

APPROVAL OF THE 8/17/59

RYLAWS

APPROVED 9/9/59

Organization Meeting
of the Board of
FOX CHAPEL AREA SCHOOL AUTHORITY
held September 9, 1959

The organization meeting of Fox Chapel Area School Authority took place at Kerr School, O'Hara Township, on Wednesday, September 9, 1959, at 8:00 o'clock p.m.

The following members of the Board of the Authority were present: Willard F. Agnew, Edward A. Kister, W. S. McIntyre, Lawrence C. Little and L. Stanton Williams.

In addition thereto, the following members of the Executive Committee of Fox Chapel Area School District were present: Watson C. Marshall, Charles W. Wright, Jr., Frederick D. Amsler, Kenneth Tyson, J. B. Henry, Jr., and Sam Liptak.

Also present were John G. Cober, Supervising Principal, Charles N. Fisher, a resident of Fox Chapel Borough, D. S. Thomas and J. U. Anderson, Jr., solicitors for Fox Chapel Area School District.

Mr. Marshall announced that the Authority had been created by Fox Chapel Area School District, that the Articles of Incorporation were approved and filed on August 20, 1959 and that the Certificate of Incorporation had been received from the Department of State. Mr. Marshall appointed Mr. Williams to be temporary Chairman of the meeting and thereupon he delivered a copy of the Articles of Incorporation bearing the approval of the

Department of State and the original Certificate of Incorporation to the temporary Chairman.

Mr. Williams designated Mr. Kister to act as Secretary of the meeting.

The temporary Chairman announced that the next order of business should be the election of officers. He recommended the election of a Chairman, a Vice Chairman, a Secretary, a Treasurer, an Assistant Secretary and an Assistant Treasurer. Mr. McIntyre nominated the following slate of officers:

Willard F. Agnew	-	Chairman
W. S. McIntyre	-	Vice Chairman
Lawrence C. Little	-	Secretary
L. Stanton Williams	-	Treasurer
Edward A. Kister	-	Assistant Secretary and Assistant Treasurer

Upon motion of Mr. Little, seconded by Mr. Kister, it was unanimously

RESOLVED, that the nominations be closed and that the Secretary be instructed to cast a unanimous ballot for the officers nominated, to serve until December 31, 1960, and until their successors are elected and qualified.

Mr. Williams turned the chair over to Mr. Agnew.

The Chairman stated that the next order of business should be the consideration and adoption of By-Laws for the Authority. He presented a copy of a draft of By-Laws to each member of the Board which were reviewed by the Board members and discussed. Upon motion of Mr. Williams, seconded by Mr. Little, it was unanimously

RESOLVED, that the following By-Laws be adopted as and for the By-Laws of this Authority:

BY-LAWS OF FOX CHAPEL AREA SCHOOL AUTHORITY

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 Kerr School, 341 Kittanning Pike, Pittsburgh 15, Pennsylvania, but the Board of the Authority may, by proper resolution, designate any other place as the office of the Authority.

ARTICLE II - OFFICERS

Section 2.1. Officers. The officers of the Authority shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, an Assistant Secretary and an Assistant Treasurer, to be elected from the members of the Board of the Authority.

Section 2.2. 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 may consider proper concerning the business, affairs and policies of the Authority.

Section 2.3. 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 2.4. 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 his office. He 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 2.5. 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. He shall keep regular books of accounts showing receipts and expenditures, and shall render to the Board of Authority at each regular meeting (or oftener when requested) an account of his transactions and also of the financial condition of the Authority. He shall give such bond for the faithful performance of his duties as the Board of the Authority may determine.

Section 2.6. Assistant Secretary. The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary; and in case of the resignation or death of the Secretary, the Assistant Secretary shall perform such duties as are imposed on the Secretary until such time as the Board of the Authority shall appoint a new Secretary.

Section 2.7. Assistant Treasurer. The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer; and in case of the resignation or death of the Treasurer, the Assistant Treasurer shall perform such duties as are imposed on the Treasurer until such time as the Board of the Authority shall appoint a new Treasurer.

Section 2.8. 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 2.9. 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 2.10. Vacancies. Should the office of the Chairman, Vice Chairman, Secretary, Treasurer, Assistant Secretary or Assistant Treasurer 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 2.11. 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 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.

