

AMENDED AND RESTATED

BYLAWS PENNSYLVANIA

MUNICIPAL LEAGUE

ARTICLE I – NAME AND PURPOSE

1.1 **Name of Association.** The name of this Association shall be the “Pennsylvania Municipal League” (the “League”).

1.2 **Purpose.** The purpose of the League is to do all those things necessary and proper to create an environment in which Pennsylvania’s communities can survive and prosper; the improvement of the administration of the municipalities of this Commonwealth; the promotion of beneficial and remedial legislation which may be deemed necessary and essential for the advancement and protection of the interests of the inhabitants of the municipalities of the Commonwealth in matters of state-wide concern; the promotion and fostering of a maximum degree of home rule in all matters involving municipal administration; and providing for the discussion and interchange of any and all topics and ideas relating to the welfare of the municipalities of this Commonwealth and to the administration of their government; and to provide for the dissemination of information to the various municipalities of the Commonwealth, to the Legislature and Administration of the Commonwealth of Pennsylvania and to the Legislative and Executive branches of the United States.

ARTICLE II - MEMBERSHIP

2.1 **Eligibility for Membership.** All cities, townships, boroughs, towns, home rule municipalities, and other governmental entities within the Commonwealth of Pennsylvania shall be eligible for membership in the League upon petition to the Board of Directors

2.2 **Procedure for Admission to Membership.** Municipalities petitioning for membership in the League shall apply in writing to the Executive Director stating that the applicant’s interests are consistent with the policies of the League. Upon the granting of the petition the municipality will become a member of the League (each a “Member Municipality”).

2.3 **Annual Dues.** Member Municipalities shall pay annual dues calculated on a population-based formula as follows:

2.3.1 *Calculation of Dues Generally.* Annual dues shall be determined by multiplying the Member Municipality’s total population, as provided by the U.S. Census Bureau for the most recent year for which a census is available, by a rate to be determined by the Board of Directors at the Annual Summit.

2.3.2 *Calculation of Dues for Cities of the First and Second Class.* Notwithstanding the provisions of Section 2.3.1, the dues assessed to a city of the first class shall be 175% of the average of dues payable by the cities of Allentown and Erie for the calendar year. The dues assessed to a city of the second class shall be 150% of the average of the dues payable by the cities of Allentown and Erie for the calendar year.

2.3.3 *Payment of Dues.* Dues shall be payable on or before the first day of February of each year for the current calendar year; provided, however that dues may be paid in two equal installments, one on or before February 1st and one on or before July 1st of each year. In the event of extreme and demonstrable financial hardship, the chief executive official of the Member Municipality may request that the Board of Directors approve payment of dues on a quarterly basis for the current year or any prior dues years, without loss of any membership benefits. Failure to pay said dues for a period of ninety (90) days after a payment or installment becomes payable, shall result in a suspension of the privileges of membership of the defaulting Member Municipality until said dues are paid.

2.4 **Voluntary Suspension of Membership.** A Member Municipality wishing to withdraw from membership in the League may do so by forwarding to the Executive Director a letter stating that the Member Municipality is withdrawing. Upon delivery of the letter of withdrawal to the Executive Director, the Member Municipality's membership is suspended. Following withdrawal, the Member Municipality remains liable for all unpaid dues, including dues for the full year in which the Member Municipality withdrew from the membership.

2.5 **Involuntary Suspension of Member Municipality.** The membership in the League of a Member Municipality may be suspended by the Board of Directors for cause as determined in the sole discretion of the Board of Directors, including suspension for non-payment of dues. Following suspension of membership, the Member Municipality remains liable for all unpaid dues, including dues for the full year in which the Member Municipality's membership was suspended by the Board of Directors.

2.6 **Reinstatement and Waiver of Payment of Unpaid Dues.** The Board of Directors shall have the power to reinstate the membership of a municipality that has been suspended upon payment of dues and the authority to waive, in extraordinary cases, payment of outstanding and unpaid dues, upon the submission of an application to reinstate membership.

ARTICLE III - BOARD OF DIRECTORS

3.1 **Powers.** All powers of the League are vested in the Board of Directors. The Board of Directors shall have the power (i) to conduct, manage and direct the business and affairs of the League, and (ii) to approve membership, create classifications of membership, establish dues schedules and suspend memberships. Except as modified by these Bylaws, the Board of Directors shall have such additional powers as set forth in the Pennsylvania Nonprofit Corporation Law.

