

**BYLAWS  
OF THE  
MUNICIPAL EMERGENCY SERVICES AUTHORITY OF LANCASTER COUNTY**

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**ARTICLE I  
THE BOARD**

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**SECTION 1. Number and Term of Office.**

The business and property of the Authority shall be managed and controlled by the Board. The Board shall be composed of members who shall be appointed for such terms, and the vacancies therein shall be filled, as shall be provided by law and the Articles of Incorporation of the Authority.

**SECTION 2. Place of Meeting.**

The Board may hold its meetings, have an office, and keep the records, books, and accounts of the Authority (except as otherwise may be provided by law) at such place or places in Lancaster County, Pennsylvania, as the Board, by resolution, from time to time, may determine.

**SECTION 3. Regular Meetings.**

The Board may hold regular meetings as frequently as the Board shall determine, but at least one regular meeting of the Board shall be held annually, such regular meeting to be held in the month of December. At such annual meeting, the Board shall establish the date, time, and place of each regular meeting of the Board to be held in the succeeding calendar year.

Notice of the regular meeting or meetings of the Board shall be advertised and posted, and an opportunity for public comment at such meeting or meetings shall be provided, in accordance with the Sunshine Act, 65 Pa.C.S. Ch. 7. No notice to members of the Board shall be required for any regular meeting of the Board.

**SECTION 4. Special Meetings.**

Special meetings of the Board shall be held whenever called by the Chair or by not less than a majority of the members of the Board at the time being in office. Calls for special meetings shall be communicated to the Secretary in writing, by telephone, or by electronic mail, and shall specify the purpose or purposes of the special meeting.

The Secretary shall give notice of the time, place, and purpose of each special meeting at least three (3) days before the special meeting, to each member of the Board; but such

notice may be waived by any member. At any meeting at which every member of the Board shall be present, even though without notice, any business of the Authority may be transacted.

Notice of all special meetings of the Board shall be advertised and posted, and an opportunity for public comment at such meetings shall be provided, in accordance with the Sunshine Act, 65 Pa.C.S. Ch. 7.

#### SECTION 5. Quorum and Transaction of Business.

A majority of the members of the Board at the time being in office shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, the presiding officer may adjourn the meeting until a quorum shall be present. All action of the Board may be taken by vote of the majority of the members present at any meeting, including the election of officers, agents, and employees of the Authority, and the fixing of compensation of any agents and employees, and the acquisition, purchase, leasing, sale, transfer, or disposition of any projects, franchises, or property, real, personal or mixed, tangible or intangible, or any interest therein; provided, however, that the alteration, amendment, or repeal of these Bylaws shall be as provided in Article IV hereof.

Any Board member may participate in a meeting of the Board by teleconference or videoconference and shall be counted as present for the purposes of constituting a quorum and for all other purposes of these Bylaws, and may participate fully and vote on any matter coming before the Board; provided, however, that open, contemporaneous communication shall be ensured at all times throughout the meeting such that the members of the Board and the members of the public physically present at the place of the meeting may hear and speak to those participating but not physically present, and *vice versa*, and every member of the Board may hear and speak to every other member of the Board participating in the meeting. If at any time such open, contemporaneous communication is interrupted, the meeting shall be suspended until such open, contemporaneous communication is restored.

The Chair shall preside at all meetings. In his or her absence, the Vice Chair or, in his or her absence, the Treasurer shall preside. In the absence of the Chair, the Vice Chair, and the Treasurer, the Board shall elect a Chair pro tem.

#### SECTION 6. Order of Business.

The order of business at any regular meeting of the Board shall be as follows:

- A. Reading of the minutes;
- B. Reports of officers;
- C. Reports of committees;
- D. Motions and resolutions; and
- E. Miscellaneous business.

An opportunity for public comment shall be provided at each such meeting, in accordance with the Sunshine Act, 65 Pa.C.S. Ch. 7.

