

**BY-LAWS  
OF  
BLAIR COUNTY SANITARY ADMINISTRATIVE COMMITTEE**

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ADOPTED January 20, 1998

**ARTICLE I.**

**ORGANIZATION OF THE COMMITTEE**

1. The Blair County Sanitary Administrative Committee (hereinafter referred to Committee) has been authorized and directed to administer and enforce Section 7, 8, 12, 13, 13.1, 14, 15, and 16 of the Pennsylvania Sewage Facilities Act, Act of 1996, January 24 P.L. "1965" 1535, 537 (35 P.S. Sections 750.1 et sec.), as amended.

The Committee has been authorized under the provisions of 53 Pa. C.S.A. §2301 et sec., as adopted and implemented by the various townships comprising Blair County, Commonwealth of Pennsylvania, by the individual townships' passage of their respective enabling ordinances, with all expressed and applied governmental immunities, governmental agencies and bodies under the United States Constitution, the Constitution of the Commonwealth of Pennsylvania, and under the Statutory Provisions of the Commonwealth of Pennsylvania deemed to apply it to this Committee.

**ARTICLE II.**

**MEMBERSHIP**

The Membership of the Committee shall consist of one (1) voting representative from each of the participating townships, which membership qualifications shall be that the Committee member shall be either a member of the Board of Supervisors of said participating township, or a duly appointed representative of said township, pursuant to the townships adoption ordinance.

Each township may also appoint an alternate member to attend meetings of the Committee and to vote on issues before the Committee in the absence of the regularly appointed member. However, in no event shall any township be entitled to more than one (1) vote on any issue before the Committee.

### **ARTICLE III.**

#### **BYLAWS, DUES AND ASSESSMENTS, OFFICERS AND DIRECTORS**

##### **Section 1.-Bylaws**

###### **1.1 Effectiveness of Bylaws**

These Bylaws shall be effective and binding upon the Committee, upon their adoption by the majority of the Committee.

###### **1.2 Amendment to Bylaws**

These Bylaws may be amended by a majority vote of a membership of the Committee. Amendments to these Bylaws may be suggested by either the executive Committee or by any member of the Committee at any of its regularly scheduled meetings, but shall be effective only upon a majority vote of the Committee, the reduction of said amendment to writing and the signature of the President or Vice President and attested by the Secretary of the Committee.

##### **Section 2-Duties and Assessments**

Upon suggestion by the Executive Committee, and with approval by the majority vote of the members of the Committee, by November 1, of each year, budgetary requirements of the Committee will be determined for the succeeding year, and the budgetary requirements of the Committee shall be submitted to the membership of the Committee for approval. The Executive Committee shall use sound financial principles

in all their financial dealings and raise funds necessary for the Committee to be financially self-supporting.

The annual budget for the Committee shall be prepared and presented to the full membership of the Committee for preliminary approval prior to the end of any calendar year preceding the year for which the budget is prepared.

All assessments necessary to make the Committee financially self-supporting shall be evenly applied to all member townships of the Committee, and any changes in assessments from the previous assessment, shall be effective only upon approval by the majority vote of the members of the Committee, present and voting at the time any assessments are proposed.

### **Section 3-Officers**

The Officers of the Committee shall consist of a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be members of the Committee. No members shall hold more than one (1) such office, with the exception of a combined office of Secretary/Treasurer, to be established at the option of the Executive Committee.

### **Section 4-Membership in the Committee and the Executive Committee**

#### **4.1 Membership in the Committee as a Whole.**

Each township shall select one (1) representative to be on the Committee, and, if provided for in their respective enabling ordinances, one (1) alternative member of the Committee, the term of each duly elected Committee member shall be for a period one (1) year. In no case shall more than one (1) vote be cast by a representative and/or alternate from any township on any issue before the Board. The alternate member to the Committee from the township shall attend and represent the township at the direction of the Board of Supervisors from the respective member township.

### **3.2 Executive Committee**

The Executive Committee of the Committee shall consist of the duly elected Officers of the Committee, being the President, Vice President, Secretary and Treasurer.

### **3.3 Geographic Limits of the Committee Authorization**

Geographic limits of the authorization of the Committee shall be defined by the Committee with recommendations from member townships. Such geographic limits may be changed from time to time, with new township areas added, as required, to serve the needs of the Committee, with such new townships enacting their enabling ordinances, and executing the Agreement with the Committee as provided for by 53 Pa. C.S.A. §2301 et sec.

## **ARTICLE IV.**

### **FISCAL YEAR, FEES, DUES AND ASSESSMENTS**

#### **Section 1-Fiscal Year**

The Fiscal Year of the Committee shall be the calendar year.