3.2 Qualifications and Composition of the Board of Directors. The Board of Directors shall consist of the following members (the Board members or “Directors”): (i) the President, First Vice President and Second Vice President of the League, elected by the Member Municipalities; (ii) six (6) District Directors, each of whom is elected by one of the six (6) districts of the League; (iii) no more than eight (8) nor less than four (4) at-large Directors elected by the Member Municipalities at each Annual Summit of the League; (iv) the two co- chairs of the Legislative Committee of the League appointed by the President; (v) the mayors or other chief executive officers, or their appointees, of Member Municipalities of 70,000 in population or greater; (vi) a municipal official who served as a board member of the National League of Cities; and (vii) any past President of the League, who is willing to serve on the Board of Directors and who has continuous service as an elected official of a Member Municipality or as the Member Municipality’s chief appointed official since his or her service as President. Each member of the Board of Directors shall be an elected municipal official or the Municipal Member’s chief appointed official.

3.3 Tenure of Directors. With the exception of the categories of Directors listed in Subsections 3.3.1 through 3.3.4 below, the term of all Directors shall be one (1) year, commencing immediately following the business meeting of the Annual Summit, and ending at the next succeeding business meeting of the Annual Summit.

3.3.1 Terms of At-Large Directors. At-large Directors shall serve two-year terms with elections taking place on even numbered years. When selecting at-large director candidates, consideration shall be given to the diversity of the Board of Directors, the geographic balance on the Board of Directors and the variety of elected and appointed offices held by Directors currently serving.

3.3.2 Appointees of Large Municipalities. Appointees from the Member Municipalities of 70,000 in population or greater shall hold office at the will of the chief executive officer of their respective municipality.

3.3.3 Past Presidents of the League. A past President may serve as a Director of the Board, provided he or she has continuous service as an elected or appointed official of a Member Municipality since his or her service as President.

3.3.4 Members of Board of Directors of National League of Cities. A municipal official who served as a board member of the National League of Cities, following completion of the municipal official’s term on the National League of Cities Board of Directors, shall serve on the Board of Directors of the League for a term concurrent with the municipal official’s term of service for the Member Municipality.

3.4 Disqualification of Directors. If a Director ceases to be a municipal elected or appointed official or in the event the Director’s appointing municipality withdraws or is suspended from the League, the office held by such Director shall be deemed vacated. If a Director is absent for more than fifty percent (50%) of the regular meetings of the Board of Directors in any one (1) year, the office held by the Director shall be deemed vacated upon the review and recommendation of the Executive Committee and the concurrence of the Board of Directors.

3.5 Removal of a Director. A Board member may be removed from board membership by a majority vote of the members of the Board for conduct that is improper or that damages the mission and purpose of the League. The Board member who is the subject of the removal action may not vote on the removal motion. The subject of removal shall be included in the notice of the meeting.

3.6 Vacancies on Board of Directors. The Board of Directors shall appoint an eligible municipal official to fill a vacancy caused by the withdrawal, disqualification, inability to serve, or removal of a Board member, subject to the remaining provisions of this Section. When the vacancy results from the withdrawal, disqualification, inability to serve or removal of a Director appointed by a Member Municipality having a population of 70,000 residents or greater, the vacancy shall be filled by the chief executive officer of that municipality. When the vacancy is created by the withdrawal, disqualification, inability to serve or removal of a District Representative, the vacancy shall be filled by the Alternate Representative appointed by the officials of the district. If the Alternate Representative refuses to serve, the officials of the district shall name an interim District Representative.

3.7 Meetings of the Board of Directors. The President shall serve as chair at all Board meetings. The Board of Directors shall meet as follows:

3.7.1 Annual Meeting. The Annual Meeting of the Board of Directors shall be held at a date, time and place designated by the President.

3.7.2 Regular Meetings. Regular meetings of the Board of Directors shall be held at the time and place designated by the Board of Directors.

3.7.3 Special Meetings. Special meetings of the Board of Directors may be called by the President upon at least five (5) days' notice given to all members of the Board of Directors, stating the time, place and purpose of the special meeting.

3.7.4 Meetings Conducted by Electronic and Telephonic Means. Members of the Board of Directors may participate in a meeting of the Board of Directors or any committee thereof by means of a telephone or other communications equipment by which all persons participating in the meeting can hear each other.

3.8 Quorum and Voting. Fifty-one percent (51%) of the Directors serving shall constitute a quorum of the Board of Directors. The vote of a majority of the Directors present and voting at a meeting at which a quorum is present shall constitute the act of the Board of Directors, unless a greater number is required by these Bylaws.