**SECTION 7. Powers and Duties of the Board.**

The members of the Board shall have the general management and control of the business and affairs of the Authority and shall exercise all powers that may be exercised or performed by the Authority under existing laws, the Articles of Incorporation, and these Bylaws. Without prejudice to the general powers conferred by the preceding sentence and any other powers conferred, or duties imposed, by these Bylaws, the Board shall have the following powers and duties, namely:

A. Appointment of Agents. To appoint and, in its discretion, to remove or to retain such officers, agents, or servants not otherwise elected or appointed, permanently or temporarily, as it shall deem fit and proper, and to prescribe their duties and to determine their compensations, and to require security in such instances and in such amounts as it shall deem fit, and to confer, by resolution, upon any appointed officer of the Authority the power to choose, remove or suspend any officers, agents, or servants so appointed who may be under his/her supervision;

B. Execution of Instruments. To determine by resolution, except as otherwise provided by existing laws or these Bylaws, who shall be authorized, on behalf of the Authority, to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and other documents;

C. Delegation of Powers. To 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 or agents of the Authority, with such powers (including the power to sub-delegate) and upon such terms as the Board shall see fit;

D. Committees. To delegate, from time to time, to suitable committees, any duties that are required to be executed during the intervals between the meetings of the Board; and such committees shall report to the Board when and as required;

E. Election of Officers. To elect a Chair, a Vice Chair, a Secretary, a Treasurer, and one or more Assistant Secretaries and Assistant Treasurers, and to define their duties and to limit the authority of all officers and agents of this Authority in any way the Board deems advisable; provided, however, that such shall not be contrary to the laws of the Commonwealth of Pennsylvania or the express provisions of the Articles of Incorporation of the Authority or these Bylaws;

F. Designation of Depositories. The Board shall designate the trust company or trust companies, bank or banks, in which shall be deposited, from time to time, the money or securities of the Authority;

G. Budget. The Board, annually, no later than the last day of the calendar year, shall establish a budget for the succeeding calendar year; and

H. Rules and Regulations. The Board, from time to time, by resolution, may adopt such rules and regulations for the operations of the Authority as the Board may deem proper.

**SECTION 8. Resignations of Board Members.**

Any member of the Board may resign at any time. Such resignation shall be in writing, shall be delivered to the Secretary of the Authority, and shall take effect at the time specified therein, if a time shall be specified. If no time shall be specified, the resignation shall take effect as of the time of its receipt by the Secretary who shall receive such resignation and shall note the day, hour, and minute of its reception. The acceptance of a resignation shall not be necessary to make it effective. The Secretary promptly shall notify the Chair and the appropriate member municipality of the resignation of any member of the Board.

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**ARTICLE II**  
**OFFICERS**

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**SECTION 1. Officers.**

The officers of the Authority shall be a Chair, a Vice Chair, a Treasurer, a Secretary, and one or more Assistant Secretaries and Assistant Treasurers, and such other officers as, from time to time, shall be provided for by the Board. Such officers shall be elected at the first regular meeting of the Board following the first Monday in January of each year and shall hold office for one year, ending on the first regular meeting of the Board following the first Monday in January next succeeding, or until their respective successors shall have been duly elected and qualified; provided, however, that all officers, agents, and employees of the Authority shall be subject to removal at any time by the affirmative vote of a majority of the entire Board or otherwise, as may be provided or permitted by law.

**SECTION 2. Powers and Duties of Chair.**

The Chair shall be the chief executive officer of the Authority. The Chair shall preside at all meetings of the Board. The Chair shall have general charge and supervision of the business of the Authority. The Chair shall sign and execute all authorized bonds, contracts, notes, evidences of indebtedness, or other obligations in the name of the Authority. The Chair shall sign all warrants or orders, in the name of the Authority, for the payment of money as shall be directed by the Board. The Chair shall make such reports, from time to time, of the affairs of the Authority

as the Board may require. The Chair shall do and perform such other duties, as from time to time, may be assigned to him or her by the Board.

