

**BY-LAWS
OF
HORSHAM TOWNSHIP AUTHORITY FOR NASJRB
(Naval Air Station Joint Reserve Base)**

ARTICLE I – THE AUTHORITY

Section 1. Name of Authority

The name of the Authority shall be HORSHAM TOWNSHIP AUTHORITY FOR NASJRB (Naval Air Station Joint Reserve Base).

Section 2. Office of Authority.

The office of the Authority shall be 1025 Horsham Road, Horsham, Pennsylvania, 19044, 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 Authority shall initially consist of at least seven Board Members to be appointed by the Horsham Township Council. The number of Board Members may be increased from time to time by amendment to the Articles of Incorporation of the Authority in accordance with the Municipality Authorities Act, enacted June 19, 2001, as amended. The Officers of the Authority shall be a Chairman, a Vice Chairman, a Secretary and a Treasurer, to be elected from the members of the Board of the Authority. However, the Secretary need not be a member of the Board. The Board shall have the right, if it desires, to designate an Assistant Secretary and an Assistant Treasurer.

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 by the Authority. At each meeting the Chairman shall submit such recommendations and information as he or she 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, and in 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 the Authority shall appoint a new Chairman.

Section 4. Secretary

The Secretary shall keep the records of the Authority, shall act as secretary at the meetings of the Board of the Authority. The Secretary shall record all votes and resolutions of the Board of the Authority in the minutes. The assistant secretary shall perform the duties of the secretary in his or her absence.

Section 5. Treasurer

The Treasurer and the Executive Director 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 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 except as otherwise authorized by resolution of the Board. All such orders and checks shall be countersigned by the Executive Director. The Executive Director shall keep regular books of the accounts 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 or her transactions and also of the financial condition of the Authority. The Chairman of the Authority shall perform the duties of the Treasurer in his or her absence.

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 the Board of the Authority or the By-Laws or Rules and Regulations of the Authority.

Section 7. Election or Appointment

The Chairman, Vice Chairman, and Treasurer shall be elected at the annual meeting of the Board of the Authority from among the members of the Board, and shall hold office for one year or until their successors are elected and qualified. The Secretary shall also be elected at the said annual meeting. However, the Secretary need not be a member of said Board.

Section 8. Vacancies

Should the office of Chairman, Vice Chairman or Treasurer become vacant, the Board of the Authority shall elect a successor from its membership, at the next regular meeting, and such election shall be for the unexpired term of said office. Should the office of the Secretary 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.

Section 9. Additional Personnel

The Authority shall appoint an executive director and may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions, as prescribed by the Municipality Authorities Act, enacted June 19, 2001, as amended, and all other laws of the Commonwealth of Pennsylvania applicable thereto. The selection and compensation of all personnel except the Executive Director shall be determined by the Board of the Authority after consultation with the Executive Director.

The duties of the Executive Director shall include:

- a. Discipline, including removal, of all Authority employees except as otherwise provided in these By-Laws and the Municipality Authorities Act.
- b. Direction and supervision of all employees of the Authority.
- c. Prepare agenda and submit same to Chairman of the Authority Board.
- d. Attendance at and participation in all meetings of the Authority Board, except executive sessions relating to the compensation, tenure or discipline of the Executive Director.
- e. Prepare and submit the annual budget and capital expenditures program to the Authority Board.
- f. Submit to the Authority Board and make available to the public a complete report on the finances and administrative activities of the Authority at the end of each fiscal year as required by the Municipalities Authorities Act.
- g. Prepare and submit to the Authority Board such other reports as the Authority Board may require concerning the operations of the Authority.
- h. Execute the policies of the Authority Board.
- i. All additional powers and duties conferred upon him by the Authority Board so long as not inconsistent with law.

ARTICLE III – MEETINGS

Section 1. Annual Meeting

The Annual meeting of the Board of the Authority shall be held on the third Wednesday of January at 3:00 PM at the regular meeting place of said Board. In the event such date shall fall on a legal holiday, the annual meeting shall be held on the next succeeding secular day.

Section 2. Regular Meetings.

Regular monthly meetings may be held at the office of the Authority at such times and places as determined at the Annual Meeting, and advertised in accordance with law.

Section 3. Special Meetings

The Chairman of the Board of the Authority may, when he or she deems it expedient, and shall upon the written request of two members of the Board, call a Special Meeting of the Board for the purpose of transacting any business designated in the call. The call for a Special Meeting may be delivered to each member of the Board of the Authority or may be mailed to the business or home address of each member. Each member must be notified of the Special Meeting of the Board two days or more prior to the date of the Special Meeting. At such Special Meeting no business shall be considered other than as designated in the call, but if all of the members of the Board members are present other business may be discussed.

Section 4. Quorum/Vote Required for Action of Board

At all meetings of the Board of the Authority a majority of the members of the Board of the Authority shall constitute a quorum for the purpose of organizing and conducting the business of the Authority, and for all other purposes; however, a smaller number may meet and adjourn to some other time or until a quorum is obtained.

Whenever any action is to be taken by vote of the members of the Board of the Authority, it shall be authorized only upon receiving the affirmative vote of a majority of the members of the Board of the Authority. A vote of the majority of the members of the Board shall be binding upon and constitute the action of the Authority.

Section 5. 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. Bills and communications
4. Report of the Treasurer
5. Report of Executive Director
6. Report of Legal Counsel
7. Unfinished Business
8. New Business
9. Adjourn

All resolutions and votes shall be recorded in writing in the Board's minutes.

Section 6. 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.

Section 7. Conduct of meetings

The conduct of the meeting, when not in conflict with an express provision of these By-Laws, shall be in accordance with rules of order as adopted by the Authority Board.

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.