#### **Section 2-Fees and Dues**

Fees shall be determined by the Committee by majority vote. Each member shall pay all yearly dues or assessments to the Committee. The Committee shall determine the total amount of the fees and dues annually. The Treasurer of the Committee will notify the membership of the dues payable by each of the members, which membership dues shall be paid not later than January 31 of the year in which the dues and assessments are payable.

## **ARTICLE V.**

### **MEETINGS OF THE COMMITTEE**

#### **Section 1-Regular Meetings**

Regular Meetings of membership of the Committee may be held on such dates and in such places within Blair County as may be determined by the Executive Committee.

#### **Section 2-Special Meetings**

Special Meetings may be called by the President or by a majority of the members of the Executive Committee.

#### **Section 3-Notice of Meetings**

Membership will be notified in writing, by mail, by the Secretary of Committee, one week prior to each regular or special meeting. Such notice shall contain the place, day, and hour for the meeting and, insofar as possible, a statement of the business to be transacted.

#### **Section 4-Parliamentary Procedure**

All proceedings and meetings of the Committee shall be conducted under and pursuant to Robert's Rules of Order, except as modified by these Bylaws.

## **ARTICLE VI.**

### **COMMITTEE AS A WHOLE AND THE EXECUTIVE COMMITTEE**

#### **Section 1-Responsibility and Authority of the Committee as a Whole**

The business of the Committee as a whole shall be conducted by the Committee in the best interest of the Committee as authorized by the enabling ordinances of the various member townships and the agreements between townships and the Committee.

## **Section 2-Membership in the Committee as a Whole**

The Committee shall consist of one (1) member from each member township. The townships may designate an alternate member to attend any meetings which the Committee's regular director is unable to attend, but at no time will any township have more than one member voting at a Committee Meeting. The appointment and use of alternate members shall be at the discretion of the township that has appointed said alternate member. The Committee President, Vice President, Secretary shall be the Chairman, Chairman Elect, Vice Chairman and Secretary respectively of the Committee's Executive Committee.

### **2.2 Meetings of Committee**

Meeting of the Committee shall be called upon the written request of any two of its members. There shall not be less than two meetings per year of the Committee.

### **2.3 Quorum of the Committee**

The presence one-third (1/3) of the members of the Committee shall constitute a quorum for transaction of all business, and except as otherwise provided in these Bylaws, the acts of the majority of the members present at the meeting, at which a quorum is present, shall be the acts of the Committee.

### **2.4 Parliamentary Procedure**

All proceedings and meetings of the Committee shall be conducted under and pursuant to Robert's Rules of Order except as otherwise provided by the Bylaws.

### **Section 3-Executive Committee.**

#### **3.1 Membership**

The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer of the Committee.

#### **3.2 Meetings of the Executive Committee**

The Executive Committee shall meet upon the call of the President, or upon the request of one of the members of the Executive Committee, and said meeting is permitted to be conducted by telephone, if necessary.

#### **3.3 Quorum**

The presence three of the Officers of the Committee as a whole shall constitute a quorum of the Executive Committee, and any action taken by the majority of the quorum, shall be the acts of the Executive Committee.

## **ARTICLE VII.**

### **OFFICERS AND EMPLOYEES OF THE COMMITTEE**

#### **Section 1-Officers**

The Officers of the Committee shall consist of a President, a Vice President, a secretary, and a Treasurer, and such other Officers as the Committee may from time to time determine.

#### **Section 2-Powers, Duties, Responsibilities of Officers of the Association**

##### **2.1 President**

The President shall be the chief executive officer of the Committee and he/she shall have the responsibility of general management of its affairs. He/she shall preside over all meetings of the Committee and of the Executive Committee. He/she shall appoint all Committees and be an exofficio member of all Committees.

## **2.2 Vice President**

The Vice President shall be the Chairman of the Conference and Education Committee, and shall preside over all meetings of said Committee and the Executive Committee in the absence of the President, or in the event of the disqualification of the President.

## **2.3 Secretary**

The Secretary shall be responsible for all records of the Committee, Minutes of all official meetings of the Committee, and the Executive Committee; have charge of the Corporate Seal, if any; be responsible for maintaining the membership roster, for all publications and mailing of the Committee meeting notices, and for the preparation, under the President's direction, of the agenda for all meetings of the Committee and the Executive Committee. The duties of the Secretary may be performed by an employee of the Committee as approved by the Executive Committee within budgetary limits.

## **2.4 Treasurer**

The Treasurer shall receive and disburse all funds of the Committee. He/she shall report any cases of failure to pay Dues or Special Assessment to the President. The Treasurer shall submit an annual report to the membership at the annual meeting and a financial report at such times as requested by the President, Executive Committee, or the Membership. The Treasurer shall furnish bond in an amount as may be determined by the Executive Committee from time to time. Any premium for such bond or bonds shall be paid by the Committee. All expenditures not specifically itemized in the approved annual budget, must be authorized by the Executive Committee. Duties of the Treasurer may be performed by an employee of the Committee as approved by the Executive Committee, within budgetary limits.