3.9 Unanimous Consent of Directors in Lieu of Meeting. Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting if consents in record form setting forth the action so taken are signed by all Directors and are filed with the Secretary of the League.

3.10 **Notice.** Notice sent in the form of mail, facsimile or email shall be sent thirty (30) days in advance of the Annual Meeting and any Regular meeting of the Board.

ARTICLE IV – COMMITTEES OF THE BOARD

4.1 **Board Committees.** The Board of Directors shall have the following standing committees: Executive Committee, Audit and Finance Committee, Governance and Nominating Committee, Credentials Committee, Bylaws Committee and Legislative Committee. The President shall appoint the members of all standing committees and ad hoc committees. Standing committees shall have at least five (5) members and shall not have an even number of members. The President may appoint committee chairs or authorize committees to elect a chair from among their members. Committees of the Board need not be populated solely by members of the Board of Directors, but shall serve under the supervision of the Board of Directors and shall have the powers to perform the duties delegated to them by the Board of Directors. A member of a committee who ceases to be a municipal official shall cease to be a committee member. There shall be no quorum required for committee meetings, with the exception of meetings of the Executive Committee.

4.2 **Executive Committee.** The Executive Committee shall consist of (1) the President, who shall preside over the meetings of the Executive Committee, (2) the First and Second Vice Presidents, (3) the immediate past President of the League, (4) the Legislative Committee Co-chairs, and (5) three to five Directors appointed by the President. The Executive Committee shall have and may exercise the powers of the Board of Directors as may be necessary or appropriate between meetings of the Board of Directors and shall report at the next meeting of the Board of Directors any action taken by the Executive Committee between Board meetings.

4.2.1 **Term of Director Appointed by the President.** A Director appointed by the President to the Executive Committee shall serve a one-year term and shall be eligible to serve an additional term of one year, but may not serve for more than two terms consecutively.

4.2.2 **Quorum and Voting.** Fifty-one percent (51%) of the members of the Executive Committee shall constitute a quorum. The vote of a majority of the members present or participating electronically and voting at a meeting at which a quorum is present shall constitute the act of the Executive Committee, unless a greater number is required by these Bylaws.

4.3 **Audit and Finance Committee.** The Audit and Finance Committee shall review the draft budget prepared by the Executive Director, and submit for approval to the Board of Directors a budget proposing such sums as may be consistent with the purpose of the League for the payment of the proper expenses of the League during the ensuing year. The Audit and Finance Committee shall monitor the approved operating budget and recommend financial policies and practices for the League.

4.4 **Legislative Committee.** The Legislative Committee shall have two co-chairs and shall review policy issues concerning local government, and be responsible for seeking to implement the goals and objectives of the League's legislative program through the Commonwealth's General Assembly and administration, as well as through the United States

Congress and Federal Government, as appropriate. The Legislative Committee shall have the following responsibilities, and any others, as may from time to time be directed by the Board of Directors or the Executive Director:

(i) Participate to such extent as may be necessary in connection with legislation proposed or existing before the state and national legislative assemblies for the purpose of promoting the objectives of the League, or to safeguard its interests and activities and those of its members.

(ii) Interpret and/or develop recommended League policy and existing or proposed legislation. Where no policy exists, the Legislative Committee shall make recommendations to the Board of Directors for the appropriate policy changes.

(iii) Prepare or supervise the preparation of proposed bills implementing the policies approved by the League.

(iv) Do such other things and perform such other duties as are within the scope of the committee, whether specifically enumerated herein or not.

4.5 **Bylaws Committee.** The Bylaws Committee shall review the Bylaws from time to time and make recommendations for amendments that would enable the affairs of the League to be handled with greater ease and efficiency consistent with the Pennsylvania Nonprofit Corporation Law.

4.6 **Governance and Nominating Committee.** The Governance and Nominating Committee shall review the performance of the Board of Directors and shall make recommendations as appropriate to the President. The Governance and Nominating Committee shall also be responsible for nominating candidates for election as officers and to the Board of Directors at the Annual Summit or as otherwise appropriate.

4.7 **Unanimous Consent of Committee in Lieu of Meeting.** Any action that could be taken at a meeting of a committee may be taken without a meeting if consents in record form setting forth the action so taken are signed by all members of the committee. The consents shall be filed with the Secretary of the League.

4.8 **Notice.** Notice sent in the form of overnight delivery, facsimile or email shall be sent three (3) days in advance of any committee meeting.

