

**BY—LAWS
OF THE
UPPER DUBLIN TOWNSHIP MUNICIPAL AUTHORITY**

ARTICLE I— AUTHORITY

Section 1. Name of the Authority.

The name of the Authority shall be as specified in its Articles of Incorporation, to wit: Upper Dublin Township Municipal Authority.

Section 2. Seal of the Authority.

The seal of the Authority shall contain the name of the Authority and shall be in the form of seal impressed below this section.

Section 3. Office of the Authority.

The office of the Authority shall be at 801 Loch Alsh Avenue, Fort Washington, Pennsylvania 19034, but the Board of the Authority, by proper resolution, may designate any other place as the office of the Authority.

Section 4. Fiscal Year of the Authority.

The fiscal year of the Authority shall end on December 31 of each year.

Section 5. Parliamentary Procedure.

The parliamentary procedure rules set forth in *Robert's Rules of Order Newly Revised* shall govern the Authority's conduct of business in all cases in which they are applicable and not in conflict with Pennsylvania law and these By-Laws.

Section 6. Governing Law.

The Authority was established under, and is governed by, the Pennsylvania Municipal Authorities Act of 1945, 53 Pa.C.S § 5601 *et seq.*, as amended, and all other laws of the Commonwealth of Pennsylvania applicable thereto.

Section 7. Service Area of the Authority.

The service area of the Authority shall be the area of Upper Dublin Township identified on the map attached hereto as Exhibit A and incorporated by reference as if set forth in full.

ARTICLE II - BOARD OF DIRECTORS

Section 1. Members of the Board.

(a) The property and business of the Authority shall be managed and controlled by a Board of Directors of the Authority composed of five (5) persons, who at the time of their appointment and throughout their term must be either:

- 1) a resident of Upper Dublin Township; or
- 2) a business owner and/or property owner within the Authority's service area.

(b) No more than one (1) of the Board of Directors shall be a member of the Upper Dublin Township Board of Commissioners.

Section 2. Terms of Members of Board.

(a) Terms. The members of the Board shall be appointed by the Board of Commissioners of the Township of Upper Dublin. Each Board member shall be appointed for the term specified by the governing body of Upper Dublin Township in accordance with the procedures set forth in Section 5610(a)(1) of the Pennsylvania Municipal Authorities Act of 1945, 53 Pa.C.S. § 5610(a)(1). Members may succeed themselves.

(b) Vacancies. Whenever a vacancy has occurred by reason of the expiration of the term of any member, the governing body shall appoint a member of the Board for a term of five years from the date of expiration of the prior term to succeed the member whose term has expired.

(b) Resignations and Removals. If prior to the expiration of his/her term, a member leaves the Board on account of the member's death, disqualification, resignation or removal, or becomes incapacitated and unable to serve, the governing body of Upper Dublin Township shall appoint his/her successor to complete the unexpired term of the former Board member.

Section 3. Meetings.

(a) Place of Meeting. All annual, regular and special meetings of the Board shall be held at the Upper Dublin Township municipal building, at such time as may, from time to time, be designated by the Board. The Board may change the place and time of all such meetings by resolution, after proper public notice.

(b) Annual Meeting. The members of the Board shall meet in the month of January, on a date and at a time scheduled in advance by the Board, for the purpose of electing officers for the ensuing calendar year.

(c) Regular Meetings, Notice. The Board shall at its annual meeting establish a schedule of regular meetings, to be held not less often than monthly, for the upcoming calendar year. 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 in the same manner as set forth for notice of special meetings. The adopted schedule of meetings shall also include the date, time and place of the annual meeting for the next succeeding fiscal year. 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 of the new calendar year after the annual meeting), give public notice, in the manner hereinafter provided, of the regularly scheduled meetings of the Board for the upcoming calendar year and of the next following annual meeting, showing the date, time and place of all such meetings.

(c) Special Meetings; Notice. Special meetings of the Board may be called by the Chairman or by the Vice Chairman, and shall be called by either of such officers at the written request of three or more other 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 mailed to each member of the Board, addressed to him/her at his/her residence or usual place of business, not later than seven (7) days before the date on which such meeting is to be held or be sent to him/her at such place by facsimile (with confirmed receipt), electronic mail (with confirmed receipt), or be delivered personally or via a delivery service. Except as may otherwise be indicated in the notice of such special meeting, any and all business may be transacted at any special meeting. With respect to notice of special meetings, such notice shall be deemed to have been given when mailed.

(d) Public Notice. Public notice of all meetings of the Board shall consist of:

(1) in the case of regularly scheduled meetings, publishing notice of the meetings for the upcoming calendar year and the next annual meeting in a newspaper of general circulation in Upper Dublin Township not more than thirty (30) days and not less than seven (7) days of the first regularly scheduled meeting for the calendar year;

(2) in the case of special meetings of the Board, publishing notice of the special meeting in a newspaper of general circulation in Upper Dublin Township not more than thirty (30) days and not less than three (3) days of the special meeting; and,

(3) posting a copy of such notices 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. The Secretary shall provide a copy of all public notices to any newspaper, radio station and/or television station which may request the same.