**SECTION 3. Powers and Duties of Vice Chair.**

The Vice Chair shall possess the power and shall perform the duties of the Chair in his/her absence or disability. The Vice Chair shall do and perform such other duties as, from time to time, may be assigned to him/her by the Board.

**SECTION 4. Powers and Duties of Secretary.**

The Secretary shall keep the minutes of all meetings of the Board. The Secretary shall attend to the giving and serving of all notices of the Authority. The Secretary shall sign, with the Chair, in the name of the Authority, when required by the Board or contemplated by the terms of the document, all contracts, bonds, notes, evidences of indebtedness, or other obligations authorized by the Board and, when so ordered by the Board or contemplated by the terms thereof, he or she shall affix the seal of the Authority thereto. The Secretary shall have charge of such books, records, and accounts as the Board may direct, all of which, at all reasonable times, shall be open to the examination of any member of the Board upon reasonable application to the Secretary. In general, he or she shall perform all of the duties incident to the office of Secretary, subject only to the control of the Board, and shall do and perform such other duties as, from time to time, may be assigned to him or her by the Board. The Secretary for the time being in office shall deliver all books, records, and accounts of the Authority in his or her possession to his or her successor immediately upon the qualification of such successor, or to the Board when so required by the Board.

**SECTION 5. Powers and Duties of the Treasurer.**

The Treasurer shall receive and shall have charge of all cash, bills, notes, bonds, and similar property belonging to the Authority, except as otherwise shall be directed by the Board, and shall have the power to issue receipts and acknowledgments for the payment of cash and the delivery of checks, drafts, notes, acceptances, or other evidences of indebtedness to the Authority, except as otherwise shall be directed by the Board. The Treasurer shall have the duty and power of opening and keeping special accounts with such bank or banks, trust company, or trust companies as, from time to time, by resolution, may be designated by the Board, and, to the extent that such accounts are not insured, to require such security from any such bank or trust company as may be directed by the Board or may be required by law. When necessary or proper, he or she shall endorse, on behalf of the Authority, for collection, checks, notes, and other obligations and shall deposit the same to the credit of the Authority in the bank or banks or trust company or trust companies which shall have been designated by the Board, as aforesaid. Jointly, with such other officer as may be designated by these Bylaws or by resolution of the Board, he or she shall sign all checks made by the Authority and shall pay out and dispose of the same under the direction of the Board. The Treasurer shall sign all interest bearing coupons attached to authorized bonds of the Authority, by manual or facsimile signature. Whenever required by the Board, he or she shall render to it a statement of his or her accounts. The Treasurer shall enter, regularly, in books of the

Authority to be kept by him/her for the purpose, full and accurate account of all money received and disbursed by him or her on account of the Authority. The Treasurer shall exhibit, at all reasonable times, his or her books, records, and accounts to any member of the Board upon application; and he or she shall perform all acts incident to the position of Treasurer; subject, however, to the control of the Board. The Treasurer shall give a bond with sufficient corporate surety in such amount as may be determined by resolution of the Authority, the costs of which shall be paid by the Authority, conditioned for the faithful performance of his or her duties as Treasurer. The Treasurer for the time being in office shall transfer and deliver all money, securities, books, records, and papers of the Authority, which shall be in his/her custody or possession, to his or her successor immediately upon the qualification of such successor. The Treasurer shall permit all books, records, and accounts of the Authority kept by him or her and in his or her custody or possession to be examined from time to time, by such auditor or auditors as the Board shall direct.

**SECTION 6. Powers and Duties of the Assistant Secretary and of the Assistant Treasurer.**

The Assistant Secretary and the Assistant Treasurer shall possess the power and may perform the duties of the Secretary and of the Treasurer, as appropriate, in case of their absence or disability, and shall do and perform such other duties as, from time to time, may be assigned to him or her by the Board. Each Assistant Treasurer shall give a bond with sufficient corporate surety in such amount as may be determined by resolution of the Authority, the costs of which shall be paid by the Authority, conditioned for the faithful performance of his or her duties as Assistant Treasurer.

