

## BY-LAWS OF FOX CHAPEL AREA SCHOOL AUTHORITY

(Amended and approved on August 31, 2020)

### ARTICLE I - THE AUTHORITY

Section 1.1. Name of Authority. The name of the Authority shall be as specified in its Articles of Incorporation, to wit: FOX CHAPEL AREA SCHOOL AUTHORITY.

Section 1.2. Seal of Authority. The seal of the Authority shall contain the name of the Authority and the year of its incorporation, shall be in the form of the seal impressed in the margin hereof, opposite this section.

Section 1.3. Office of Authority. The office of the Authority shall be at 611 Field Club Road, Administrative Offices, Pittsburgh, Pennsylvania 15238 but the Board of the Authority may, by proper resolution, designate any other place as the office of the Authority.

Section 1.4 Additional Powers. In addition to the powers and authorities granted similar bodies under the Municipal Authorities Act, the Authority may from time to time acts as an advisory group to the superintendent of the Fox Chapel Area School District and the administration of the district in regard to matters relating to the construction, renovation, or maintenance of district facilities.

### ARTICLE II - MEMBERS

Section 2.1 Members. The Board shall consist of five members, each of whom shall be a taxpayer in, maintain a business in or be a citizen of the Fox Chapel Area School District. However, a majority of the members shall reside in the Fox Chapel Area School District.

Section 2.2 Term of Office. The term of office for each member shall be five (5) years. Each term shall begin in January and shall be set to expire on December 31; however, a member shall hold office until a successor has been named. Members may serve successive terms.

Section 2.3. Appointment of Members. At its annual organizational meeting, the Board of School Directors of the Fox Chapel Area School District (School Board) shall vote on the appointment of a successor to or the reappointment of any member whose term is set to expire that month. A member shall be recommended for appointment or reappointment by the superintendent of the Fox Chapel Area School District after consultation with the Authority Board. Appointment or reappointment shall require a majority vote of the School Board members present. Should the School Board fail to appoint a successor at its organizational meeting, a member shall hold office until a successor has been appointed by a majority vote of the School Board at a regular meeting of the School Board.

Section 2.4 Vacancy. Should a vacancy occur for any reason other than expiration of a member's term, the superintendent, upon consultation with the Authority Board, shall recommend a qualified person to serve the remainder of the vacating member's term, which shall be voted on by the School Board at a regular meeting of the School Board. Appointment to fill a vacancy shall require a majority vote of the School Board members present.

#### ARTICLE III - OFFICERS

Section 3.1. Officers. The officers of the Authority shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, an Assistant Secretary/ Assistant Treasurer, to be elected from the members of the Board of the Authority. The term of office for each officer shall be (1 year). Officers may serve successive terms.

Section 3.2. 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 they may consider proper concerning the business, affairs and policies of the Authority.

Section 3.3. 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 3.4. 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 minute books to be kept for such purpose, and shall perform all duties incident to their office. They 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 3.5. 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 Chair. They shall keep regular books of accounts showing receipts and expenditures, and shall render to the Board of the Authority at each regular meeting (or oftener when requested) an account of their transactions and also of the financial condition of the Authority. They shall give such bond for the faithful performance of his duties as the Board of the Authority may determine.

Section 3.6. Assistant Secretary/Assistant Treasurer. The Assistant Secretary/Assistant Treasurer shall perform the duties of the Secretary or Treasurer in the absence or incapacity of either and in case of the resignation or death of either shall perform the duties of the office until such time as the Board of the Authority shall appoint a new Secretary or Treasurer.

Section 3.7. 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 3.8. Election or Appointment. The Chairman, Vice Chairman, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer shall be elected at the annual meeting of the Board of the Authority.

Section 3.9. Vacancies. Should any office become vacant, the Board of the Authority shall elect a successor from its membership, at the next meeting, and such election shall be for the unexpired term of said office.

Section 3.10. 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 the Municipality Authorities Act of 1945, as amended, of Pennsylvania, and all other applicable laws of the Commonwealth of Pennsylvania. 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.

#### ARTICLE IV - MEETINGS

Section 4.1. Annual Meetings. The annual meeting of the Board of the Authority shall be held on the third Monday of January at 7:00 a.m. or at such other time and date as the Chairman may designate, 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 business day.

Section 4.2. Regular Meetings. Regular meetings shall be held at least quarterly at such time and on such dates, at the office of the Authority or at such other place as the Board of the Authority may designate.

Section 4.3. Special Meetings and Emergency Meetings. The Chairman of the Board of the Authority may when he deems it expedient, and shall, upon the written request of two members of the Board of the Authority call a special meeting of the Board of the Authority for the purpose of transacting any business designated in the call. The call for a special meeting shall be delivered to each member of the Board of the Authority or shall be mailed to the business or home address of each member thereof no less than forty-eight (48) hours prior to the time set for the special meeting, but such notice may be waived in a writing signed by all members of the Board of the Authority. No business shall be considered other than as designated in the call, but if all of the members of the Board of the Authority are present at a special meeting, or if the call for the meeting so provides, any and all business may be transacted at such special meeting.

Emergency Meetings may be called by the Chairman in accordance with the laws of the Commonwealth of Pennsylvania to address a real or potential emergency.

Section 4.4. Quorum. At all meetings of the Board of the Authority three of the members of the Board shall constitute a quorum for the purpose of transacting business; provided, however, that a smaller number may meet and adjourn to some other time or until a quorum is obtained.

Section 4.5. Notice of Meetings. The Secretary of the Authority shall cause public notice of all open meetings to be made in accordance with the laws of the Commonwealth of Pennsylvania. The Secretary

shall also request that prior notice be posted on the Fox Chapel Area School District's publicly accessible website.

Section 4.6. Conduct of Meetings. Meetings shall be conducted in an orderly and business-like manner and in accordance with the laws of the Commonwealth of Pennsylvania applicable to such meetings.

#### ARTICLE V - MANNER OF VOTING: MINUTES

Section 5.1. 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, in which case the minutes shall so indicate.

Section 5.2. Minutes. The Board of the Authority shall cause draft minutes to be made in accordance with the laws of the Commonwealth of Pennsylvania. A copy of the draft minutes shall be provided to each member prior to the meeting at which the minutes are to be submitted. The draft minutes shall be corrected, as necessary, and the minutes shall be approved by a majority vote of the Board of the Authority. The approved minutes shall be signed by the Secretary. The Secretary shall request that approved minutes be posted for (12 months) on the Fox Chapel Area School District's publicly accessible website.

#### ARTICLE VI FISCAL YEAR

Section 6.1. Fiscal Year. The fiscal year of the Authority shall be the period of twelve months beginning on July 1 and ending on the following June 30.

#### ARTICLE VII - AMENDMENTS

Section 7.1. Amendments to By-Laws. The By-Laws of the Authority shall be amended only with the approval of at least three of the members of the Board of the Authority at a regular or special meeting.