

Amendments To the TCC Bylaws Adopted 01-15-2016

Article I. Board of Delegates/Governing Body

Section 1. Governing Body. The governing body of the Crawford County Tax Collection Committee ("TCC") shall be called the Board of Delegates (the "Board"). The Board shall consist of voting delegates appointed by the Taxing Authorities within the Crawford Tax Collection District. Subject to these Bylaws and Act 32 of 2008 (53 P.S. § 6924.101 *et seq.*) as amended, the Board shall have full power and authority to act as the governing body of the TCC.

Section 2. Delegates. Each Taxing Authority imposing earned income/net profits tax shall appoint one voting delegate, an alternate delegate and, if desired, a second alternate delegate. In the absence of the voting delegate, the alternate delegate will be considered the voting delegate. All delegates serve at the pleasure of and may be removed at any time by the governing body of the Taxing Authority that appointed the delegate.

Section 3. Voting. Except as otherwise expressly provided, all actions taken by the Board shall be by majority of the weighted vote of those delegates present, provided a quorum is present at the time of voting.

The TCC shall recalculate the weighted votes of each Taxing Authority in October of each year, based on the most recent report of Income Tax revenues received as reported by each Taxing Authority to the Department of Community and Economic Development (DCED) or Department of Education.

Section 4. Quorum.

Quorum For General Business. For purposes of holding an official meeting, a quorum shall be established by the presence of at least one third (1/3) a majority of the voting delegates of the TCC.

Quorum For Actions Requiring Super-Majority Vote. For purposes of taking actions requiring a vote of the super-majority of the weighted vote of all delegates as described in Section 9 of these By-Laws, a quorum shall require the presence of two-thirds (2/3) of the weighted votes of all delegates.

For purposes of calculating a quorum, a delegate representing more than one Taxing Authority shall represent ~~an amount in correlation to~~ the number of Taxing Authorities the delegate represents.

Section 5. Meetings. The Board will hold meetings ~~at least three times per year quarterly~~ or more frequently, at times established by the Board, or by the Chairperson in the absence of Board action.

The Board may establish a central meeting place and up to two remote locations where Delegates could gather for a meeting and participate by telephonic or video conferencing.

Public meetings of the Board shall be subject to the Sunshine Act (65 Pa. C.S.S. § 701 *et seq.*). Special meetings may be called by the Chairperson or the Management Committee. The Secretary shall maintain the minutes of the meetings of the Board.

Section 6. Conduct of Meetings. Board meetings will be conducted according to any rules or policies established by the Board, and in default of such action, by Robert's Rules of Order.

Section 7. Board Duties. The duties of the Board shall include the following:

- a. The Board shall receive and review information provided by the Chairman, Management Committee, Officers and others, in order to keep fully informed as to TCC business, operations and other affairs.
- b. The Board shall keep records of all votes and other actions taken by the TCC.
- c. The Board shall appoint ~~and/or contract with~~ ~~and oversee~~ a Tax Collector. In addition, the Board shall set the compensation of the Tax Collector and shall require, hold, set and review the Tax Collector's bond.
- d. Consistent with the law, the Board shall adopt, amend and repeal ~~Bylaws, resolutions~~, policies and procedures for the administration of the collection of taxes within the Tax Collection District. ~~The Board shall monitor and oversee the work of the Tax Collector.~~
- e. Consistent with the law, the Board shall establish the manner in which the Tax Collection Committee shall be organized, administered, operated and financed. The Board shall adopt, amend

and repeal such Bylaws and Resolutions as appropriate for such affairs.

- f. At each regular Board meeting, the Treasurer shall present a report to the Board of all TCC expenditures paid or incurred during the fiscal year and since the last meeting.
- g. Although the Board in performing its duties will rely substantially on information from and decisions by the Chairman, Management Committee, Officers and others, the Board shall have ultimate responsibility and authority with respect to TCC business, financial oversight and other TCC affairs.
- h. The Board will always have the right to direct TCC action on any matter by policy, resolution, directive or other measure, including an action that reverses prior action of any committee, officer or previous Board. Any reversal of a prior action shall not negate any contract rights acquired by a third party pursuant to a contract properly approved before the Board action reversing the prior decision.

Section 8. Retention of Board Authority. Except as otherwise provided in these Bylaws, all powers of the TCC shall be exercised by or under authority of the Board and the business affairs of the TCC shall be managed under direction of the Board. The Board may delegate authority for actions to committees, officers and others. However, without regard to any prior delegation of authority, only the Board shall have authority to act on any of the following:

- a. Adoption, amendment or repeal of Bylaws or resolutions.
- b. Approval to merge or take joint action with one or more other TCCs to form a multi-county TCC.
- c. Approval to acquire, lease, rent or dispose of real or personal property.
- d. Approval of the TCC annual budget.
- e. Appointment or removal of TCC officers.
- f. Establish reasonable compensation for the Officers, including the Chairperson, Vice-Chairperson, Secretary and Treasurer, and members of the Management Committee for performance of official and committee duties and responsibilities.

- g. Appointment of the TCC solicitor, TCC auditor, TCC insurance agent and Tax Appeal Board Members.
- h. Approval to create a bureau to collect taxes within the TCD, or to dissolve any such bureau.
- i. Approval of requests by political subdivisions for the TCC to collect any tax other than Income Tax.
- j. Approval to open, relocate or close any office.
- k. Ratification of all TCC expenditures.
- l. Approval to borrow money, accept grants, incur indebtedness and issue notes, debentures and other obligations to evidence borrowing.
- m. Any other issue or matter as to which the Board may, in the future, adopt a resolution to reserve the authority to act.

Section 9. Vote Required for Certain Decisions. Notwithstanding any other provision of these Bylaws, action taken by the Board on the following issues or matters shall be by roll call vote and shall require the affirmative vote of a two-thirds (2/3) super-majority of the weighted vote of all the delegates present:

- a. Amendment of these Bylaws.
- b. Appointment of the Tax Collector.
- c. Approval to merge or take joint action with one or more other TCCs to form a multi-county TCC.
- d. Approval to purchase or sell real estate.
- e. Approval to borrow money or otherwise incur debt not provided for in a budget approved by the Board.

ARTICLE IV. Officers, Agents and Employees

Section 1. Officers. The Board will have and shall elect the following officers: Chairperson, Vice-Chairperson, Secretary, Treasurer, and any other officers as provided by the Bylaws (the "Officers"). Different offices may be held by the same person if determined appropriate by the Board. Beginning on January 1, 2017, and every year thereafter, each Officer shall hold office for a term of two (2) years ~~one (1) year~~ starting January 1 and until a successor has been elected, or earlier if a vacancy occurs. Any Officer may be removed by the Board at any time, with or without cause.

Section 2. Annual Organizational Meeting. The Board will hold an annual organizational meeting in January or February. At the annual organizational meeting, the Board shall elect officers, if their term has expired or become vacant, and the Management Committee members. Within thirty (30) days after the election of any officer, the Secretary shall notify DCED of the name and address of each officer. At the annual organizational meeting, the Board will also review the Tax Collector's performance, appoint the TCC solicitor, appoint an accounting firm to audit the TCC annual financial statements, appoint the TCC insurance agent (if deemed necessary), appoint Tax Appeal Board members, approve one or more banks or other financial institutions to serve as the primary depository for the TCC or otherwise to accept TCC deposits or provide investments for the TCC, and will take other action as necessary or appropriate.