

BYLAWS OF  
LEMON TOWNSHIP AND TUNKHANNOCK TOWNSHIP  
JOINT MUNICIPAL SEWER AUTHORITY

ARTICLE 1: INTRODUCTION

1.01 Definition of Bylaws

These bylaws constitute the code of rules adopted by the Tunkhannock Township and Lemon Township Joint Municipal Sewer Authority for the regulation and management of its affairs.

1.02 Purposes and Powers

This Authority shall have the purposes or powers as stated in its Articles of Incorporation, and whatever powers are or may be granted by the Municipality Authorities Act, Act 22 of 2001 (formerly Municipality Authorities Act of 1945), or any successor legislation.

The primary purpose of the Authority is to acquire, hold, construct, finance, approve, maintain, operate, own, lease, sanitary systems or parts thereof, sewage treatment works, and for such allied purposes as may be necessary for Tunkhannock Township, Lemon Township, and such other territory as it may serve. The Authority shall also have the power to undertake only such other projects as authorized by subsequent ordinance or ordinances of the Tunkhannock Township or Lemon Township.

ARTICLE 2: OFFICE

2.01 Location of Office

The location of the office of the Authority shall be as designated by the Board of Directors from time to time.

ARTICLE 3: SEAL

3.01 Seal

The Seal of the Authority shall be circular in form and shall have inscribed thereon the name of the Authority, Wyoming County, Pennsylvania and the year of its incorporation.

## ARTICLE 4: GOVERNING BODY

### 4.01 Number and Qualifications

The Board shall initially consist of six (6) members, three (3) of whom shall be appointed by LEMON TOWNSHIP and three (3) of whom shall be appointed by TUNKHANNOCK TOWNSHIP. Except for those initially appointed, each member of the Board shall serve for a term of five (5) years. Following the initial one year term, two (2) outgoing Board members shall be replaced by one (1) member appointed by joint action of the Lemon Township and Tunkhannock Township Boards of Supervisors. The remaining Board members shall be replaced, with LEMON TOWNSHIP and TUNKHANNOCK TOWNSHIP each, independently, appointing one member each subsequent year until all initial terms have expired. Thereafter, members shall be replaced in the same manner in which they were appointed so that two (2) members shall be appointees of Tunkhannock Township, two (2) members shall be appointees of the Lemon Township and one (1) member shall be appointed by joint action of both Lemon and Tunkhannock Township.

Whenever a vacancy in the Board has occurred or is about to occur by reason of expiration of the term of any member or has occurred by reason of death, resignation, incapacity or otherwise, the governing body of the municipality which has the power of appointment shall appoint a successor who shall fill the expired term, if any.

Incumbent members shall hold office until their successors have been appointed and may be appointed to succeed themselves. Whenever a vacancy has occurred by reason of the expiration of the term of any member, the municipality with the right to do so shall appoint a member of the Board for a term of five (5) years from the date of expiration of the prior term to succeed the member whose term has expired.

### 4.02 Regular Meetings

Regular meetings of the Authority shall be held on the third Wednesday of each month at 7:00 p.m. at the office of the Authority. The time and date of the regular meetings can be changed by the Board at any regular meeting providing notification of said changes are published in a newspaper of general circulation. All meetings are subject to the Sunshine Act.

### 4.03 Special Meetings

Special meetings may be called by the Chairman or by any three (3) members of the Board. In addition to required public notice of any such special meetings, notification of special meetings must be provided to all Board Members at least seventy-two (72) hours before any such meeting.

### 4.04 Notice of Meetings

Notice of both regular and special meetings except when held by unanimous consent confirmed in writing shall be given to the Secretary seventy-two (72) hours before any such meeting. Notices of special meetings shall state the purpose thereof. No failure or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding at the meeting.

#### 4.05 Quorum

A majority of the members of the Board shall constitute a quorum of the Board. At least three (3) affirmative votes shall be necessary to decide any questions that may come before the meeting.

#### 4.06 Election of Officers

Officers of the Authority shall be elected by the members of the Board at the first regular meeting of the Authority in January each year. The Board, within the limits allowed by law, shall fix and determine the number of officers, agents and employees of the Authority and their respective duties and may delegate to one or more of their members or to one or more of said officers, agents, or employees such powers and duties as it may deem proper.

### ARTICLE 5: OFFICERS

#### 5.01 Enumeration and Qualifications

The officers of the Authority shall be: Chairman, Vice-Chairman, Secretary, and Treasurer.

