

MULTI-PURPOSE STADIUM AUTHORITY
of LACKAWANNA COUNTY
County Administration Building, Room 611
200 Adams Avenue, Scranton, Pennsylvania 18503
717-969-2255

Adopted: August 1, 1966

BY-LAWS

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: Multi-purpose Stadium Authority of Lackawanna County.

Section 2. Seal of Authority. The seal of 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 such place as the Board of the Authority by proper resolution designate as such.

ARTICLE II- OFFICERS

Section 1. Officers. The Officers of the Authority shall consist of a Chairman, a Vice Chairman, a Secretary, a Treasurer, and an Assistant Secretary-Treasurer, and such other officers as shall from time to time be provided by the Board of the Authority by proper resolution, and to be elected from members of the Board of Authority.

Section 2. Chairman. The Chairman shall preside at all meetings of the Board of Authority. Except as otherwise provided by resolution of the Board of Authority, the Chairman shall execute all contracts, deeds and other instruments made by the Authority. At each meeting, the Chairman shall submit such reports and information as he 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 assigned to the Chairman until such time as the Board of the Authority shall appoint a new Chairman.

Section 4. Secretary. The Secretary shall keep the minutes 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 proceedings of the Board of the Authority in a book of proceedings to be kept for such purpose, and shall

all documents, the seal of the Authority, and shall have power to keep in custody the seal to all proceedings and resolutions of the Board of Authority and to all contracts and instruments authorized and 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 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 Authority. Except as otherwise authorized by resolution of the Board of Authority, all such orders and checks shall be signed by the Chairman. He shall keep regular books of account showing receipts and expenditures, and shall render to the Board of Authority at each regular meeting (or more often if requested) an account of his transactions and also of the financial condition of the Authority. He shall give such bond as the Board of Authority may determine for the faithful performance of his duties as the Board of the Authority may determine.

Section 6. Assistant Secretary-Treasurer. The Assistant Secretary-Treasurer shall perform all the duties of either the Secretary or Treasurer in the absence or incapacity of the Secretary or Treasurer; and in the case of the resignation or death of the Secretary or Treasurer, the Assistant shall perform the duties as are imposed upon such deceased or resigning Secretary or Treasurer until such time as the Board of the Authority shall appoint a new Secretary or Treasurer.

Section 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 by its orders or rules and regulations of the Authority.

Section 8. Election or Appointment. The Chairman, Secretary, Treasurer, and Assistant Treasurer shall be elected at the annual meeting of the Board of the Authority from among the members of the Board of Authority, and shall hold office for one year or until their successors are elected and qualified.

Section 9. Vacancies. Should the office of Chairman, Secretary, Treasurer, and Assistant Treasurer or any other office established by the Board of the Authority be vacant, the Board of the Authority shall elect a successor from its membership at the next meeting, and such successor shall be for the unexpired term of said office.

Section 10. Additional Personnel. The Authority may from time to time employ such personnel as it deems necessary to carry out its power, duties and functions, as prescribed by the Authority.

Municipal Authorities Act of 1945," May 2, P.L. 382, Section 1, 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 1. Annual Meetings. The annual meeting of the Board of the Authority shall be held on the fourth Wednesday of January at 12:00 noon 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 secular day.

Section 2. Regular Meetings. Regular meetings of the Board of the Authority shall be held on the fourth Wednesday of every month at 12:00 noon.

Section 3. Special Meetings. The Chairman of the Board of the Authority may when he deems it expedient, and shall, upon 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 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 the special meeting, any and all business may be transacted at such special meeting.

Section 4. Notice of Meetings. Public notice of the date of regular meetings shall be given once at the beginning of each calendar or fiscal year and shall show the regular dates and times for meetings and the place at which said meetings are to be held. Public notice of each special meeting of each rescheduled regular or special meeting shall be given and the date, time and place of each such meeting. Public notice shall be given by (1) posting a copy of the notice prominently in the principal office of the Authority or at the building in which the meeting is to be held, or (2) by publishing the notice, once, in a newspaper of general circulation.

