

■ – Items to be Corrected / Deleted

■ – Proposed Correction / Replacement Copy

■ – Additional comments/suggestions proposed by Board Members following the January Meeting

Bylaws for the North East Community Marina Authority

Article I. The North East Community Marina Authority

Section 1.01 The North East Community Marina Authority, herein after “Authority”, was created by Resolution passed by North East Borough Council on May 7 2024. (Copies of Resolution, Articles of Incorporation, and Certificate of Incorporation are attached.)

Section 1.02 **The Authority has the power.** **The Authority’s purposes are to:**

- (a) To negotiate the purchase of the North East Marina from the Pennsylvania Fish and Boat Commission.
- (b) To create, own, efficiently manage and effectively sustain the North East Community Marina as a regional asset, a recreation destination and a maritime center of excellence.
- (c) To prioritize and provide oversight for existing and expanded product and service offerings, in order to maximize a diversified stream of revenue for the North East Community Marina.
- (d) To work closely with North East Township, North East Borough as well as a diverse group of partners and vendors within the private sector, utilizing Public-Private Partnership (P3) best practices, in the pursuit of innovative approaches to the supplies, services, labor and administration to effectively operate, manage, and grow the North East Community Marina.
- (e) To prioritize and provide oversight for the North East Community Marina’s various capital improvement projects, utilizing Public-Private Partnership (P3) best practices.
- (f) To ensure that any available capital improvement funding is allocated in the most efficient and effective manner, once released by the governor, utilizing cost-effective Public-Private Partnership (P3) best practices.
- (g) To ensure self-sufficiency of the North East Community Marina, through effective operational procedures, successful business practices, a customer-centric approach to the creation and delivery of products and services, efficient facility management, proper and timely maintenance, and continued capital improvements, as well as continuous pursuit of grant funding at the local, state and federal level.
- (h) To actively seek grants and funding from local, State and Federal entities to invest in the infrastructure of the North East Marina.
- (i) To safely invest such grants and funds in bank accounts and money markets until the funds are needed to make infrastructure improvements to the North East Marina.
- (j) **To contract**
- (k) **To hire, fire, promote, train, demote and establish employee relationships with individuals as it deems necessary.**

Section 1.03 All words defined in the motions creating the Authority shall have the same meanings herein.

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Article II. **Board Members**

Section 2.01 The North East Borough shall, by action of its Governing Body, North East Borough Council, appoint five Representatives to the Authority's Board of Directors.

Section 2.02 Each Authority Board Member shall be an individual who must be a resident or business owner within the North East Community, hereinafter defined as North East Borough and North East Township.

Section 2.03 Following initial board appointments, all future terms for members of the Authority's Board of Directors, shall be for a period of three (3) years.

Section 2.04 In the event that an Authority Board Member ceases to meet the qualifications of Article II, Section 2.02 above, or, for whatever reason be unable to properly fulfill their role as a member of the Authority's Board of Directors, his or her appointment shall terminate coincident with the date of their loss of qualifying credential and shall immediately notify the Board and North East Borough Council to appoint a successor.

Section 2.05 The terms of the initial Authority Board Members appointed pursuant to Section 2.01 of this Article shall serve their respective initial terms until they are replaced by an appointment to the position by the North East Borough Council.

- (a) Sixty (60) days prior to the expiration of their initial term, Board Members may express a desire to serve a second, and final three-year term in the form of a written request for consideration to North East Borough Council; that request shall be considered for approval by North East Borough Council at its next public meeting.
- (b) If the request for a second and final three-year term is approved, the respective Board Member's service as a member of the Authority's Board of Directors shall conclude at midnight on December 31st of the calendar year, three-years from the date of that approval.
- (c) If an Authority Board Member wishing to serve a second and final three-year term is not confirmed by a majority vote of North East Borough Council, Council shall then appoint another to fill the vacancy on the Authority Board.
- (d) If an Authority Board Member chooses not to pursue a second and final three-year term, he/she shall notify North East Borough Council, in writing by November 15th of the calendar year their term is due to expire. If that Authority Board Member fails to provide such written notification, their term shall end, as scheduled on December 31st.
- (e) North East Borough Council shall appoint a new Authority Board Member who will formally join the Authority Board at its next public meeting or at the conclusion of the previous Authority Board Member's term.
- (f) As the term of each of the original Authority Board Members ends, the next Authority Board Member appointed by North East Borough Council shall be nominated and appointed. That Authority Board Member shall then serve an initial term of three (3) years;
- (g) In the event an Authority Board Member is unable, for any reason, to fulfill their term, that Authority Board Member shall notify the North East Borough Council in writing of his or her resignation and effective date. A replacement shall be nominated and appointed by North East Borough Council. The newly appointed Authority Board Member shall then serve the remainder of the departed Authority Board Member's term.
- (h) In the event an Authority Board Member resigns or is replaced, that action will not affect the terms of other Authority Board Members.