ARTICLE V – OFFICERS OF THE LEAGUE

5.1 **Officers of the League.** The Member Municipalities shall elect the President, First Vice President, and Second Vice President at the Annual Summit of the League on nomination of the Governance and Nominating Committee or on nomination from the floor. The duties and responsibilities of these officers generally are as follows:

5.1.1 *President.* The President of the League shall serve as chair of the Board, shall have general supervision over implementation of the policies adopted by the Board of Directors, shall act as liaison between the Board of Directors and the Executive

Director of the League, shall preside over all meetings of the Member Municipalities, the Board of Directors and the Executive Committee and shall exercise such other powers and perform such other duties as may be assigned by the Board of Directors. The President shall appoint all ad hoc committees of the League and except for the Governance and Nominating Committee, shall be an ex officio member with vote of all committees and subcommittees. The President shall decide all questions of order and shall have such other powers and perform such other duties as are incumbent upon the President's office.

5.1.2 *First Vice President.* The First Vice President shall exercise such powers and perform such duties as may be assigned by the President or by the Board of Directors. The First Vice President shall serve as chair of the Resolutions Committee at the Annual Summit. In the absence of the President, in the event of the President's inability or refusal to perform the duties of the office, or if the office of the President becomes vacant for any other reason, the First Vice President shall exercise all of the powers and perform all of the duties of the President until the next Annual Summit.

5.1.3 *Second Vice President.* The Second Vice President shall exercise such powers and perform such duties as may be assigned by the Board of Directors. In the absence of the First Vice President, in the event of the First Vice President's inability or refusal to perform the duties of the office, or if the office of the First Vice President becomes vacant for any other reason, the Second Vice President shall exercise all of the powers and perform all of the duties of the First Vice President.

5.2 **Secretary/Treasurer of the League.** The Executive Director shall serve as Secretary/Treasurer. The Secretary/Treasurer shall attend all meetings of the Board of Directors and of the League's Member Municipalities, shall record all votes and minutes of all proceedings, shall give or cause to be given notice of all meetings of the Board of Directors, the Executive Committee and the Member Municipalities and shall perform such other duties as the Board of Directors may direct. The duties of the Secretary/Treasurer related to the financial affairs of the League shall be provided by Board resolution, in the Executive Director's contract of employment, or as set forth in Article VI.

5.3 **Tenure.** The term of office of the President, First Vice President, and Second Vice President shall be one (1) year or until their successors have been elected and qualify. The President, First Vice President, and Second Vice President shall take office upon taking the oath of office immediately after the business meeting at the Annual Summit and shall continue in office until the conclusion of the business meeting at the next succeeding Annual Summit or until their respective successors are elected and take office.

5.4 **Qualifications.** Each of the Officers, with the exception of the Secretary/Treasurer, shall be an elected municipal official or the Municipal Member's chief appointed official. There shall be only one Officer from any one Member Municipality.

5.5 **Consequences of Withdrawal or Termination of Officer.** If the, President, First Vice President or Second Vice President ceases to be an elected or appointed municipal official before the Officer's term of office expires, or in the event the Member Municipality by whom the Officer is employed withdraws or is suspended from the League, the office held by

such Officer shall be deemed vacated.

5.6 Removal of an Officer. The President, First Vice President, and Second Vice President may be removed from office by a majority vote of the Board for conduct that is improper or that damages the mission and purpose of the League.

5.7 Filling of Vacancies. Vacancies in the office of the President or First Vice President shall be filled for the unexpired term and until the next Annual Summit in accordance with Section 5.1. When the office of the Second Vice President is vacant, the Board of Directors may appoint an eligible municipal official of a Member Municipality for the unexpired term and until the next Annual Summit.

ARTICLE VI – EXECUTIVE DIRECTOR

6.1 General. The Executive Director shall be the Chief Executive Officer and shall serve as the Secretary/Treasurer of the League. The Executive Director shall be a non-voting, ex officio member of the Board of Directors, the Executive Committee and all other committees of the Board. The office of Executive Director shall be a full-time position. The Executive Director's compensation shall be fixed by the Board of Directors. The Executive Director shall be elected by a favorable vote of a majority of Board of Directors for an initial term not exceeding two (2) years and shall continue in said office thereafter from year-to-year unless the Executive Director resigns or unless the Board of Directors determines in its sole discretion to remove the Executive Director.