The officers shall be elected by members of the Board as provided for in Article 4, Section 4.01 and shall hold office for a term of one (1) year or until their respective successors are duly elected and qualified.

#### 5.02 Chairman

The Chairman, when present, shall preside at all meetings of the Board, shall sign or counter sign as may be necessary, all bills, notes, checks, presents or other instruments that may pertain to the ordinary course of business of the Authority, and shall sign when duly authorized by the Board, all contracts, orders, deeds, bonds, or any other instruments of a special nature. Otherwise, the Chairman shall have such duties and functions as delegated or directed by the Board.

#### 5.03 Vice-Chairman

The Vice-Chairman shall in the absence, disability or refusal of the Chairman to act, possess all of the powers and perform all of the duties of the Chairman.



#### 5.04 Secretary

The Secretary shall keep all minutes of the Board of all meetings and shall read such minutes to the Board at subsequent meetings, and shall issue all calls for meetings and notify all officers and members of the Board of their election, shall sign, counter sign, as may be necessary, all bills, notes, checks, contracts, and other instruments as may pertain to the ordinary course of business of the Authority, and shall sign when duly authorized by the Board, all contracts, orders, deeds, bonds, or any other instruments of a special nature; and shall have charge of keeping the Seal of the Authority and shall affix the Seal attested by his/her signature to such instruments as may require the same.

He/She shall keep and have charge of the records and other papers of the Authority; and he/she shall attend to such correspondence or other duties as may be incidental to his/her office or properly be assigned his/her by the Board.

#### 5.05 Treasurer

The Treasurer shall have the custody of all securities, accounts, and money of the Authority, and shall see that full and accurate records are kept in books belonging to the Authority showing the transactions of the Authority, its accounts, liabilities and financial condition, and shall see that all expenditures are fully authorized and are verified by proper receipts and vouchers.

He/She shall sign and countersign such instruments as require his/her signature and shall perform all duties incidental to the office or that are properly required of him/her by the Board, and shall provide bond in such sum and with such sureties as may be required by the Board for the faithful performance of his/her duties and for the restoration to the Authority in the event of his/her death, resignation, removal from office, of all books, papers, vouchers, money and other property belonging to the Authority that may come in to his/her custody.

### ARTICLE 6: OPERATIONS

#### 6.01 Money of the Authority

All money of the Authority, from whatever source derived, shall be paid to the Treasurer of the Authority. Said money shall be deposited in the first instance by the Treasurer in one or more banks or trust companies, to be designated by the Board, in one or more special accounts, and each of such special accounts, to the extent the same is not insured, shall be continuously secured by a Pledge of Direct Obligations to the United States of America, to the Commonwealth of Pennsylvania, having an aggregate market value, exclusive of accrued interest, at all time at least equal to the balance on deposit in such account. Such securities shall either be deposited with the Treasurer or be held by a

trustee or agent satisfactory to the Authority. An annual audit shall be conducted by a Certified Public Accountant.

#### 6.02 Fiscal Year

The fiscal year of the Authority shall be the calendar year.

#### 6.03 Execution of Documents

Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Authority will be signed by the Treasurer and countersigned by the Chairman or, in his or her absence, the Vice-Chairman. Contracts, leases, or other instruments executed in the name of, on, and behalf of the Authority will be signed by the Secretary and countersigned by the Chairman or, in his or her absence, the Vice-Chairman., and will have attached copies of the resolution of the Board of Authority certified by the Secretary authorizing their execution.

#### 6.04 Books and Records

The Secretary will keep minutes of the proceedings of the Board of the Authority. The Authority will keep at its office the original Articles of Incorporation and the original or copy of its bylaws including amendments to date certified by the Secretary.

#### 6.05 Monetary Rate Structure

The Authority shall have the power to set the customer rate structure for payment of sewer service. Billing will be monthly and the Authority has the power to use the civil court system if necessary to collect any payments that are three (3) months or more in arrears.

The rate structure will be continually monitored for fiscal responsibility in accordance with inflationary trends. All rate structure changes shall be approved by a majority vote of the Authority Board.

### ARTICLE 7: AMENDMENTS

#### 7.01 Amendments

These bylaws may be amended, repealed or altered in whole, or in part, at any regular meeting of the Board or at any special meeting where such action has been duly announced in the call provided that a majority of the Board vote, for such amendment, repeal or alteration.

IN WITNESS WHEREOF, adopted by a vote of the Board of the Authority on the  
18th day of October, 2012, said vote being recorded as follows:

All present members approved -

Rebecca F. Kilmer

(Randy White was absent)