(e) Meetings with the Board of Commissioners. The Authority will meet with the Upper Dublin Township Board of Commissioners on a semi-annual basis to review all plans, services, and to provide updates on the status and progress of all Authority projects. The Authority will provide a written report to the Board of Commissioners in advance of the meetings.

Section 4. Quorum.

The presence of not less than a majority of the members of the Board at a meeting shall constitute a quorum and shall be necessary for the transaction of business, and the acts of a majority of the members at a meeting at which a quorum is present shall be the acts of the Board. The participation of one or more members of the Board in a meeting by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, shall constitute presence in person at such meeting.

Section 5. Voting Rights.

The voting on all questions coming before the Board of Directors upon request of any member 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.

Section 6. Voting by Proxy.

Members of the Board may vote by proxy provided such proxy shall be in writing and executed by the member or by his/her duly authorized attorney-in-fact and it is filed with the Secretary of the Authority or, in the Secretary's absence, with the Chairman of the Authority. Each proxy shall relate to a specific matter before the Board and no proxy shall serve as an authorization to the Secretary (or to the Chairman in the Secretary's absence) to vote on more than one matter before the Board. The proxy shall not be counted toward the presence of a quorum. No proxy shall be valid after one month from the date of its execution unless a longer time is expressly provided therein, but in no event shall a proxy be voted on after three months from its date of execution.

Section 7. Order of Business.

At the regular meetings of the Board of Directors, the following shall be the order of business, unless the Board, by resolution, determines a different order of business to be followed during such regular meeting:

1. Roll Call	6. Report of Committees
2. Approval of Minutes of Previous Meeting	7. Old Business
3. Bills and Communications	8. New Business
4. Report of the Executive Director	9. Adjournment
5. Report of the Finance Director	

Section 8. Annual Audit.

The Authority shall conduct an annual audit, and may contract with Upper Dublin Township to employ its auditor to perform the annual audit.

ARTICLE III — OFFICERS

Section 1. Officers.

The officers of the Authority shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer, and such subordinate officers as may from time to time be appointed by the Board. One person may hold two offices, except the Chairman and Vice-Chairman may not also be the Secretary or the Treasurer.

Section 2. Chairman.

The Chairman shall preside at all meetings of the Board of Directors. Except as otherwise authorized by resolution of the Board, the Chairman shall sign all contracts, deeds and other instruments made by the Authority, and shall have general and active management of the affairs of the Authority. At each meeting the Chairman shall submit such recommendations and information as the Chairman 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 or upon the refusal of the Chairman to act; and in the 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 Directors shall elect a new Chairman.

Section 4. Secretary.

The Secretary or a person appointed by the Board of Directors shall keep the records of the Authority, shall act as secretary of the meetings of the Board, shall give proper notice of all Authority meetings, shall record all votes, shall keep a record of the proceedings of the Board in a minute book of proceedings to be kept for such purpose, and shall perform all other duties incident to his/her 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 Directors and to all contracts and instruments authorized to be executed by the Authority.

Section 5. Treasurer.

The Treasurer or a person appointed by the Board 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 Directors 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. 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.

Section 6. Additional Duties.

The officers of the Authority shall perform such other duties and functions as may from time to time be required by resolution of the Board of Directors, or by the By-Laws or the rules and regulations of the Authority.

Section 7. Right-To-Know Officer.

At each annual meeting of the Board of Directors, the Chairman shall appoint a Right-To-Know officer who shall respond to all legitimate public record requests received by the Authority, or shall direct a public records request to the appropriate person for a response, and shall track the Authority's progress in responding to public records requests.

Section 8. Election or Appointment; Vacancies.

The Chairman, the Vice Chairman, the Secretary, and the Treasurer shall be elected at the annual meeting of the Board of Directors and shall hold office for one year or until their successors are elected and qualified. Should any of the aforementioned offices become vacant, the Board of Directors shall elect a successor at the next regular meeting, or may elect a successor at a special meeting, such election to be for the unexpired term of said office.

Section 9. Management and Personnel.

(a) Upper Dublin Township will provide for all management, administrative, insurance, accounting, auditing, operations and maintenance requirements and services through contracted services arrangements with the Authority, subject to the following:

(1) The Township Manager shall be the Authority's appointed Executive Director.

(2) The Township's Finance Director shall be the Authority's appointed Finance Director.

(3) Upper Dublin Township staff will calculate and collect any fees.

(4) Upper Dublin Township will operate and maintain any facilities and/or programs retained by the Authority or contract out for same.

(b) 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 Directors subject to the laws of the Commonwealth of Pennsylvania. The terms and conditions of employment of such personnel shall be subject to a professional services agreement, approved by the Board.

Section 10. Removal of Officers.

Any officer or agent of the Authority may be removed by the majority vote of the entire Board at any meeting whenever, in the Board's judgment, the best interest of the Authority will be served thereby.

ARTICLE IV — COMMITTEES

The Chairman may designate one or more committees, each committee to consist of two or more members of the Board and any additional officers or personnel as the Chairman may determine.

ARTICLE V — COMPENSATION, INDEMNIFICATION AND INSURANCE

Section 1. Compensation.