6.2 Role of Executive Director. The duties of the Executive Director shall be as follows:

- (i) To direct, supervise and put into effect all policies recommended and formulated by the Board of Directors.
- (ii) To act as the chief lobbyist, spokesperson, and publisher.
- (iii) To coordinate, administer, manage and direct the overall business administration of the League, including all of its departments, agencies, subsidiaries and affiliated organizations, by whatever name they may be known, or may hereafter be established and created.
- (iv) To act as Secretary of the League, to perform all of the duties and have all of the powers of a secretary of a Pennsylvania nonprofit corporation, and to keep accurate minutes of the proceedings of the League and its Board of Directors.
- (v) To act as Treasurer of the League exercising all the powers of a treasurer of a Pennsylvania nonprofit corporation in the performance of duties as follows:

- To personally inspect all financial accounts and records of the League, to have the records and accounts audited annually by a certified public accountant and to present a complete audit to the Board of Directors for approval.
- To designate two members of the staff, in addition to the Executive Director, who are authorized to sign checks written against League accounts.
- To render a statement of the League's receipts, expenditures and financial position at each meeting of the Board of Directors, at the annual meeting and at any other time the Board of Directors may require.
- To establish, maintain, and approve the financial accounts, transactions and records of the League, and all contracts, legal instruments, or amendments thereto binding the League.
- To receive, deposit and disburse all funds of the League.
- To execute all contracts, legal instruments, and any amendments thereto binding the League, and to countersign or cause to be countersigned all checks in payment of League bills.
- To prepare an annual budget for review of the finance and business development committee and the approval of the Board of Directors.
- To obtain such surety bond as the Board of Directors shall require and the premiums therefore shall be paid by the League.
- To appoint, supervise, and promote, employees of the League, one or more of whom shall be temporarily in charge in the Executive Director's and/or the Deputy Executive Director(s)' absence.
- When necessary, to terminate the employment of various employees of the League, subject to the personnel policy and to report promptly to the board on any such actions.
- To generally do any and all acts necessary or appropriate to carry out the purpose and intent of this Article, whether herein specifically enumerated or not, and to perform such other duties as may be directed and required by the Board of Directors or by these Bylaws.

6.3 Deputy Executive Director(s). The Executive Director shall appoint one or more Deputy Executive Director(s) to assist with the implementation and administration of the duties and the responsibilities outlined in Section 6.2. The Deputy Executive Director(s) shall focus on operations, advocacy, and membership of the association.

6.4 Executive Director Emeritus. Upon motion of the President and the concurrence of the Board of Directors, the title of Emeritus Executive Director shall be conferred upon a retiring Executive Director. The Executive Director Emeritus shall, as is practicable, be available in person or by conference call to provide advice and counsel, upon request, to the President, Executive Director, and the Board of Directors.

ARTICLE VII- DISTRICTS

7.1 Assignment of Districts. The Board of Directors shall assign Member Municipalities, to the following districts within the Commonwealth of Pennsylvania, arranged as nearly as possible based on geographic location, for the purpose of assisting the League in carrying out its purposes and policies:

Southeast District	Northeast District
Southwest District	Northwest
District Southcentral District	Northcentral
District	

The Board of Directors is authorized to reassign Member Municipalities to other districts in its discretion or upon request in record form received from the governing body of a Member Municipality.

7.2 District Meetings. Each district shall meet at least once each year. Copies of meeting notices and minutes of meetings shall be forwarded to the League office within twenty (20) days after each district meeting. At any meeting of a district, each municipality that is a Member Municipality in good standing of the League shall be entitled to representation by an appointed or elected official as the council of such municipality may designate, except in a mayor council form of government where the delegate shall be appointed by the mayor. The appointment or election of an official to serve as delegate to the League shall be in accordance with rules adopted by the Member Municipality that are not inconsistent with these Bylaws.

7.3 Elections. At a meeting to be held at least thirty (30) days prior to the Annual Summit of the League (each, a “District Meeting”), each district shall elect a chair, a vice chair to serve in the absence of the chair, and a representative to the Board of Directors of the League (a “District Representative”). Each district shall also elect an alternate representative to the Board of Directors (“Alternate Representative”), who shall perform all the duties and have all of the powers of the District Representative in the case of the absence, resignation, or ineligibility of the District Representative. Further, in the event that the District Representative is not able to complete a full, one-year term of office, the Alternate Representative shall serve as a non-voting, ex officio representative to the Board of Directors. The elective District Representative shall attend, for the purpose of board orientation, meetings of the Board of Directors, together with the current outgoing District Representative. The district may elect such other officials as it may deem necessary for the efficient operation of the district. Each district shall adopt any and all rules and regulations it may feel proper, so long as they are not inconsistent with these Bylaws or the purposes or policies of the League.

