

BY-LAWS

OF

NORTHEASTERN PENNSYLVANIA HOSPITAL AUTHORITY

LUZERNE COUNTY, PENNSYLVANIA

1. Name: The name and title of this Authority is Northeastern Pennsylvania Hospital & Education Authority.

2. Office: The principal office of the Authority shall be in Luzerne County, Pennsylvania. Until changed by Resolution of the Authority, the principal office shall be at Wilkes Barre General Hospital, North River Street, Wilkes Barre, Pennsylvania 18702.

3. Seal: The Authority's seal shall be circular in form and shall have inscribed thereon the name of the Authority and the words "Corporate Seal--Incorporated, Pennsylvania 1974".

4. Members of Board: The property and business of the Authority shall be managed and controlled by a Board of the Authority composed of five persons, all of whom shall be citizens of Luzerne County, Pennsylvania.

5. Term of Members: The terms of the members of the Board shall be for five years, except for the initial members whose terms shall be as prescribed by law and as set forth in the Articles of Incorporation of the Authority.

Whenever a vacancy on the Board has occurred or is about to occur by reason of the expiration of the term of any member, or has occurred by reason of death, resignation or

otherwise, the Secretary of the Authority shall request the Board of County Commissioners of the County of Luzerne to appoint a member for a term of five years to fill a vacancy occurring by reason of the expiration of a term or for the unexpired term when the vacancy has otherwise occurred. Members whose terms have expired shall hold office until their successors have been appointed and may be appointed to succeed themselves.

6. Resignation of Members: A member of the Board may resign at any time by tendering written notification of his desire to do so to the Board of County Commissioners of the County of Luzerne and also to the Secretary of the Authority. The resignation shall be effective at such time as a succeeding members shall be appointed or at such other time as the Board of County Commissioners shall provide in the acceptance of the resignation.

7. Place of Meeting: All meetings of the Board shall be held at a public building, within the County of Luzerne, Commonwealth of Pennsylvania, but such meetings need not be held at the Authority's principal office.

8. Annual Meeting: The members of the Board shall meet on the 2nd Friday at Noon of each January for the purpose of electing officers for the ensuing year, and in the event that such day is a legal holiday under the laws of the Commonwealth of Pennsylvania, then the same shall be held the next succeeding secular day not a legal holiday under the laws of the

Commonwealth, or at such other time as may be determined by resolution of the Board.

9. Regular and Special Meetings - Notice: The Board may at its annual meeting establish a schedule of regular meetings for the then current calendar year and no further notice of such regularly scheduled meetings need be given to any member of the Board, except that any member not in attendance at the meeting at which the schedule was adopted shall be notified in writing of such schedule at least three days prior to the first succeeding of such regular meetings. Special meetings of the Board may be called by the Chairman or by the Secretary, and shall be called 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. Written notice of each such special meeting shall be given at least one day prior to the day named for the meeting, to each member of the Board who does not waive such notice in writing.

10. All Meetings to be made Public - Public Notice: All meetings of the Board shall be open to the public. The Secretary of the Board shall, as soon as practical following the annual meeting (but in no event later than three days prior to the first regularly scheduled meeting after the annual meeting), give public notice, in the manner hereinafter provided, of the regularly scheduled meetings of the Board for the then current calendar year and of the next following meeting, showing the

date, time and place of all such meetings. The Secretary shall also give public notice of each special meeting and rescheduled regular or special meeting at least twenty-four hours prior to the time thereof, showing the date, time and place thereof. Public notice shall consist of either (a) publishing such notice in a local paper of general circulation or (b) posting a copy of such notice prominently at the principal office of the Authority, or, if a meeting is to be held other than at such principal office, at the public building in which the meeting is to be held, provided that public notice may, but need not, be given both by publication and posting and, in the case of posting, at both the principal office and at the actual place of meeting. The Secretary shall provide a copy of all public notices to any newspaper, radio station and/or television station which may request the same. Nothing herein, however, shall prevent the Board from holding executive sessions to which the public is not admitted, but no final legislative action shall be taken at any such executive session.

11. Quorum: 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.

12. Compensation: All employees of the Authority shall receive such compensation as shall be determined and fixed by the

members of the Board.

13. Officers: The officers of the Authority shall be Chairman, Vice-Chairman, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer and such other officers as may from time to time to be elected by the Board. A member may hold more than one office, provided that neither the Chairman nor Vice-Chairman may serve as either the Secretary or Assistant Secretary.

14. Election and Term of Office: The officers of the Authority, except those subordinate officers who may be appointed, shall be chosen annually by members of the Board at their annual meeting, and each such officer shall hold office for one year and until his successor shall have been duly chosen.

15. Duties of Officers:

(a) Chairman: The Chairman shall conduct all meetings of the Board, shall jointly with the Secretary execute all contracts and shall jointly with the Treasurer sign all checks upon moneys of the Authority, and shall have general and active management of the affairs of the corporation.

(b) Vice-Chairman: The Vice-Chairman shall have all the powers and duties of the Chairman in the absence of Chairman. Should both the Chairman and Vice-Chairman be absent from any meeting of the Board, the members present shall appoint a Chairman Pro Tem.

(c) Secretary: The Secretary shall act as clerk of

all meetings of the Board, shall record all the proceedings of such meetings in a book kept for that purpose, shall give proper notice of all meetings, shall record all votes, and shall have custody of all the books and records of the Authority, except those kept by the Treasurer, and shall jointly with the Chairman execute all contracts and perform all other duties as may from time to time be assigned to him.

(d) Assistant Secretary: The Assistant Secretary shall have all the powers and duties of the Secretary in the absence of the Secretary. Should the Secretary and Assistant Secretary be absent from any meeting of the Board, the members present shall appoint a Secretary of the Meeting.

(e) Treasurer: The Treasurer shall jointly with the Chairman sign all checks upon moneys of the Authority, and 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 his office.

(f) Assistant Treasurer: The Assistant Treasurer shall have all of the powers and duties of the Treasurer in the absence of the Treasurer.

(g) Other Officers: Such other officers as may from time to time be selected by the Board shall perform such duties as may be specifically assigned to them by the Board.

16. 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. The removal of a member of the Board from an office shall in no way constitute such member's removal as a member of the Board.

17. Vacancies: The Board shall have the power to fill any vacancies occurring for whatever reason in any office subject to the Board's appointive powers.

18. Amendments: These By-Laws may be altered, amended and/or repealed by the Board at any meeting after fifteen days' prior written notice of such an intention by the Secretary to each member of the Board who does not waive such notice in writing.