Members of the Board of Directors may be compensated in an amount determined annually by the Board of Directors at its annual meeting. However, no Board Member who is also a member of the Upper Dublin Township Board of Commissioners shall be entitled to receive any compensation under this Section 1. Notwithstanding this prohibition, such members of the Board of Directors who are also members of the Board of Commissioners shall be entitled to such other benefits as are contained in this Article.

Section 2. Indemnification.

The Authority shall indemnify and hold harmless its present and future Board members, officers and personnel of, from and against any and all liability, expenses (including attorney fees), claims, judgments, fines and amounts paid in settlement, actually incurred by such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to which such person is, was or at any time becomes, a party, or is threatened to be made a party, by reason of the fact that such person is, was or at any time becomes, a Board member, officer or employee of the Authority, or is or was serving at any time at the request of the Authority, as a Board member, officer, trustee or fiduciary of another corporation, partnership, joint venture, trust, pension plan, employee benefit plan or other enterprise of any nature whatsoever. Nothing contained in this Section 1 shall authorize the Authority to provide, or entitle any officer or Board member or other person to receive, indemnification for any action taken, or failure to act, which action or failure to act is determined by a court, in the action, proceeding or suit referenced above or in any other action, proceeding or suit, to have constituted willful misconduct or recklessness.

Section 3. Payment of Expenses.

Expenses incurred in defending a civil or criminal action, suit or proceeding of the kind described in Section 1 of this Article shall be paid by the Authority in advance of the final disposition of such action, suit or proceeding and upon receipt of invoices therefore. Each person indemnified as described in Section 1 of this Article shall immediately repay to the Authority all amounts paid in accordance with this Section if it shall ultimately be determined that he or she is not entitled to be indemnified by the Authority.

Section 4. Continued Indemnification; Inurement.

The indemnification and advancement of expenses provided in this Article shall continue as to a person who has ceased to be a Board member or officer of the Authority, or who has ceased to serve in any other capacity described in Section 1 of this Article, and such indemnification and advancement of expenses shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. Other Rights.

Nothing herein contained shall be construed as limiting the power or obligation of the Authority to indemnify any person in accordance with any applicable law, statute or ordinance. The indemnification and advancement of expenses as provided under this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any agreement.

Section 6. Enforcement of Rights.

The Authority shall also indemnify any person against any expense, including attorney fees, actually and reasonably incurred by such person in enforcing any right to indemnification under this Article.

Section 6. Insurance.

The Authority by itself or through the Upper Dublin Township shall have the power to purchase and maintain insurance on behalf of any person who is or was a member of the Board, officer, employee or agent of the Authority or is or was serving, at the request of the Authority, as a member of the Board, officer, employee, agent, trustee or fiduciary of another corporation, authority, partnership, joint venture, trust, pension plan, employee benefit plan or other enterprise of any nature whatsoever against any liability asserted against him or her- and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Authority would have the power to indemnify him or her against such liability.

ARTICLE VI - TRANSACTIONS WITH INTERESTED DIRECTORS

The Authority may not enter into any contract or transaction with one or more of its Board members or officers or between the Authority and any other corporation, partnership, association or other organization in which one or more of its Board members are also shareholders, directors, members, officers, partners or have a financial interest. All such contracts or transactions shall be void or voidable solely for such reason, irrespective of whether the interested member of the Board discloses such interest or how the interested member of the Board votes with respect to such contract or transaction.

ARTICLE VII – PURPOSES AND PROJECTS

Section 1. Purpose.

The purpose of the Authority is to obtain and finance working capital, acquire, hold, construct, improve, maintain and operate, own or lease, either in the capacity of lessor or lessee, projects within the service area of the Authority, of the following kind and character:

(a) Transportation for all defined modes, marketing, transit service and safety improvement utilizing all resources necessary to construct and maintain roadway improvements, bridges, traffic regulation devices, bicycle/pedestrian trails and amenities including but not limited to landscaping/trees, special signage, and street/area lighting.

(b) Storm water and flood control planning, management and implementation.

(c) General economic development and marketing for the Fort Washington Office Center Park.

Section 2. Projects.

The specific projects authorized to be implemented by the Authority include:

(a) Roadway improvements and maintenance for all modes of transportation located within the service area.

(b) Stormwater management and flood control projects within the service area and/or providing services to the service area.

(c) New and/or improved access between the service area and the Pennsylvania Turnpike.

(d) Bicycle/pedestrian facilities within the service area.

(e) Signage and lighting for the service area.

Section 3. Review and Approval of the Upper Dublin Township Board of Commissioners

Upper Dublin Township shall be afforded the right which exists under the Municipality Authorities Act and the Authority's Articles of Incorporation to approve any plan of the Authority for the projects listed in Section 2 of this Article VII.

ARTICLES VIII - AMENDMENTS

These By-Laws may be altered, amended, restated, supplemented, and/or repealed by a majority of the members of the Board present at any meeting and constituting a quorum after ten days' prior written notice of such an intention to each member of the Board by the Secretary, which shall specifically identify the proposed changes to the By-Laws.