

HALIFAX AREA WATER AND SEWER AUTHORITY

RESOLUTION NO. 2007-0002 OF THE HALIFAX AREA WATER AND SEWER AUTHORITY REGARDING THE ADOPTION OF BYLAWS

WHEREAS, on March 30, 2007, the Halifax Area Water and Sewer Authority, under the authority of Act 22 of 2001, known as the Municipal Authorities Act, filed Articles of Incorporation with the Commonwealth of Pennsylvania Department of State; and

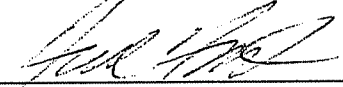
WHEREAS, the Halifax Area Water and Sewer Authority wishes to adopt Bylaws for the governance of its business.

NOW THEREFORE BE IT RESOLVED:

(1) The Halifax Area Water and Sewer Authority, by and through the Board of Directors of the Authority, having reviewed the proposed Bylaws, hereby adopts the same and directs the Secretary to maintain said Bylaws with the official records of the Halifax Area Water and Sewer Authority.


DULY ADOPTED this 21st day of August, 2007, by the Board of Directors of the Halifax Area Water and Sewer Authority in lawful session duly assembled.

HALIFAX AREA WATER AND
SEWER AUTHORITY



Chairman

Attest:



Secretary

(SEAL)

BY-LAWS OF THE HALIFAX AREA WATER AND SEWER AUTHORITY

ARTICLE I - THE AUTHORITY

Section 1 - Name of Authority. The name of the Authority shall be as specified in its Articles of Incorporation, to wit, the Halifax Area Water and Sewer Authority.

Section 2 - Seal of Authority. The seal of the Authority shall contain the name of the Authority and the year of its incorporation, and shall be in the form of the seal impressed in the margin hereof, opposite this section.

Section 3 - Office of Authority. The Office of the Authority shall be at the Halifax Borough Office Building in Halifax, Pennsylvania, but the Board of the Authority, by proper resolution, may designate any other place as the Office of the Authority.

Section 4 - Purpose of Authority. The purposes of the Authority are as set forth in its Articles of Incorporation filed March 30, 2007, under and pursuant to Act 22 of 2001, known as the Municipality Authorities Act, and pursuant to ordinances duly enacted by the municipal authorities of the Borough of Halifax and the Township of Halifax, both situate in Dauphin County, Pennsylvania, expressing the intention and desire of the municipal authorities of said municipalities to organize an Authority, jointly for the provision of public water and public sewer services to the residents of said municipalities, under the provisions of said Act.

ARTICLE II - OFFICERS

Section 1 - Officers. 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; provided, however, that the Secretary and Treasurer 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 of the meetings of the Board of the Authority and record all votes and shall keep a record of the proceedings of the Board of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his or 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 the Authority and to all contracts and instruments authorized to be executed by the Authority.

Section 5 - Treasurer. The Treasurer 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 the Authority 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 or by the Vice Chairman, in the event the Chairman is absent or unavailable. The Treasurer shall keep regular books of 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 the Authority's transactions and also of the financial condition of the Authority. The Treasurer shall give such bond for the faithful performance of his or her duties as the Board of the Authority may determine.

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 and Vice Chairman shall be elected at the Annual Organizational meeting of the Board of the Authority from among the members of the Board of the Authority and shall hold office for one year or until their

successors are elected and qualified. The Secretary and Treasurer shall also be elected at the said Annual Organizational meeting, provided, however, that the Secretary and Treasurer need not be members of said Board. The Office of Secretary and Treasurer may be held simultaneously by the same individual.

Section 8 - Vacancies. Should the office of Chairman or Vice-Chairman 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 or Treasurer 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 may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions, as prescribed by Act 22 of 2001, known as the Municipality Authorities Act, 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 the Authority subject to the laws of the Commonwealth of Pennsylvania.

Section 10 - Bond. The Treasurer of the Authority shall provide a bond for the faithful performance of his or her duties in the amount of \$200,000.00 which bond shall be approved by the Board of the Authority and the premium for which shall be paid by the Authority.

ARTICLE III - MEETINGS

Section 1 - Annual Organizational Meeting. The Annual Organizational meeting of the Authority shall be held on the 3rd Tuesday of January at 7:00 p.m. at the regular meeting place of said Board of the Authority. In the event such date shall fall on a legal holiday, the annual meeting shall be held on the next succeeding business day.

Section 2 - Parliamentary Authority. To the extent deemed necessary by the Chairman, Robert's Rules of Order, Newly Revised, including small group rules, shall govern the Board of the Authority in its deliberations in all cases in which it is not inconsistent with statute or Board procedures. Said Rules are generally intended to be used as a guide for the purpose of running meetings of the Board of Authority and may be liberally construed, as necessary, to facilitate the orderly holding of meetings by the Board of the Authority.

Section 3 - Quorum. A quorum shall be four (4) Authority members present at a meeting. No business shall be transacted at a meeting without a quorum, but the members at such a meeting may adjourn to another time.

Section 4 - Presiding Officer. The Chairman shall preside at all meetings of the Authority Board. In the absence, disability or disqualification of the Chairman, the vice-Chairman shall act instead. If neither person is present, an Authority member shall be elected Chairman pro tempore by a plurality of those present to preside at that meeting only.

The act of any person so designated shall be legal and binding.

Section 5 - Notice. Notice of all open public meetings of the Board of the Authority shall be given by publication of the date, place and time of such meetings in the newspaper(s) of general circulation designated by the Authority and the posting of such notice at the Authority Offices.