ARTICLE III - MEETINGS

Section 3.1. Annual Meetings. The annual meeting of the Board of the Authority shall be held on the first Monday of January at 8:00 o'clock P.M. 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 day.

Section 3.2. Regular Meetings. Regular meetings shall be held without notice at 8:00 o'clock P.M. on the first Monday of each month at the office of the Authority, or at such other place as the Board of the Authority may from time to time by resolution designate.

Section 3.3. Special 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 meeting of the Board of the Authority 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 thereof two days or more prior to the date of such special meeting. 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, any and all business may be transacted at such special meeting.

Section 3.4. 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 3.5. Notice of Meetings. The Secretary of the Authority shall cause to be published each year during the month of January in a newspaper of general circulation in Fox Chapel

Area School District a notice of the time and place of regular meetings and as to the place where notices of special meetings shall be posted. Notice of every special meeting and every rescheduled regular meeting shall be posted on the bulletin board in Kerr School not less than twelve hours before the time designated before such meeting.

ARTICLE IV - MANNER OF VOTING: FISCAL YEAR

Section 4.1. 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, and in that case the minutes shall so indicate.

Section 4.2. 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 V - AMENDMENTS

Section 5.1. 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.

The Chairman stated that it would be advisable at this time for the Authority to engage the service of one or more solicitors. Mr. Thomas and Mr. Anderson, solicitors for the School District, discussed the duties of solicitors with the members of the Board. After full discussion, upon motion of Mr. McIntyre, seconded by Mr. Williams, it was unanimously

RESOLVED, that D. S. Thomas, Esquire and J. U. Anderson, Jr., Esquire, be and they hereby are appointed solicitors for Fox Chapel Area School Authority to serve at the pleasure of the Board.

The solicitors advised that the Municipality Authorities Act of 1945, pursuant to which this Authority was created, requires the Secretary of the Authority to certify to the Secretary of the Commonwealth the names and addresses of the officers of the Authority and the address of the principal office of the Authority. The Authority is not in a proper posture to carry on its activities until such a certificate has been filed. Upon motion of Mr. McIntyre, seconded by Mr. Williams, it was unanimously

RESOLVED, that the Secretary of the Authority be authorized and directed to file with the Secretary of the Commonwealth a certificate in proper form setting forth the names and addresses of the officers of the Authority and the address of the principal office of the Authority.

The solicitors pointed out that, pursuant to the Public Meeting Law, the notice referred to in Section 3.5 of the By-Laws should be published forthwith to cover the period from this date until the next publication in January of 1960. The solicitors were directed to prepare such a notice and cause the same to be published

in the "Sharpsburg Herald".

The Chairman suggested that the Secretary be instructed to incorporate the Articles of Incorporation and the Certificate of Incorporation in the minute book directly preceding the minutes of this meeting. It was the sense of the body for this to be done.

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned.



Acting Secretary

Minutes of a Meeting
of the Board of Directors of
FOX CHAPEL AREA SCHOOL AUTHORITY
held September 15, 1959

A special meeting of the Board of Directors of Fox Chapel Area School Authority took place at Kerr School, O'Hara Township, on Tuesday, September 15, 1959, at 8:00 p.m.

Present were Willard F. Agnew, Edward A. Kister, W. S. McIntyre, L. Stanton Williams and Lawrence C. Little, being the entire Board of the Authority.

In addition thereto, certain members of the Board of School Directors of Fox Chapel Area School District were present.

The minutes of the organization meeting were read and approved as read.

The Chairman stated that the purpose of this meeting was to review the general plans, presented by Hunter, Campbell and Rea, architects, for the proposed Fox Chapel Area High School.

After a review and extended discussion of the plans between the Board of the Authority and the Board of the School District, the Board of the School District presented a recommendation that the plans be approved by the Authority. Upon motion of Mr. Kister, seconded by Mr. Williams, it was unanimously

RESOLVED, that the Board of the Authority accept the recommendation of the Board of the School District to approve the plans as submitted.

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned.

E. C. Kister

Acting Secretary

11/17/71

CHANGE TO 3.2 AND 5.1

Regular Monthly Meeting of
the Fox Chapel Area School
Authority Board held on
November 17, 1971

The regular monthly meeting of the Fox Chapel Area School Authority Board was held on Wednesday, November 17, 1971 at 8 P.M. in the Fox Chapel High School, 611 Field Club Road, Pittsburgh, Pennsylvania 15238.

