

**BYLAWS
OF
ASTON AMBULANCE AUTHORITY**

1. The Authority.

- A. Name. The name of the Authority shall be as specified in its Articles of Incorporation; to wit: Aston Ambulance Authority, hereinafter "the Authority."
- B. Seal. 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.
- C. Term. The Authority shall exist for a term of fifty (50) years from the date of its incorporation in accordance with the limitations set forth in the Pennsylvania Municipality Authorities Act (the "Authorities Act"); provided, however, that nothing contained herein shall preclude the amendment of the articles to extend such term.
- D. Purpose. The Authority shall exist and function for the purposes as set forth in the aforesaid Articles of Incorporation.

2. Authority members.

- A. The number of Authority members, their terms and qualifications shall be as set forth in the Articles of Incorporation.
- B. Vacancies. Whenever a vacancy occurs, either during or at the expiration of the term of any member, the governing body of the municipality which originally appointed said member shall appoint a successor member to fill the unexpired portion of the term of such member or for a full term in accordance with the Articles of Incorporation.
- C. Compensation. Authority members may be compensated in a manner consistent with the Authorities Act.

3. Meetings.

- A. Annual meeting. The Authority shall hold its annual meeting on the fourth day of January of each year, or the following business day if the fourth day of January does not fall on a business day, and the Authority shall conduct the first regular meeting of each year as its organizational meeting. Officers as hereinafter set forth shall be elected at such meeting. The Authority shall establish regular meeting dates, times and places and conduct such other regular and appropriate business as the Authority deems necessary at such meeting.

- B. Regular meetings. The Authority shall meet at regular scheduled dates, times and places as frequently as the Authority deems appropriate and necessary. Such meetings shall be duly advertised in accordance with law.
- C. Special meetings. The Chairman or any three Authority members may call a special meeting by giving 24 hours' written or personal notice to each Authority member and proper public notice. The purpose of any special meeting shall be stated in the notice.
- D. Public meetings and hearings. The Authority shall conduct such public meetings and hearings as it deems appropriate and as required by law. A sufficient record of the meeting or hearing shall be made and kept by the Authority. The Authority shall give public notice of the meetings by posting the same at the offices of Aston Township.
- E. Quorum. A majority of the Authority members shall constitute a quorum at any meeting for the transaction of business of the Authority; however, a smaller number may meet and adjourn to some other time when a quorum is obtained.
- F. Majority. The Authority shall conduct its business by the rule of the majority vote of the members present at each meeting, provided a quorum is present at the outset of the meeting.
- G. Order of business. At the regular meetings of the Board of the Authority the following shall be the order of business:
 - (1) Call to order;
 - (2) Reading and approval of minutes;
 - (3) Recognition of public for agenda items;
 - (4) Treasurer's Report
 - (5) Engineer's Report;
 - (6) Old business;
 - (7) New business;
 - (8) Recognition of public for non-agenda items;
 - (9) Adjournment;
- H. Manner of voting. The voting of all questions coming before the Board of the Authority, upon request of any member, shall be by roll call, and the ayes and nays shall be entered upon the minutes of such meeting, unless of the vote is unanimous of all members present, and in that case the minutes shall so indicate.

4. Officers.

- A. Officers. The officers of the Authority shall consist of a Chairman, Vice Chairman, Secretary and Treasurer. The Authority may appoint an Assistant Treasurer or Assistant Secretary if it deems such appointment to be appropriate. The Secretary and Treasurer need not be members of the Authority Board.

5. Duties.

- A. It shall be the duty of the Chairman to preside at all regular and special meetings of the Authority, to have general supervision and direction of all other officers and committees, to see that the duties of the officers and purposes of committees are properly performed, to appoint committee members, to be an ex officio member of all committees, and, to the extent authorized by the Authority, to execute contracts, agreements, applications and other documents for the Authority.
- B. The Vice Chairman shall perform the duties of Chairman in the absence of the Chairman and shall perform such other duties as may be prescribed by the Chairman or Authority.
- C. It shall be the duty of the Treasurer to maintain full and accurate accounts of receipts and disbursements in records belonging to the Authority, to deposit all monies and other items of value in the name of the Authority in such institutions as the Authority shall direct, to disburse funds as the Authority shall direct, and to regularly report the financial status of the Authority to the Authority.
- D. The Assistant Treasurer shall perform the duties of the Treasurer in the absence of the Treasurer and shall perform other duties as may be prescribed by the Treasurer or Authority.
- E. It shall be the duty of the Secretary to accurately record the minutes and votes at all meetings in books belonging to the Authority and to be kept for that purpose. The Secretary shall give proper notice of all meetings to the Authority members and the public. The Secretary shall notify the appropriate municipalities of any vacancy of an Authority member appointed by that municipality and of an approaching term expiration of an Authority member appointed by the appropriate municipality. The Secretary shall keep custody of the Seal of the Authority and shall affix the said Seal to instruments requiring the same as directed by the Authority.
- F. The Assistant Secretary shall perform the duties of the Secretary in the absence of the Secretary and shall perform such other duties as may be prescribed by the Secretary or Authority.
- G. In the absence of any officer or in the event of a vacancy in any office, the Authority may designate another Authority member to perform the absent officer's duty or to fill the vacancy until the annual organizational meeting.