7.4 Disqualification of Member Municipality’s Representative. If, before any meeting of a district, the Executive Director of the League notifies the district chair in record form that a Member Municipality of the district is delinquent in the payment of its dues, no representative of such Member Municipality shall be eligible to attend the district meeting, be a candidate for any office of the district or be the District Representative to the Board of Directors of the League.

7.5 **Meetings of Districts Called by Executive Director.** The Executive Director shall have the power and authority to call a meeting of any district upon failure of the chair of such district to call a meeting within fifteen (15) days after being requested to do so in record form by the Executive Director.

ARTICLE VIII - ANNUAL SUMMIT

8.1 **Annual Summit.** The League shall hold an Annual Summit at least once each year at such place and time as the Board of Directors may fix. The President shall serve as chair of all meetings of the Member Municipalities.

8.1.1 At the Annual Meeting of the League, the order of business shall be as follows:

- Roll Call
- Reports of Officers
- Reports of Executive Director
- Reports of Standing Committees
- Reports of Other Committees
- Addresses, papers, and discussions
- Election of Officers and Directors-at-Large
- Other Business
- Adjournment

8.1.2 Robert's Rules of Order (Revised), the Modern Rules of Order, or other reference source, as determined by the Board, shall govern and control the actions and deliberations of the League.

8.2 **Member Municipality Representation.** Each Member Municipality shall be entitled to representation and attendance at the Annual Summit by its elective and appointive officers and employees and to appoint one such attendee to vote on all matters that may come before the Annual Summit (a "Voting Delegate").

8.3 **Quorum.** The presence of one or more Voting Delegates representing a majority of the Member Municipalities registered and attending the Annual Summit shall constitute a quorum.

8.4 **Voting.** Each Member Municipality shall be entitled to one vote by its Voting Delegate. If there is more than one nominee for an office of the League, the voting shall only be by written, printed or typed ballot. All other voting shall be by showing of hands, except that upon request of one-third (1/3) of the delegates present, a roll call vote or if so stated in the request, a weighted roll call vote shall be had upon any question.

8.4.1 *Majority Vote.* Upon any vote at a meeting where a quorum exists, a majority of Voting Delegates present and voting shall prevail, except upon questions which require more than a majority vote under any of the provisions of these bylaws.

8.4.2 *Weighted Roll Call Vote.* Upon the request of one third (1/3) of the Voting Delegates present and voting at the Annual Meeting, a weighted vote shall be taken in accordance with a weighted voting system. The Secretary/Treasurer shall announce the votes for each Member Municipality voting and upon a roll call determine and report on a final tabulation of the question.

Alternate Weighted Voting System

Annual Dues	Votes
60,000 or above	8
55,000-59,999	7
50,000-54,999	6
40,000-49,999	5
20,000-39,999	4
10,000-19,999	3
5,000-9,999	2
0-4,999	1

8.5 **Annual Summit Committees.** The President shall, at the appropriate time, appoint a program committee, a resolutions committee and such other committees deemed necessary to handle matters in connection with the Annual Summit.

8.5.1 *Program Committee.* It shall be the duty of the Program Committee, in consultation with, and subject to the approval of, the Executive Director to prepare a program of the business sessions, to secure speakers, arrange topics for discussion and in all respects to work in close cooperation with the local committee in the municipality in which the meeting is being held, in order that a complete schedule for the business activities of the Annual Summit may be worked out.

8.5.2 *Credentials Committee.* The Credentials Committee shall have the power to determine the right of any municipality to be represented at the Annual Summit, as well as the right or qualification of any person to act for or on behalf of a Member Municipality in good standing at the Annual Summit.

8.5.3 *Resolutions Committee.* The Resolutions Committee will be chaired by the First Vice President and will be composed of the Voting Delegates. The Resolutions Committee shall meet on the opening day of the Annual Summit to consider resolutions submitted by the Member Municipalities.

(i) Resolutions to be considered by the Resolutions Committee shall be proposed at the district meetings or to the League office at least forty-five (45) days prior to the convening of the Summit.

(ii) Resolutions so submitted shall be forwarded by the League under the signature of the Chair of the Resolutions Committee to each Member Municipality at least thirty (30) days prior to the convening of the Annual Summit.

(iii) The report of the Resolutions Committee shall be presented to the Annual Summit at the time called for in the program. Resolutions which are favorably reported by the Resolutions Committee shall be adopted upon the approval of a majority of the Voting Delegates present and voting. At the request of the sponsor of a resolution not favorably reported by the Resolutions Committee, such resolution, following a reading in full, and co-sponsored by seven (7) Voting Delegates present and voting, shall be put to a vote and shall be adopted upon the approval of two-thirds (2/3) of the Voting Delegates present and voting.

