

**BY-LAWS OF THE MEDIA BUSINESS AUTHORITY
(as amended April 2, 2010)**

**ARTICLE I
THE AUTHORITY**

Section 1. Name of the Authority. The name of the authority shall be as specified in its Articles of Incorporation with Media Business Authority.

Section 2. Seal of the 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 the Authority. The office of the Authority shall be at the Media Borough Hall, Media, Pennsylvania, but the Board of the Authority by proper resolution may designate any other place as the office of the Authority.

**ARTICLE II
BOARD OF DIRECTORS**

Section 1: Board Role, Size, Compensation. The Members of the Board of the Authority shall be as specified in Media Borough Code, Chapter 7. The Board is responsible for overall policy and direction of the Authority, and it delegates responsibility for day-to-day operations to the Executive Director, committees, or any other designated parties to the extent permitted by the Municipality Authorities Act. The Board shall have a minimum of five (5) voting members as defined in Media Borough Code, Chapter 7. The Board shall consider fifteen (15) persons to be an optimal number of voting Board members and will recommend candidates to Council to fill vacancies to maintain that number. The Board receives no compensation other than reasonable expenses.

Section 2. Meetings. The Board shall meet at least one time per month at an agreed upon time and place.

Section 3. Terms. All Board members shall serve terms as indicated in the Media Borough Code, Chapter 7.

Section 4. Quorum. A quorum must be present, which is defined as at least 50 percent of the Board members plus one, before business can be transacted or motions made or passed.

Section 5. Notice. An official Board meeting shall be called and advertised in compliance with the notice requirement of the Pennsylvania Open Meeting Law (also known as the Sunshine Act) and shall otherwise comply with the Sunshine Act.

Section 6. Officers and Duties. There shall be four officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. Their duties are defined in Article III.

Section 7. Vacancies. When a vacancy on the Board exists, the Board shall follow the process defined in the MBA Policies and Procedures to identify and recommend a replacement member to Borough Council. These vacancies will be filled only to the end of the original Board member's term. All vacancies are subject to final approval by Media Borough Council as indicated in Media Borough Code, Chapter 7.

Section 8. Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. The Secretary will then announce the resignation at the next Board meeting and note the resignation in the minutes of that meeting. The Board shall recommend that Council remove any Board member for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. The Board may retain a member as an exception when appropriate by a quorum vote.

Section 9. Non-voting membership: The Board shall have the authority to establish and define non-voting categories of general membership as noted in Article IV.

ARTICLE III OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chair, a Vice-Chair, a Secretary and a Treasurer to be elected from the members of the Board of the Authority provided, however, that 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. Chair. The Chair shall preside at all meetings of the Board of the Authority. Except as otherwise authorized by resolution of the Board of the Authority, the Chair shall sign all contracts deeds and other instruments made by the Authority. At each meeting the Chair shall submit such recommendations and information as he or she may consider proper concerning the business affairs and policies of the Authority.

Section 3. The Vice Chair. The Vice Chair shall perform the duties of the Chair in the absence or incapacity of the Chair and in case of the resignation or death of the Chair, the Vice Chair shall perform such duties as are imposed on the Chair until such time as the Board of the Authority shall appoint a new Chair.

Section 4. Secretary. The Secretary shall keep the records of the Authority and shall act as secretary of the meetings of the Board of the Authority. The Secretary shall record all votes and shall keep a record of the proceeding of the Board of the Authority in a journal of proceedings to be kept for such purpose and shall perform all duties incident to the office. He or she 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 all 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 payout and disburse such moneys under the direction of the Board of the Authority except as otherwise authorized by the resolution of the Board of the Authority. All such orders and checks shall be countersigned by the Chair. 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 transactions and also of the financial condition of the Authority. The Treasurer shall give such bond for the faithful performance of duties as the Board of the Authority may determine.

Section 6. Additional Duties. The officers of the Board 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 Chair, Vice Chair Secretary and Treasurer shall be elected at the November meeting of the Board of the Authority from among the members of the Board of the Authority and shall hold office for one year. The Secretary need not be a member of said Board. Nominations shall open at the October regular meeting of the Board. Nominations may be received up until they are closed at the November regular meeting whereupon they shall be recorded. Ballots shall be prepared with the names of the properly recorded nominees for Chair, Vice Chair, Treasurer and Secretary. The Election shall be held at the November meeting of the Board of the Authority. Absentee ballots shall be counted provided that they are submitted to the Executive Director prior to the vote taken at the November meeting. To be valid, the absentee ballot must be delivered, signed, dated and sealed. All ballots, including absentee ballots, shall be tabulated by the Solicitor of the Board of the Authority and verified by the Executive Director. In the event that both the Solicitor and the Executive Director are not available to perform these functions, such members of the Board not being candidates for office shall be selected by majority vote of those in attendance to perform the tasks. The term of each office shall be one year from January to January.

Section 8. Additional Personnel. The Authority may, from time to time, contract with or employ such persons as it deems necessary to exercise its powers, duties and functions. The selection and compensation of such personnel shall be determined by the Board of the Authority.

Section 9. Executive Director. The Board of the Authority may contract with or employ an Executive Director. The Executive Director shall be selected by the Board of the Authority. The duties and compensation of the Executive Director shall be set by the Board of the Authority. If employed, the Executive Director shall be an At Will employee and may be removed and employment terminated for any reason deemed

sufficient by a vote of not less than a majority of the membership of the Board at a special meeting for that purpose.

ARTICLE IV GENERAL MEMBERSHIP

Section 1. Purpose. The Authority invites the participation of the Media Borough business community in pursuing the goals of the Authority. To encourage such participation it hereby extends general membership to those who meet the qualification as indicated herein. General members shall have no voting rights.

Section 2. Qualifications. Membership may be granted to any individual or corporation or other business entity that (a) supports the mission and purposes of the organization; and (b) pays mercantile and/or business privilege tax to the Borough. General members shall have no voting rights.

Section 3. Dues. Dues for general members shall be established by the Board of Directors.

Section 4. Committees. General members may serve on committees as appointed by the Board.

Section 5. Meetings. General members are invited to attend monthly meetings held by the Board and special meetings as determined by the Board.

ARTICLE V MEETINGS

Section 1. Regular Meetings. Regular meetings will be held in accordance with a resolution adopted by the Board of the Authority.

Section 2. Special Meetings. The Chair of the Board of the Authority may, when he or she deems it expedient, shall, upon the 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 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. 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 of the Authority are present at a special meeting, any and all business may be transacted at such special meeting. Notification of the public meeting will be advertised according to state law.

Section 3. 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. Privilege of the Floor (time as permitted by Chair)
3. Unfinished Business
4. New Business
5. Approval of Minutes
6. Approval of Treasurer's Report
7. Director's Report
8. Committee Reports
9. Privilege of the Floor (time as permitted by Chair)
10. Adjournment

All resolutions shall be in writing and shall be copied in the Journal of the proceeding of the Board of the Authority.

Section 4. 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.

ARTICLE IV AMENDMENTS

Section 1. Amendments to By Laws. The By Laws of the Authority shall be amended only with the approval of a quorum of the members of the Board of the Authority at a regular or special meeting.