6. Other personnel.

- A. Appointment. The Authority may from time to time as it deems appropriate appoint such persons or firms to offer advice to the Authority, including but not limited to Solicitor, Bond Counsel, Accountant, Auditor, Investment Advisor, and Engineer. Such appointed positions shall serve at the pleasure of the Authority or in accordance with contracts or agreements between them and the Authority.
- B. Employees. The Authority may, from time to time as it deems appropriate, employ such other persons or firms to perform duties of an executive, recording secretary, billing clerk, billing and collection of bills, and other employees as may be deemed appropriate by the Authority. The Authority is authorized to enter into contracts or agreements with such employees.
- C. Compensation. The Authority shall establish compensation to be paid to any such appointed

personnel.

7. Indemnification.

- A. The Authority shall indemnify to the fullest extent permitted by law any and all persons who may serve or have served at any time as officials of the Authority or employees of the Authority and their heirs, administrators, successors and assigns, against any and all judgments against such persons in any action, suit or proceeding in which they, or any of them, are made parties or a party by reason of being or having been an official of the Authority or an employee of the Authority where there is a final judicial determination that the act of the official of the Authority or the employee which gave rise to the action, suit or proceeding was, or the official of the Authority or employee in good faith reasonably believed that such act was, within the scope of the office or duties of such person, provided the official of the Authority or employee being indemnified shall have given to the Authority timely prior written notice of the claim of such official of the Authority or employee for such indemnification, as required by the Act. For this purpose, notice shall be deemed to be timely if given not later than 14 days after the commencement of the action resulting in the judgment for which indemnification is claimed.
- B. When an action is brought against an official of the Authority or an employee and either a) it is alleged that the act which gave rise to the claim was within the scope of the office or duties of the official of the Authority or employee, or b) the Board of the Authority determines that such act was within the scope of such office or duties of the official of the Authority or the employee in good faith reasonably believed the act was within the scope of such office of duties, then, upon written request of the official of the Authority or the employee, made not more than 14 days after the commencement of the action, as provided in the Act, the Authority shall defend the action on behalf of the official of the Authority or the employee, at its own expense, or, at its option, provide independent representation for the official of the Authority or employee, also at the expense of the Authority; and the Authority shall also pay on behalf of the official of the Authority or the employee amounts payable in any settlement which settlement has been approved by a disinterested majority of Authority Council of the Authority, or, in the absence thereof, approved by independent counsel for the Authority.
- C. Notwithstanding the foregoing sections of this chapter, i) the Authority shall not indemnify an official of the Authority or employee where there is a final judicial determination that, and ii) the Authority shall not provide any legal defense where the Board of the Authority reasonably determines that the act of the official of the Township or employee which gave rise to the action, suit or proceeding constituted a crime, actual fraud, actual malice or willful misconduct.

8. Miscellaneous.

- A. Bank accounts. The Authority may establish such bank accounts at such institutions as it deems appropriate and shall require the signature of at least two (2) board members for any type of bank withdrawals.
- B. Saving clause. Nothing in this chapter shall be construed to conflict with the Articles of Incorporation of this Authority or the laws of the Commonwealth of Pennsylvania. If, as a result of such conflict or otherwise, any part of this chapter is determined to be invalid, the remaining bylaws or part thereof shall continue in full force and effect.

9. Amendment.

Procedure. This chapter may be amended by passing a proposed amendment at two consecutive meetings of the Authority. The proposed amendment must be approved at both meetings by at least a majority of the total members of the Board of the Authority.