(iv) The rules and procedures governing adoption of resolutions may be temporarily suspended by a two-thirds (2/3) vote of the delegates present and voting for the purpose of considering a resolution of extraordinary importance to League policy. Such resolution shall be typewritten and be co-sponsored by ten (10) appointed delegates present and voting. Such resolution shall be adopted by the affirmative vote of two-thirds (2/3) majority of the delegates present and voting.

8.5.4 *Governance and Nominating Committee.* The members of the Governance and Nominating Committee shall be appointed by the President not less than sixty (60) days before the Annual Summit, and written notice of the appointment of the Committee members shall be given to all Member Municipalities within ten (10) days after such appointment. Any suggestions by Member Municipalities of nominees to be considered by the Committee shall be submitted by Member Municipalities in record form to the League office not less than fifteen (15) days prior to the Annual Summit of the League.

ARTICLE IX - LEAGUE AFFILIATIONS

9.1 **Affiliations.** The League may become affiliated with such other organizations, and may participate in conference or conferences, as the Board of Directors may authorize.

9.2 **Representatives.** In affiliating with or participating in such organizations or conferences, the President, together with such other District Representatives and other Board members as the Board of Directors may select, shall represent the League.

ARTICLE X – INDEMNIFICATION

10.1 **Definitions.** Capitalized terms used in this Article X shall have the meanings set forth below:

10.1.1 “*Affiliate*” shall have the meaning as set forth in Section 2552 of Title 15 of the Pennsylvania Consolidated Statutes Annotated and any successor section.

10.1.2 “*Indemnified Capacity*” means any and all past, present and future services by an Indemnified Representative as a Director, Officer, agent, employee or representative of the League or of an Affiliate, or, at the request of the League or an Affiliate (as evidenced by a writing signed by the President or the Executive Director or a resolution adopted by the Board of Directors), as a director, officer, agent, employee, representative, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity.

10.1.3 “*Indemnified Representative*” means any and all Directors and Officers of the League and any Affiliate and any other person designated as an Indemnified Representative by the President, the Executive Director or the Board of Directors of the League.

10.1.4 “*League*” shall include any domestic or foreign predecessor or successor entity of the League in a merger, consolidation or other transaction in which the predecessor’s or the League’s existence ceased upon a consummation of the transaction.

10.1.5 “*Liability*” means any amount paid in settlement, costs, damages, excise taxes (assessed with respect to an employee benefit plan), expenses (including attorneys’ fees and disbursements), fines, liabilities, losses, judgments, penalties and punitive damages of any nature.

10.1.6 “*Proceeding*” means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative and whether brought by or in the right of the League or any Affiliate in which an Indemnified Representative is a party or witness.

10.2 **Indemnification.** The League shall indemnify each Indemnified Representative to the fullest extent permitted by law against any Liability incurred in connection with any Proceeding in which the Indemnified Representative may be involved as a party or otherwise by reason of the fact that such person is or was serving in an Indemnified Capacity, except:

(i) to the extent indemnification has been finally determined by a final, non-appealable order of a court of competent jurisdiction to be prohibited by applicable law; or

(ii) as provided in Section 10.3 of this Article X.

10.3 **Proceedings Initiated by Indemnified Representatives.** Notwithstanding any other provision of this Article, the League shall not indemnify an Indemnified Representative for any Liability incurred in a Proceeding the Indemnified Representative either initiated (but not including counterclaims) or participated in as an intervenor or amicus curiae unless the initiation of, or participation in, the Proceeding is authorized either before or after its commencement, by the Board of Directors.

10.4 Advancement of Expenses. The League shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an Indemnified Representative in advance of the final disposition of a Proceeding described in Section 10.2 of this Article X or the initiation of or participation in which is authorized by the Board of Directors pursuant to Section 10.3 of this Article X upon receipt of an undertaking by or on behalf of the Indemnified Representative to repay the amount if it is determined by a final, non-appealable order of a court of competent jurisdiction that the Indemnified Representative is not entitled to be indemnified by the League. The financial ability of an Indemnified Representative to repay an advance shall not be a condition to the making of an advance.

10.5 Non-Exclusivity. The rights to indemnification and advancement of expenses provided by this Article X shall not be deemed exclusive of any other rights to which an Indemnified Representative may now or hereafter be entitled under any policy of insurance, trust fund, agreement, statute, provision of the League's articles of incorporation, vote of Directors or otherwise.