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Section 2.06 Authority Board Members shall serve without compensation.

Article III. The Business of the Authority

Section 3.01 The business of the Authority shall be conducted by its Board of Directors, which shall be responsible for policy, strategic direction, financial oversight and oversight of any Authority employee. A quorum of members, either physically present or remotely present, shall be required at any meeting to review and approve any motions designed to conduct the business of the Authority.

Section 3.02 The Authority's Board of Directors shall be responsible for the implementation of policy and strategic direction and will have the day to day operational authority for the routine, day-to-day business of the Authority. This Authority includes financial expenditures related to operations until and unless an Executive Director is hired. If that were to occur, the Authority shall establish the parameters of the Executive Director's Authority.

The Authority's Executive Director shall be responsible for the implementation of policy and strategic direction, as established by the Board of Directors. He/she shall have operational authority for the routine, day-to-day business of the Authority. His/her authority for financial expenditures related to operations and the routine, day-to-day business of the Authority shall be established by the Board of Directors. Until such a time as an Executive Director is appointed, those duties and responsibilities shall be fulfilled by the members of the Authority's Board of Directors.

Section 3.03 The fiscal year of the Authority shall begin on January 1 and end on December 31st of the following year.

The Authority's Fiscal Year shall align with the calendar year, beginning on January 1 and ending on December 31.

Article IV. Offices

Section 4.01 From the Authority Board Members, the Board shall elect officers. All officers shall serve for a term of one (1) year. The Authority Board may elect an officer to serve a second, one (1)-year term but no officer shall serve more than two (2) consecutive years in the same office.

Section 4.02 The Chairman shall:

- (a) Preside at all meetings of the Authority;
- (b) Have all the duties and responsibilities of every other Representative, including:
 - (1) the power ability to vote on all actions before the Board;
 - (2) the ability to make motions for the Board's consideration;
- (c) Other provisions of these Bylaws shall not be construed to negate Article IV, Section 4.02 (b) (1) and (2) herein.

Section 4.03 The Vice-Chairman shall act for the Chairman in his or her his/her absence, and exercise the same authority as the Chair if doing so. Vice Chair must have same authority as Chair if chair is unavailable or ill.

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Section 4.04 The Secretary shall:

- (a) Keep the records of the Authority;
- (b) Prepare draft minutes of each meeting, distribute same to all Authority Board Members and maintain the approved minutes in a safe and secure manner;
- (c) Notify all Authority Board Members of committee meetings and hearings;
- (d) Cause to be published in a newspaper of general circulation notices of all meetings and hearings so as to comply with the Pennsylvania Sunshine Act (65 Pa. C.S.A. 701 et.seq.);
- (e) Receive, distribute, and file correspondence, and prepare correspondence as may be directed by the Authority Board or Chairman;
- (f) Perform such duties as are normally associated with the role of Secretary.

Section 4.05 The Treasurer shall be in charge of the general financial affairs of the Authority, and shall:

- (a) If required by the Authority Board, be bonded for faithful performance, and the Authority Board may purchase the bond in an amount set by the Authority Board and in a form approved by the solicitor;
- (b) Maintain a record of all receipts and disbursements;
- (c) Annually submit the records for audit by a CPA doing business in the community.
- (d) Perform such duties as are normally associated with the role of Treasurer.

Section 4.06 The offices of Secretary and Treasurer may be held by one person. If the offices are held by one individual, the provisions of Sections 4.04 and 4.05 of this Article shall apply.

Section 4.07 At the end of their term of office, the Secretary, Treasurer, or Secretary/Treasurer shall turn over to their successor(s) all records, books, papers and other data, whether printed or maintained in an electromagnetic/electronic file system (computer, hard drive, computer disk, CD ROM or similar device).