Section 5. Quorum. At all meetings of the Board of the Authority, a majority of the members the Board shall constitute a quorum for the purpose of transacting business; provided, however, that a smaller number may meet and adjourn to some time or until a quorum is obtained.

Section 6. Order of Business. At regular meetings of the Board of the Authority, the following shall be the order of business.

1. Roll Call.
2. Reading and approval of minutes of the previous meeting.
3. Bills and communication.
4. Report of the Secretary.
5. Report of the Treasurer.
6. Report of the Committees.
7. Unfinished business.
8. New business.
9. Comments from the public.
10. 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. 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. All action may be taken by a vote of a majority of the Board Members present assuming a quorum.

Section 8. Notice of Meetings. Whenever any written notice is required to be given by law or by these By-Laws to any Board Member, a waiver thereof in writing signed by the person or persons entitled to such notices whether before or after the time stated therein shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting, neither the nature of business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting.

ARTICLE IV - INDEMNIFICATION

To the extent that any insurance then in effect may be applicable and to the extent permitted by law, each person now and hereafter a member of the Board and/or officer or employee, shall be indemnified and reimbursed by the Authority against the costs (including, but without being limited to, court costs and the amount of any judgement) and expenses (including, but without being limited to, counsel fees) reasonably paid or incurred by or imposed upon him in connection with any civil or criminal action, suit or proceeding instituted or threatened, to which he may be made a party or perspective party by reason of his being or having been such a member of the Board and/or officer or employee, or by reason of any act or thing alleged to have been done or omitted by him either alone or with others, as long as he has been a member of the Board and/or officer or employee; provided

However, that no such member and/or officer or employee shall be indemnified against or reimbursed for costs or expenses paid or incurred by or imposed upon him in relation to matters as to which he shall have been finally adjudged guilty in any criminal proceeding and by reason thereof a final judgement, decree or order shall have been entered against him, either alone or with others, for the fine or the penalty. The right to indemnification and reimbursement hereby granted shall extend also to amounts paid or agreed to be paid by each person now or hereafter such a member and/or officer or employee in settlement of any such civil action, suit or proceeding instituted or threatened, provided, however, that if such action, suit or proceeding shall be settled or otherwise terminated as against the determination thereof, the Authority shall not indemnify or reimburse such member and/or officer or employee with respect hereto unless a majority (whether or not such majority constitutes a quorum) of the remaining members of the Board of the Authority (after) excluding all members disqualified to vote on their personal interest shall have approved said settlement determined either before or after its consummation and shall have determined that said member and/or officer or employee did not act negligently or in bad faith in respect of such action, suit or proceeding. The right to indemnification and reimbursement hereby granted shall not be exclusive of, but shall be in addition to, the rights of members and/or officers and employees to compensation for services performed and all other rights to which such member and/or officer or employee shall be entitled as a matter of law or equity or otherwise, however. In any case in which liability for such acts or omissions or any such members and/or officer or employee is assessed or sought to be imposed upon the estate of such member and/or officer or employee, the right to indemnification and reimbursement herein conferred on members and/or officer or employees shall extend to the heirs executors and/or administrators of any such member and/or officer or employee, or of them.

ARTICLE V - AMENDMENTS

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

SECTION 3. The Chairman, the Vice-Chairman, the Secretary, the Assistant Secretary, the Treasurer and the Assistant Treasurer of the Authority are hereby authorized, empowered and directed on behalf of the Authority to execute any and all papers and documents with such changes, additions or deletions as such officer or officers executing the same shall deem appropriate in accordance with this Resolution, and do and cause to be done any and all additional acts and things necessary or proper for the execution or carrying out of the purposes and provisions of this Resolution and the documents authorized in Section 2 hereof, and such actions of such officers shall be deemed the actions of the Authority.

Section 4. All Resolutions or parts of Resolutions inconsistent herewith are hereby rescinded, cancelled and annulled.