- a. Notice of all open meetings shall be given by the publication and posting of a schedule showing the date, place and time of the fiscal year at least three (3) days prior to the time of the Annual Organizational meeting.
- b. Notice of all special meetings shall be given by publication and posting of notice at the Authority Office at least twenty-four (24) hours prior to the time of the meeting, except that such notice shall be waived when a special meeting is called to deal with an actual emergency.
- c. Notice of all rescheduled meetings shall be given by publication and posting of notice at the Authority Office at least twenty-four (24) hours prior to the time of the meeting.
- d. Notice of all recessed or reconvened meetings shall be given by posting a notice at the Authority Office of the place, date and time of meeting and sending copies of such notice to interested parties.
- e. Notice of all public meetings shall be given to any newspaper(s) circulating in Dauphin County or to a radio or television station which so requests.

Notice of all public meetings shall be given to any individual who so requests and provides a stamped, addressed envelope for such notification.

- f. Notice of all regular and special meetings of the Board of the Authority shall be given to Authority members by mail or telephone not later than three (3) days prior to the time of the meeting.

Section 6 - Regular Meetings. Regular meetings of the Board of the Authority shall be public and shall be held at 7:00 p.m. on the third Tuesday of each month, unless otherwise noted.

- a. It shall be the responsibility of the Secretary in conjunction with the Chairman to prepare an agenda of the items of business to come before the Board of the Authority at each regular meeting. The agenda, together with necessary reports, shall be provided to each member at least three (3) days before the meeting.
- b. Order of Business - At the regular meetings of the Board of the Authority, the following shall be the order of business:
 - I. Call to Order
 - II. Pledge of Allegiance
 - III. Role Call
 - IV. Public Comment/Business from the Floor
 - V. Secretary's Report

- a. Approve Minutes of previous meeting
- VI. Treasurer's Report
- VII. Engineer's Report
- VIII. Solicitor's Report
- IX. Operator's Report
- X. Old Business
- XI. New Business
- XII. Review and Authorize Payment of Bills
- XIII. Public Comment
- XIV. Adjournment

All resolutions shall be in writing, and shall be copied in the journal of the proceedings of the Board of the Authority.

Section 7 - Special Meetings. Special meetings shall be public and may be called for special or general purposes.

- a. The Chairman can call a special meeting at any time and can call a Special Meeting upon the presentation of written requests of two (2) of the Board of the Authority members. If the Chairman fails or refuses to call a Special Meeting after being requested to do so, a Special Meeting may be called by a majority of the members of the Board of the Authority members.
- b. The order of business at a Special Meeting shall be as follows unless altered

by the Chairman or a majority of those present and voting:

- I. Call to Order
- II. Role Call
- III. Announcement
- IV. Reading of Notice of Meeting
- V. Transaction of Business for which Meeting was Called
- VI. Adjournment

Section 8 - Hearing of Citizens. A member of the public present at an open meeting of the Authority may address the Board of the Authority in accordance with the Board's Rules regarding public comment. If the Board does not adopt rules regarding public comment, each member of the public desiring to make a comment or comments during an open meeting of the Board of the Authority shall be given a reasonable opportunity to do so.

Section 9 - Voting. All motions shall require for adoption a majority vote of those Authority Board members present and 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 10 - Minutes. The Secretary of the Authority shall cause to be made and retain as a permanent record of the Authority Minutes of all open meetings of the Board of the Authority. Said Minutes shall be comprehensible and complete and shall show:

- a. the date, place and time of the meeting;
- b. the names of members present;
- c. the presiding officer;
- d. the substance of all official actions;
- e. the actions taken;
- f. the recorded votes and a record by individual members of all roll call votes taken; and
- g. the names of all citizens who appeared officially and the subject of their testimony.

The Secretary shall provide each member with a copy of the Minutes of the last meeting no later than three (3) days before the next regular meeting.

The Minutes of meetings of the Board of the Authority shall be approved at the next succeeding meeting and shall be signed by the Secretary of the Board.

Section 11 - Adjournment. The Board of the Authority may at any time adjourn, recess or adjourn to an adjourned meeting at a specified date and place, upon the majority vote of those present. The adjourned meeting shall take up its business at the point in the agenda where the motion to adjourn was acted upon.

Section 12 - Executive Session. The Board of the Authority may hold an executive session, which is not an open meeting, before, during, at the conclusion of an open meeting or at some other time. The presiding officer shall first announce the reason for holding the

executive session.

The Board of the Authority may recess for an executive session during the course of a public meeting.

The Board of the Authority may discuss the following matters in executive session:

- a. employment issues
- b. labor relations
- c. purchase or lease of real estate
- d. consultation with an attorney or other professional advisor regarding potential litigation or identifiable complaints which may lead to litigation.
- e. matters which must be conducted in private to protect a lawful privilege or confidentiality.

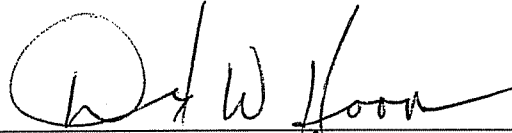
Official actions based on discussions held in executive session shall be taken at a public meeting.

ARTICLE IV - AMENDMENTS

Section 1 - Amendments to By-Laws. The By-Laws of the Authority shall be amended only with the approval of a majority of the members of the Board of the Authority at a Regular or Special Meeting.

CERTIFICATION

David Hoover, Secretary of Halifax Area Water and Sewer Authority, hereby certifies the attached By-Laws to be a true and correct of the By-Laws adopted by the Halifax Area Water and Sewer Authority at its regular meeting held on August 21, 2007.

A handwritten signature in black ink, appearing to read 'D. Hoover', written over a horizontal line.

David Hoover, Secretary