10.6 Contract Rights and Vesting. All rights under this Article X shall be deemed to constitute a contract between the League and each Indemnified Representative to which the League and each Indemnified Representative intend to be bound. The right of any Indemnified Representative to indemnification under this Article X shall vest at the time of occurrence or performance of any event, act or omission giving rise to a Proceeding and, once vested, shall not later be impaired as a result of any amendment, repeal, alteration or other modification of any or all of this Article X.

10.7 Continuation of Rights. The rights granted pursuant to, this Article X shall continue as to an Indemnified Representative who has ceased to serve in an Indemnified Capacity and shall inure to the benefit of the estate, heirs, executors and administrators of such Indemnified Representative.

10.8 Security for Indemnification Obligations. The League may purchase and maintain insurance on behalf of any Indemnified Representative, enter into contracts of indemnification with any Indemnified Representative, create a fund of any nature (which may, but need not be, under the control of a trustee) for the benefit of any Indemnified Representative and otherwise secure, in any manner, its obligations with respect to indemnification and advancement of expenses, whether arising under this Article X or otherwise, whether or not the League would have the power to indemnify the Indemnified Representative against such liability under any provision of law, except as provided in Section 5746(b) of the Pennsylvania Nonprofit Corporation Law.

10.9 Recovery. An Indemnified Representative may bring suit against the League to recover the unpaid amount of (a) a claim under Section 10.2 of this Article X that is not paid in full by the League within thirty (30) calendar days after a written claim has been delivered to the Secretary of the League, and (b) a claim under Section 10.4 of this Article X that is not paid in full by the League within ten (10) calendar days after a written claim has been delivered to the Secretary of the League. The rights to indemnification and advancement of fees and expenses provided in this Article X shall be enforceable by an Indemnified Representative in any court of

competent jurisdiction. If the Indemnified Representative is successful in whole or in part in any such suit or in any action brought by the League to recover an advancement of expenses pursuant to the terms of an undertaking, the Indemnified Representative shall be entitled to be paid also the expense (including legal fees and disbursements) of prosecuting or defending such suit. Pending the ultimate disposition of any such suit, the League shall pay all amounts demanded by the Indemnified Representative within the time required by this Section regardless of the position it may take in respect of such suit or otherwise. In any proceeding brought by the Indemnified Representative to enforce a right to indemnification or to an advancement of expenses, or brought by the League to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the Indemnified Representative is not entitled to be indemnified, or to such advancement of expenses, under this Article X or otherwise shall be on the League.

10.10. Changes in Pennsylvania Law. The indemnification provisions of this Article X shall be interpreted in accordance with, and governed by, Pennsylvania law as it existed on the date this Article X was adopted or last amended or as such law thereafter may be changed; provided that:

- (i) in the case of any change in law that expands the liability of an Indemnified Representative or limits the indemnification rights or the rights to advancement of expenses that the League may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Article X shall continue as in effect prior to the change in law, to the extent permitted by law; and
- (ii) if such change permits the League to limit further the liability of an Indemnified Representative or to provide broader indemnification right or rights to the advancement of expenses than the League was permitted to provide prior to such change, then liability shall thereafter be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law, and this Article X shall be deemed to have been so amended without any further action by the Member Municipalities or Directors to amend these Bylaws.

ARTICLE XI - AMENDMENTS

11.1 Amendments. These Bylaws may be amended by a two-thirds (2/3's) vote of the Voting Delegates present and voting at an Annual Summit, provided, however, that the proposed amendments are first approved by the Board of Directors.

ARTICLE XII - SEVERABILITY

12.1 Severability. If any of the provisions of these Bylaws are held by a court of competent jurisdiction to be invalid, the remaining provisions thereof shall not be affected thereby, but shall remain in full force and effect.

AMENDMENT RECORD:

The Bylaws were amended and/or restated as of the following dates:

Amended July 1, 1975

Amended May 23, 1979

Amended June 3, 1981

Amended June 12, 1982

Amended June 28, 1986

Amended June 6, 1987

Amended June 25, 1988

Amended June 24, 1989

Amended June 30, 1990

Amended June 29, 1991

Amended July 11, 1992

Amended June 24, 1994

Amended June 21, 1996

Amended June 27, 1997

Amended June 26, 1998

Amended June 25, 1999

Amended June 23, 2000

Amended June 15, 2001

Amended June 22, 2004

Amended June 23, 2006

Amended June 27, 2008

Amended June 26, 2009

Amended June 24, 2011

Amended June 22, 2012

Amended June 27, 2013

Amended June 19, 2014

Amended and Restated October 7, 2017

Amended October 3, 2019

Amended October 8, 2022