Members present were:

W. S. McIntyre
Bruce U. Hill, Jr.
Robert C. Todd, Jr.

Members absent were:

Phil F. Sauereisen
William C. Scott

Present from Kirkpatrick, Lockhart,
Johnson & Hutchison was:

John U. Anderson, Jr.

Present from the Architect's Office was:

J. Edward Hergenroeder

Present from Main Lafrentz & Co., was:

James Miller

Present from the Administration Office was:

Harry L. Lodge

The minutes of the October 27, 1971 meeting were approved as read.

The following requisitions were approved for payment:

Fourth Supplemental Agreement - Sharpsburg Project

G-2	John R. Hess, Inc.	\$42,251.00
E-2	Hoffman Electric, Inc.	\$10,800.00
H-1	Koenig, Inc.	\$ 3,078.00
	Architect - Bartholomew, Roach & Walfish	\$ 1,458.82

General Fund - Indenture of 1963

The Herald - Legal Sale of Bonds	\$ 47.25
Main Lafrentz & Company - Audit	\$ 900.00

The audit was reviewed with the Board by Mr. James Miller of Main Lafrentz & Company. The Board approved the audit as received.

Mr. Hergenroeder of the Architect's Office reported on the current status of the Sharpsburg Project.

It was decided by the Board that the regular monthly meeting should be held on the third Wednesday rather than the third Thursday of every month in an effort to make it possible for as many members as possible to attend the meetings.

Upon motion duly made and seconded it was agreed that the present By-Laws of the School Authority Board be amended and that the following resolution be passed to reflect the change in the monthly meeting date:

WHEREAS, the Board desires to amend Section 3.2 of the By-Laws of the Authority by changing the date of the regular meeting of the Authority from the Third Thursday of each month to the third Wednesday of each month, and

WHEREAS, Section 5.1 of the By-Laws of the Authority provides that the Board of the Authority may amend the By-Laws at any regular meeting of the Authority with the approval of at least three members of the Board.

NOW, THEREFORE, BE IT RESOLVED, that Section 3.2 of the By-Laws of the Authority be and it hereby is amended in its entirety to read as follows:

"Section 3.2 Regular Meetings. Regular meetings shall be held without notice at 8:00 o'clock P. M. on the third Wednesday of each month at the office of the Authority, or at such other place as the Board of the Authority may from time to time by resolution designate."

There being no further business to come before the Board the meeting was adjourned at 9 P. M.

Respectfully submitted,

Bruce U. Hill, Jr.
Secretary

On motion of Mr. Todd, second by Mr. Hill, the following resolution was unanimously adopted:

WHEREAS, the Board desires to amend Section 3.2 of the By-Laws of the Authority by changing the date of the regular meeting of the Authority from the Third Thursday of each month to the third Wednesday of each month; and

WHEREAS, Section 5.1 of the By-Laws of the Authority provides that the Board of the Authority may amend the By-Laws at any regular meeting of the Authority with the approval of at least three members of the Board.

NOW, THEREFORE, BE IT RESOLVED, that Section 3.2 of the By-Laws of the Authority be and it hereby is amended in its entirety to read as follows:

"Section 3.2 Regular Meetings. Regular meetings shall be held without notice at 8:00 o'clock P.M. on the third Wednesday of each month at the office of the Authority, or at such other place as the Board of the Authority may from time to time by resolution designate."

1/22/79

CHANGE TO ARTICLE III

FOX CHAPEL AREA SCHOOL AUTHORITY
AGENDA

January 22, 1979

Regular Meeting

- I. Roll Call
- II. Approval of minutes from November 27, 1978 meeting.
- III. Approval of the following payments:
 - A. Main Lafrentz \$1,100
 - B. Harry L. Lodge \$ 200Services from June 30 to December 31, 1978.
- IV. Approve transferring money into the 1963 Trust Indenture General Fund.
- V. Solicitor's Report

AUTHORITY MINUTES

Combined Reorganization and
Regular Monthly Meeting of the
Fox Chapel Area School Authority
Board held on Monday, January 22,
1979.

The combined Reorganization and Regular Monthly Meeting of the Fox Chapel Area School Authority Board was held at the Fox Chapel High School, 611 Field Club Road, Pittsburgh, Pa. 15238, on Monday, January 22, 1979 at 7:45 P.M.

