

BY-LAWS

OF

LUZERNE COUNTY TRANSPORTATION AUTHORITY

ARTICLE I

THE AUTHORITY

Section 1.                    Name of the Authority:

The name of this Authority shall be that specified in its Articles of Incorporation, to-wit: LUZERNE COUNTY TRANSPORTATION AUTHORITY.

Section 2.                    Seal of the Authority:

The seal of the Authority shall contain the name, LUZERNE COUNTY TRANSPORTATION AUTHORITY, and the year of its incorporation. The seal shall be in the same form as that seal impressed in the margin hereof, opposit this section.

Section 3.                    Office of the Authority:

The office of the Authority shall be in  
§ Luzerne County Court House  
but the Board of the Authority, by proper resolution, may 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 Treasurer, a Secretary, an Assistant Treasurer, and an Assistant Secretary, to be elected from the members of the Board of the Authority; provided, however, that the offices of Assistant Secretary and Assistant Treasurer may be occupied by the same person.

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 and/or delivered 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 during any incapacity, of the Chairman or the refusal of the Chairman to act, and in case of the resignation or death of the Chairman, the Vice-Chairman shall perform such duties as are imposed on the Chairman under Section 2 hereof until such time as the Board of the Authority shall elect a new Chairman.

Section 4.

Secretary:

The Secretary shall keep the records of the Authority, shall act as Secretary of the meetings of the Board of the Authority and record all votes, shall keep a record of the proceedings of the Board of the Authority in a minute book of proceedings to be kept for such purpose, and shall perform all duties incident to such office. The Secretary 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, in compliance with the requirements of the Pennsylvania Municipality Authorities Act of 1945. If available, 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 Authority,

all such orders and checks shall be countersigned by one of the other designated officers of the Authority. In the event that the Treasurer is not available to sign the necessary orders and checks for the payment of money, such orders and checks for the payment of money must be signed by the Assistant Treasurer and one of the other designated officers of the Authority. The Treasurer shall keep regular books of account 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.

Section 6.

Assistant Secretary:

The Assistant Secretary shall perform the duties of the Secretary in the absence, or during any incapacity, of the Secretary or the refusal of the Secretary to act; and in the case of the resignation or death of the Secretary, the Assistant Secretary shall perform such duties as are imposed on the Secretary until such time as the Board of the Authority shall appoint such Secretary.

Section 7.

Assistant Treasurer:

The Assistant Treasurer shall perform the duties of the Treasurer in the absence, or during any incapacity, of the Treasurer or in the event of the refusal of the Treasurer to act; and in case of the resignation or death of the Treasurer, the Assistant Treasurer shall perform such duties as are imposed on the Treasurer until such time as the Board of the Authority shall appoint a successor Treasurer. The Assistant Treasurer shall give bond similar to that of the Treasurer for the faithful performance of his duties as the Board of the Authority may determine.

Section 8.

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 9.

Election or Appointment:

The Chairman, Vice-Chairman, Secretary, Treasurer, Assistant Treasurer, Assistant Secretary shall be elected at the annual meeting of the Board of the Authority, and shall hold office for one (1) year

or until their successors are elected and qualified. Should any of the aforementioned offices become vacant, the Board of the Authority shall elect a successor at the next regular meeting, and such election shall be for the unexpired term of said office. Incumbent officers of the Authority may succeed themselves in office if so elected by the Board of the Authority.

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 Pennsylvania Municipality Authorities Act of 1945, as from time to time amended, 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.

Section 11.      Bonds:

The Treasurer and the Assistant Treasurer of the Authority shall each give bond in the sum of \$10,000.00, which bond shall be approved by the Board of the Authority and the premium for which shall be paid by the Authority.

ARTICLE III

MEETINGS

Section 1.      Annual Meeting:

The annual meeting of the Board of the Authority shall be held on the second Wednesday of January of each year, at 7:30 o'clock, P.M., at the regular meeting place of said Board. In the event such day shall fall on a legal holiday, the annual meeting shall be held on the next succeeding business day.

Section 2.      Regular Meetings:

Regular meetings of the Authority shall be held on the second Wednesday of each month at 7:30 o'clock, P.M., at the office of the Authority.

Section 3.      Special Meetings:

Special meetings of the Board of the Authority may be held whenever called by the Chairman or by any two of the members of the Board. Notice of any such meeting shall be mailed to each member of the Board, addressed to him at his residence or usual place of business, not later than three (3) days before the day on which the meeting is to be held, or be sent to him at such place by telegraph, or be delivered personally, or by telephone, not later than the day before the day on which the meeting is to be held. Except as may otherwise be indicated in the Notice of the meeting, any and all business may be transacted at any special meeting.

Section 4.      Public Notice of Meetings:

The Secretary shall give public notice of meetings of the Authority by posting on the bulletin board in the office of the Authority the following information:

(a) Schedule of regular meetings for each calendar year, designating time and place; and

(b) Notice of each special meeting and each rescheduled meeting at least twenty-four (24) hours prior to the time of such meeting.

Section 5.      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 6.      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 previous meeting
3. Report of bills and communications

4. Report of Secretary
5. Report of Treasurer
6. Report of Committees
7. Old or unfinished business
8. New business
9. Adjournment

Section 7.      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.

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.

**PROPOSED AMENDMENT TO ARTICLE III  
OF THE BY-LAWS OF  
LUZERNE COUNTY TRANSPORTATION AUTHORITY**

THE PROPOSED AMENDMENT WOULD CREATE A NEW SECTION UNDER ARTICLE III ENTITLED "MEETINGS" AND THE NEW SECTION TO BE CONSIDERED IS AS FOLLOWS:

ARTICLE III

MEETINGS

**SECTION 8 RIGHT OF THE BOARD OF THE AUTHORITY TO DECLARE OFFICE OF BOARD MEMBERS VACANT FOR FAILURE TO ATTEND MEETINGS**

If any Board Member shall neglect or refuse to attend two successive regular meetings of the Board, unless detained by sickness, or prevented by necessary absence from the County, or if in attendance at any meetings shall neglect or refuse to vote or by withdrawal from a meeting or otherwise refuse to act in their official capacity as a member of Board, the Board, acting without such person, may declare their office as a member of the Board vacant, and thereafter notify the Board of Commissioners of such vacancy and request another person be appointed to fill the vacancy. For such actions a majority of the remaining members of the Board shall constitute a quorum.

No such office shall be declared vacant for failure to attend meetings of the Board until the holder thereof shall have been given opportunity of hearing before the remaining members of the Board, at which time he shall show cause why he shall not be removed. He shall be given at least ten days written notice of the time and place of such hearing.