provisions of the Act, 53 Pa.C.S. § 5601, *et seq.*, as amended. The Authority’s governing body, Bath Borough (the “Borough”), created the Authority through Ordinance No. 2024-736 and the Secretary of the Commonwealth issued its corresponding Certificate of Incorporation on December 9, 2024.

Section 1.4. The powers of the Authority shall be construed broadly in favor of the Authority. All possible powers of the Authority, as delineated by the Act, as amended and supplemented, or as hereafter amended or supplemented, and any other applicable statute or law under the provisions of which the Authority may operate or participate shall be considered as if specifically, and individually set forth in these Bylaws.

ARTICLE II – REGISTERED OFFICE

Section 2.1. The registered office of the Authority is 121 South Walnut Street, Bath, PA 18014.

ARTICLE III – MEMBERSHIP

Section 3.1. The Authority shall be governed by members of a board (“Board”), which shall consist of five (5) persons appointed by the Borough Council of the Borough of Bath.

Section 3.2. All members of the Authority shall be a taxpayer in, maintain a business in, or be a citizen of a municipality into which one or more of the projects of the Authority extends or is to extend, or to which one or more projects has been or is to be leased. Each Board member shall hold office until his/her resignation or removal and a successor has been appointed. Vacancies shall be filled as required by law. Any appointment to fill a vacancy shall be for the unexpired portion of the term.

Section 3.3. Board members shall receive such salaries as may be determined by the Borough Council.

ARTICLE IV – MEETINGS

Section 4.1. Regular meetings of the Authority shall be held monthly, at the call of the Chair, or at any other such times as the Authority may determine. Meetings shall regularly be held at the Bath Borough Building, located at 121 South Walnut Street, Bath, PA 18014, but may be held elsewhere, as may be designated in the corresponding meeting notice. All meetings of the Authority shall be held in accordance with the provisions of Pennsylvania’s Sunshine Act, Act of July 3, 1986, P.L. 388, 65 Pa.C.S. §§ 701, *et seq.*, as may be amended, supplemented or reenacted, and with any other applicable statutory requirements.

Section 4.2. The Chair or a majority of the Board may call a special meeting at any time with sufficient notice, as required by law. Business other than the specified stated purpose of the called meeting shall not occur at said special meeting, unless otherwise allowed by law.

Section 4.3. A majority of the members shall constitute a quorum of the Board for the purpose of conducting business of the Authority and for all other purposes. If there is less than a quorum present at either a regular or special meeting, a majority of those present may adjourn or recess the meeting, until such time as a quorum is present, when the regular or special meeting may be reconvened as a legally constituted and valid meeting.

Section 4.4. Action may be taken by a vote of the majority of the members present unless these bylaws specify otherwise. Each member of the Board shall be entitled to one vote. Telephonic conferencing to allow Board member participation and/or voting is permitted to the extent allowed by law.

Section 4.5. Robert’s Rules of Order, as amended, shall govern the proceedings at any given meeting of the Authority unless as otherwise indicated by these Bylaws.

ARTICLE V – POWERS OF THE BOARD

Section 5.1. The business and affairs of the Authority shall be managed under the direction of the Board, which may exercise all such powers of the Authority and may carry out all such lawful acts as are directed or required to be exercised and done by statute, regulation, or other applicable Federal or State laws and these Bylaws. Without prejudice to the general power conferred by the preceding sentence and any other powers conferred by the duties imposed by these Bylaws, the Board shall have the following powers and duties, namely.

Section 5.2. The Authority, at its discretion, may appoint or engage an Executive Director, technical experts, consultants, legal staff and counsel, and other permanent or temporary agents or employees, determining the qualifications of such persons, as well as their tenure and compensation.

Section 5.3. The Authority shall appoint a Solicitor who shall have charge of all legal matters of the Authority and shall report thereon from time to time to the Authority. He shall receive such compensation as the Authority shall determine. Nothing in this section shall be

construed to prohibit the Authority from appointing such other solicitors and/or special counsels as may be deemed necessary.

Section 5.4. The Board may 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 of the Authority, with such powers and upon such terms as the Board shall see fit.

Section 5.5. The Board shall annually establish a budget for the ensuing calendar year.

Section 5.6. 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.

ARTICLE VI – LIABILITY OF THE BOARD

Section 6.1. Board members shall stand in a fiduciary relation to the Authority and shall perform his/her duties as an officer in good faith, in a manner reasonably believed to be in the best interest of the Authority and with such care, skill and diligence as a person of ordinary prudence would use under similar circumstances.