Members present were:

W. S. McIntyre
I. Gary Davis
James H. Hardie
Bruce U. Hill, Jr.

Present from the Administration Office were:

James M. Burk
Harry L. Lodge

Upon motion duly made and seconded the following officers were re-elected for a term of one year:

Chairman	.	.	.	W. S. McIntyre
Vice Chairman	.	.	.	Arthur McSorley, Jr.
Treasurer	.	.	.	James H. Hardie
Secretary	.	.	.	Bruce U. Hill, Jr.
Ass't. Secretary-Treasurer	.	.	.	I. Gary Davis

Upon motion duly made and seconded the Board appointed the firm of Kirkpatrick, Lockhart, Johnson & Hutchison to act as its Solicitor for 1979.

The question was raised whether a monthly meeting of the Board of the Authority is necessary during periods when no construction program is in progress. Mr. Lodge pointed out that the requirement of a monthly meeting

Combined Reorganization and
Regular Monthly Meeting of the
Fox Chapel Area School Authority Board
January 22, 1979
Page two

exists only in the By-Laws. He also pointed out that there were certain other provisions in the article on meetings in the By-Laws adopted 9 September, 1959 which ought to be changed to reflect changes in time, law and practice. He presented to the meeting a proposed amended Article III -- Meetings for the By-Laws, which reads as follows:

ARTICLE III - MEETINGS

Section 3.1. Annual Meetings. The annual meeting of the Board of the Authority shall be held on the third Monday of January at 7:30 o'clock P.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 3.2. Regular Meetings. Regular meetings shall be held without notice 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, all in accordance with resolutions of the Board of the Authority duly adopted at annual meetings.

Section 3.3. Special 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 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 two days or more prior to the date of such 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.

Section 3.4. 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 3.5. Notice of Meetings. The Secretary of the Authority shall cause to be published each year during the month of January in a newspaper of general circulation in Fox Chapel Area School District a notice of the time

Combined Reorganization and
Regular Monthly Meeting of the
Fox Chapel Area School Authority Board
January 22, 1979
Page four

and place of regular meetings and as to the place where notices of meetings shall be posted. Notice of every special meeting and every rescheduled regular meeting shall be so published and shall be posted on the bulletin board in Fox Chapel Area High School not less than twenty-four hours before the time designated for such meeting.

After full discussion, upon motion duly made and seconded, the foregoing amended Article III - Meetings was unanimously adopted.

The Chairman pointed out that the amended By-Laws require at least a quarterly regular meeting at such time and on such dates as the Board may by resolution designate. The Sunshine Law also requires the publication of the schedule of regular meetings. It was the sense of the meeting that quarterly regular meetings would be sufficient for calendar 1979 on the understanding that, if a construction program were undertaken, the necessary special meetings could be called for the transaction of necessary business.

After full discussion, upon motion duly made and seconded, it was unanimously resolved that regular meetings in 1979 be held on the third Monday of the last month of each calendar quarter at 7:30 o'clock P.M. at the principal office of the Authority, Fox Chapel Area High School,

Combined Reorganization and
Regular Monthly Meeting of the
Fox Chapel Area School Authority Board
January 22, 1979
Page five

611 Field Club Road, O'Hara Township, the designated meeting dates
being as follows:

March 19
June 18
September 17
December 17

There being no further business related to the Reorganization
Meeting the meeting was adjourned at 8:10 P.M. and the Regular Meeting
was immediately called to order.

The minutes of the November 27, 1978 meeting were approved as
submitted.

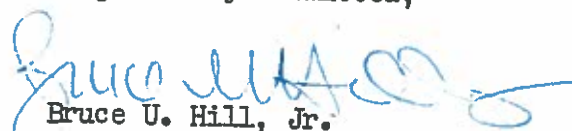
The following invoices were approved for payment:

A.) Main Lafrentz	\$1,100
B.) Harry L. Lodge (services from 6/30/78 to 12/31/78)	\$ 200

Mr. Lodge reported to the Board that it was the opinion of the
solicitor that the new disclosure laws are not applicable to School
Authority Board Members.

There being no further business to come before the Board, the
meeting was adjourned at 8:25 P.M.

Respectfully submitted,


Bruce U. Hill, Jr.
Secretary