## **2.5 Executive Committee**

The Officers listed above shall constitute the Executive Committee of the Committee as a Whole and will meet at the call of the President.

## **Section 3-Election and Term of Officers of the Committee**

### **3.1 Election**

The Officers shall be elected at the Annual Meeting of the Membership of the Committee to serve for a term of one (1) year or until their successors have been elected and qualified. An Officer of the Committee may succeed himself/herself.

### **3.2 Nominations**

The Committee's Nominating Committee shall present its nominations for officers of the Association for the ensuing year to the Secretary no later than November 1st.

### **3.3 Vacancies**

In the event of a vacancy in the office of the Vice President, the Secretary or the Treasurer, the office shall be filled, for the remainder of the term, by appointment by the President subject to the approval of the Executive Committee. A vacancy in the office of the President shall be filled by the Vice President.

## **Section 4-Purchased Services and Employees**

The Committee may, within budgetary limits, purchase professional, technical, and non-technical services or hire employees as approved by the Executive Committee.

## **Section 5-Compensation**

Executive Committee Members, Officers, and Committee Members of a Whole shall serve without compensation, except that certain expenses may be reimbursed, within budgetary limits, as approved by the Executive Committee.

**ARTICLE VIII.**

**LIMITATION OF LIABILITY OF, INDEMNIFICATION OF, AND PURCHASE  
OF INSURANCE COVERING AUTHORIZED REPRESENTATIVES**

**Section 1-Limitation of Authorized Representatives Liability for Monetary**

**Damages**

An Authorized Representative of the Committee shall not be personally liable for monetary damages for any action taken as an Authorized Representative, or any failure to take any action, unless:

**1.1** The Authorized Representative has breached or failed to perform his duty to act with due diligence as a representative of the Committee;

**1.2** The Authorized Representative breached or failure to perform constitutes self-dealing, willful misconduct, recklessness, violation of a criminal statute or violation of a local, state or federal law or regulations imposing taxes.

**Section 2-Indemnification of Authorized Representatives**

The Committee shall indemnify to the fullest extent now or hereafter permitted by law any person who was, or is an Authorized Representative of the Committee or who was, or is a party or threaten to be made a party to any proceeding because such person was, or is an Authorized Representative of the Committee, against any expenses actually or reasonably incurred by such person in connection with such proceeding. In this regard, it is understood and declared to be the policy of the Blair County Sanitary Administrative Committee that as a Committee authorized under State Statute that the Indemnification and Constitutional and Statutory Protection of all state laws, any and all immunities evolving there from shall apply to the Blair County Sanitary Administrative Committee and all of its authorized representatives and employees.

### **Section 3-Advancing Expenses**

The Committee shall pay any expenses incurred by an authorized representative in advance of the final disposition of any proceeding, upon agreement by the authorized representative to repay such amount, if such person is ultimately not entitled to be indemnified by the Committee, or if such person is ultimately determined not to be entitled to the immunities granted under State Constitution or any Statutory Authority.

### **Section 4-Scope of Article**

The indemnification of authorized representative or advancement of their expenses, as authorized by this Article, shall (1) not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under this Article, both as to any action in an official capacity and as to action in another capacity while holding that office, (2) continue as to a person who has ceased to be an authorized representative, and (3) inure to the benefit of the heirs and personal representatives of such person. The Scope of this Article also extends to the immunities granted by State Constitution and Statutory Authorities.

### **Section 5-Insurance**

The Committee shall have authority to purchase and maintain insurance on behalf of any authorized representative against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Committee would have the power to indemnify him against such liability under the provisions of this Article.

## **Section 6-Definitions**

*As used in this Article:*

**1.1 "Authorized representative"** shall mean a member, officer, employee or agent of the Committee, or a person serving at the request of the Committee as a member, officer, employee or agent of another affiliated association, corporation, partnership, joint venture, trust or other enterprise;

**1.2 "Proceeding"** or derivative shall mean any threatened, pending or completed third-party or derivative action, suit or proceeding, whether civil, criminal, administrative or investigative, or any threatened, pending or completed or suit by or in the right of the Committee to procure a judgment in its favor;

**1.3 "Liability"** shall mean any judgment, amount paid in settlement, fine, penalty, or expense of an nature including attorneys' fees; and,

**1.4 "Expenses"** as used in Section 3 of this Article shall mean the costs of defending a civil or criminal action, suit or proceeding.

## **ARTICLE IX.**

### **AMENDMENTS**

The Bylaws may be altered, amended or replaced by the Committee as a Whole the affirmative vote of two-thirds of the Committee members attending a meeting at which any such action is to be taken shall be necessary to take any such action, and all members shall have been advised of the action proposed to be taken in the notice of the meeting.