Section 6.2. A member of this Authority shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless: (i) the member has breached or failed to perform the duties of his/her office in good faith, in a manner he/she reasonably believes to be in the best interests of the Authority, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances; and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section shall not apply to the responsibility or liability of a member pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law.

ARTICLE VII – INDEMNIFICATION

Section 7.1. Subject to the limitations hereinafter set forth, the Authority shall have the power to indemnify each member, officer, employee or agent of the Authority and his/her heirs, executors or administrators, to the full extent permitted by law, against all judgments, fines, liabilities, and reasonable expenses (including, but not limited to, court costs, attorneys' fees and any amount paid in any settlement), which judgments, fines, liabilities and expenses were incurred or expended in connection with any claim, suit, action or proceeding, whether civil, criminal, administrative or investigative, and whether or not the indemnified liability arises or arose from any action by or in the right of the Authority, in which he/she was involved because of anything he/she may have done or omitted to do as a member, officer, employee or agent of the Authority or of any organization that he/she may have served as a member, officer, employee or agent at the request of the Authority, but such indemnification can be made only if a determination is made as hereinafter provided that such indemnification should be made. Such indemnification shall not impair any other right any such person may have.

Said indemnification can be made only if a determination has been made, with the advice of counsel for the Authority, by members not involved in the claim or proceeding, or by a disinterested person or persons named by said members not involved in the claim or proceeding, or by independent legal counsel in a written opinion: (i) that the member, officer, employee or agent acted or failed to act, in either case, in good faith, and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Authority, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful, and (ii) that the amount of the proposed indemnification is reasonable, and (iii) that the proposed indemnification is just and proper and can be legally made by the Authority under then existing law, and (iv) that the indemnification shall be made by the Authority in an amount stated in the determination; provided, however, that the indemnification provided for herein shall not be available if the act or failure to act giving rise to the claim for indemnification has been determined by a court to have constituted willful misconduct or recklessness.

Section 7.2. Expenses incurred by an officer, member, employee or agent in defending a civil or criminal action, suit or proceeding as described above shall be paid by the Authority in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Authority.

Section 7.3. The Authority shall have the power to buy and maintain insurance and to establish and fund a self-insurance indemnification reserve fund on behalf of the members, officers, employees and agents of the Authority and a person serving at the request of the Authority as a member, officer, employee or agent of another organization, against liability incurred in any such capacity, or arising out of his/her status as such.

ARTICLE VIII – OFFICERS AND EMPLOYEES

Section 8.1. The Board shall be comprised of a Chair, Vice Chair, Secretary, Treasurer, and one general member. The Authority may create such other officers and assistant officers as it may authorize from time to time. Any officer may resign at any time upon written notice to the Authority.

Section 8.2. Any officer of the Board may be removed from his/her position, but not membership, by a majority vote of quorum of the Board at a public meeting with or without cause. Vacant officer positions resulting from removal shall be filled at the same meeting.

Section 8.3. The Chair shall exercise the executive and administrative powers of the Authority. The Chair shall preside over all meetings of the Authority and shall submit to the Authority such recommendations and information as the Chair may consider proper. Except as otherwise authorized by resolution of the Authority, the Chair shall execute all contracts, deeds, bonds, or other instruments made by the Authority in its name. The Chair shall appoint all members of committees, established by resolution of the Authority. The Chair shall notify the Borough Council, at least one month in advance, of the expiration of the term of office of any member of the Authority. In addition, the Chair shall notify the Borough Council of any resignation of a member of the Authority, stating the unexpired term thereof. The Chair shall, in the intervals

between meetings, consult with the various officers and employees of the Authority regarding the business of the Authority and perform such other duties as directed by the Authority.

Section 8.4. In the absence of the Chair, the Vice Chair shall preside at all meetings of the Authority; and in the case of the resignation, death, or inability of the Chair to perform his/her duties, the Vice Chair shall perform the duties of the Chair and shall perform such other duties as directed by the Authority.

Section 8.5. The Secretary shall attend all meetings of the Authority and shall keep a record of the proceedings in a book to be kept for that purpose. The Secretary shall also record the presence or absence of each member of the Authority; conduct the roll call on all questions properly before the Authority; and enter upon the minutes of the respective meetings any statements and/or disclosures by members of the Authority at said meetings. The Secretary shall promptly transmit to all members of the Authority, and to its solicitor, a copy of the minutes of each meeting of the Authority. In addition, the Secretary shall have custody of the records of the Authority; have the ability to certify true and correct copies of all contracts, documents, or other records of the Authority; maintain the corporate seal of the Authority and shall attest and affix the seal of the Authority to all contracts, deeds, and other instruments executed by the Authority; and shall cause to be given all notices of special meetings of the Authority. The Secretary shall perform such other duties as are customarily to the Office of Secretary and such other duties as directed by the Authority.