**SECTION 7. Solicitor.**

The Authority's Solicitor shall be the chief legal officer of the Authority in all legal matters and, subject to the control of the Board, shall have general control of matters of legal import concerning the Authority.

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**ARTICLE III**

**CHECKS, NOTES, ETC.**

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**SECTION 1. Methods of Paying, Endorsing, Authorizing, etc.**

Payments shall be made by drafts, checks, or other orders, all of which shall be signed by such two of the officers of the Board as the Board, by resolution, shall provide. Payments shall be made only pursuant to requisitions or orders signed by the Chair or Vice Chair in the name of the Authority, as directed by the Board, or pursuant to resolution of the Board. Bills receivable, drafts, and other evidences of indebtedness to the Authority shall be endorsed for the

purpose of discount or collection by the Treasurer or any Assistant Treasurer and the Chair or Vice Chair, or such other officer or officers of the Authority as the Board, from time to time, by resolution, shall designate. No bonds, bills, or notes shall be executed by or on behalf of the Authority unless the Board, by resolution, shall authorize the same.

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**ARTICLE IV**  
**AMENDMENT OF BYLAWS**

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**SECTION 1. Method of Alteration, Amendment, or Repeal of Bylaws.**

The Bylaws of the Authority shall be subject to alteration, amendment, or repeal by a majority vote of all members of the Board for the time being in office at any regular or special meeting of the Board. Notice of such proposed alteration, amendment, or repeal shall have been given to each member of the Board prior to the regular or special meeting at which action thereon is to be taken, or without any such notice by a majority vote of the entire Board at any meeting of the Board when all of the members are present.

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**ARTICLE V**  
**MISCELLANEOUS**

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**SECTION 1. Corporate Seal.**

The corporate seal of the Authority shall have inscribed thereon the name of the Authority, the word "Pennsylvania," and the year of the Authority's incorporation.

**SECTION 2. Annual Examination of Records.**

The financial records, books, and accounts of the Authority shall be kept on a calendar year basis. The financial records, books, and accounts of the Authority shall be examined annually by a certified public accountant who shall be designated by resolution of the Board. The annual examination shall cover the immediately preceding calendar year.

**SECTION 3. Notice to Board Members.**

Any notice required to be provided to members of the Board as described herein, unless otherwise specified, may be given telephonically or electronically, in addition to in writing.

SECTION 4. Register of Board Members.

The Secretary shall maintain a register containing the name, address, telephone number, and electronic mail address of each member of the Board. It shall be the duty of each member of the Board to provide his or her correct name, address, telephone number, and electronic mail address to the Secretary and to give prompt notice of any changes. Notice sent to a Board member by United States first class mail or delivered by courier to the address of a member as shown on the register maintained by the Secretary, or sent electronically to the electronic mail address of such member as such address is shown on such register, if timely sent or delivered, shall be deemed properly given to and received by such member.

SECTION 5. Successor Statutes.

Any reference herein to a statute or regulation governing the Authority, including the Municipality Authorities Act, 53 Pa. C.S. Ch. 56, shall include such statute or regulation in force as of the date hereof, together with all amendments and supplements thereto and any new statute or regulation substituted for such statute or regulation, unless the specific language or the context of the reference herein clearly includes only the statute or regulation in force as of the date hereof.

SECTION 6. Conflict with Law.


In the event of any conflict or inconsistency between any provision or provisions of these Bylaws and any law governing this Authority, such law shall prevail.

DULY ADOPTED, this 1<sup>st</sup> day of March, 2023, by the Board of the Municipal Emergency Services Authority of Lancaster County, in lawful session duly assembled.

MUNICIPAL EMERGENCY SERVICES  
AUTHORITY OF LANCASTER COUNTY

By:   
Debra Dupler, Chairperson

ATTEST:

  
Jeffrey L. Butler, Secretary