Section 8.6. The Treasurer shall oversee the care and custody of all funds of the Authority, ensuring full and accurate account of receipts and disbursements, and causing to be deposited all monies in the name of the Authority in such banks as the Authority may select. With the assistance of staff as available, the Treasurer shall supervise the keeping of regular books of account showing receipts and expenditures, and at each regular meeting of the Authority (or upon request) shall cause to be rendered to the Authority an accounting of the financial condition of the Authority and of its financial transactions and perform such other duties as directed by the Authority.

ARTICLE IX – ELECTION OF OFFICERS

Section 9.1. An annual reorganization meeting shall be held at the regular January monthly meeting unless the meeting date is otherwise changed by previous resolution. The election of officers shall occur at the annual reorganization meeting.

Section 9.2. A candidate receiving a majority vote of the quorum of the Board at a public meeting of the Authority shall be declared elected and shall hold such office for one (1) year or thereafter until his/her successor shall take office.

Section 9.3. In case of a vacancy in any office, occurring at any time between meetings where officers are elected, the Authority shall elect a successor from its membership at the next regular meeting, or special meeting, and such election shall be for the unexpired term of said office.

ARTICLE X – RECORDS

Section 10.1. The Authority shall keep at its registered office an original or duplicate record of all proceedings of the Board, and the original or copy of these Bylaws, including all amendments or alterations thereto, certified by the Secretary of the Authority.

Section 10.2. The Authority shall prepare and file all reports, filings and publications required by law, under the Act or under other applicable statutes, regulations, agreements or indentures. Copies of all such reports, filings and publications shall be placed on file with the Authority and properly noted in its minutes.

Section 10.3. The Authority shall, at least once in each year, make or cause to be made by a certified public accountant, an audit of the books, accounts, records and affairs of the Authority and of the status of its loans, bonds and fiscal affairs in general and of such other matters as the Authority may specifically designate. The Authority may make or cause to be made such other examination at any time as it may deem desirable. The results of all such audits shall be reported in writing to the Authority and copies thereof shall be placed on file with the Authority and properly noted in its minutes.

The Chair shall report to the Authority whenever examination of any of its affairs are made by the Federal Government, by the Commonwealth of Pennsylvania or by any other federal, state or local agency, and at the conclusion of any such examination the Chair shall forthwith request of said agency a written report of the result of its examination, which report when received shall be presented at the next regular meeting of the Authority and shall be properly noted on its minutes.

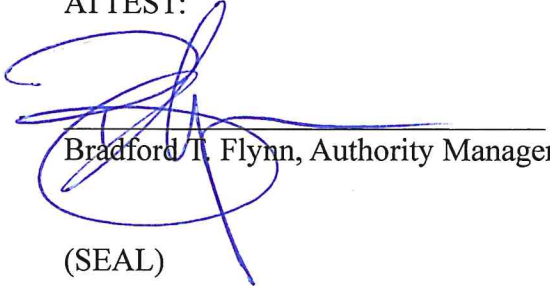
Section 10.4. All documents, files, correspondence, research, etc. prepared by any member, officer or personnel of the Authority, including but not limited to, the Secretary/Treasurer, Executive Director, Solicitor or Special Counsel, or obtained by such person or persons shall remain the property of the Authority and all of the foregoing shall be promptly returned to the Authority within two (2) weeks of the expiration of the term, resignation, or otherwise inability to serve of such person or persons.

ARTICLE XI – AMENDMENTS

Section 11.1. These Bylaws may be amended by a majority vote of a quorum of the Board present at a public meeting of the Authority. When any amendment of these Bylaws is proposed, all Board members shall be provided a copy of the proposed amendment at least seven (7) days in advance of the meeting at which the proposed amendment is to be considered.

ADOPTED this 27th day of January 2025.

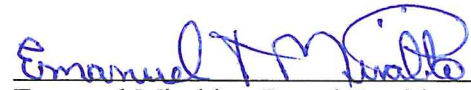
ATTEST:



Bradford T. Flynn, Authority Manager
(SEAL)

BATH BOROUGH
STORMWATER AUTHORITY

By:



Emanuel Mirabito, Board President