Section 4.08 All records maintained by the Secretary, Treasurer, or Secretary/Treasurer are, at all times, the property of the Authority.

Section 4.09 All checks drawn on accounts of the Authority Board shall be signed by the Treasurer and the Executive Director. **Until such a time as an Executive Director is appointed, that role shall be fulfilled by the Board Chair.**

Section 4.10 **The Authority Board shall establish guidelines to define the purchasing authority by any one member of the Authority Board. All requests for payment of bills must be in writing and approved by the Authority's Treasurer before final vote by the Authority Board.**

The Executive Director (or in the absence of an Executive Director, the Chairman of the Authority Board) is authorized to approve expenditures of up to \$500.00 per month for operational or incidental costs as deemed appropriate. Any such expenditure shall be reported to the Board at the next regular meeting for acceptance/approval. The Authority Board shall establish guidelines to define the purchasing authority of the Executive Director. All requests for payment of bills must be in writing and approved by the Treasurer before final vote by the Authority Board. Until such a time as an Executive Director is appointed, purchasing duties and responsibilities shall be determined and fulfilled by the members of the Authority's Board of Directors.

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Article V. Meetings

Section 5.01 The Authority Board shall have twelve (12) meetings each calendar year, meeting each month.

Section 5.02 The Authority Board shall meet at time(s) and place(s) set by the Authority Board. If a member of the Authority Board is not able to physically attend a meeting, one or more Authority Board Members may participate by means of telephonic conference call, TEAMS, Zoom or other similar technology that allows for all persons participating in the meeting to hear and speak with one another at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting and shall be counted for the purpose of determining a quorum. A remotely participating Authority Board Member shall have the same rights and privileges as an Authority Board Member participating in person, including the right to vote. Such vote, however will be roll call vote of all Authority Board Members constituting a quorum.

The Authority Board shall meet at time(s) and place(s) set by the Authority Board. If a member of the Authority Board is not able to physically attend a meeting, one or more Authority Board Members may attend and participate by means of telephonic conference call, TEAMS, Zoom or other similar technology. Participation in a meeting by such means shall be counted for the purpose of determining a quorum.

Any Board Member participating shall have the right to discuss and vote on any agenda item.

Section 5.03 The Chairman shall call a Special Meeting of the Authority upon written request of three or more Authority Board Members.

Section 5.04 All Authority Board meetings shall be open to the public and advertised pursuant to the Pennsylvania Sunshine Act, 65 Pa. C.S. § 701, et. seq.

Section 5.05 The Authority Board may meet in Executive Session pursuant to the provisions of the Pennsylvania Sunshine Act, 65 Pa. C.S. § 708.

Section 5.06 Public Participation at advertised meetings will be pursuant to the Pennsylvania Sunshine Act, 65 Pa.C.S. § 710.1.

Section 5.07 Any meeting advertised pursuant to the Pennsylvania Sunshine Act can be cancelled if the cancellation is posted no less than 24 hours prior to the start of the meeting. Such notice will be placed on social media and a sign will be posted at the meeting site.

Section 5.08 Authority business shall be conducted according to “Robert’s Rules of Order”.

Section 5.09 Every Authority Board Member shall receive a copy of the draft minutes of all Board meetings within five (5) business days of the date of the meeting.

Section 5.10 Every Authority Board Member shall receive the meeting notice and a copy of the agenda no less than five (5) business days prior to the date of every Authority Board meeting.

Section 5.11 A quorum shall be necessary to conduct the business of the Authority Board. A quorum shall consist of three (3) members of the Authority Board.

Section 5.12 All action items shall be by a majority of the Authority Board Members present and voting, as outlined in Article III of these Bylaws.

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Article VI. Committees, Subcommittees

Section 6.01 The following five (5) four (4) standing subcommittees shall exist to assist in the effective functioning of the Authority Board and its review of issues: Executive, Audit, Finance and & Budget, Personnel, and Policy and & Planning. These subcommittees shall be created by resolution and continue to exist by resolution. The Chairman of the Board may, from time to time, as deemed necessary, also establish an ad hoc committee for specific and limited purposes. All committees, whether standing or ad hoc, are advisory and not authorized to take any official action on behalf of the Authority Board. The work of subcommittees shall be reported with potential recommendations, where applicable, to the Boards for approval or any additional action.

Section 6.02 Membership on and the designation of the chair of each committee shall be determined by the Chairman of the Authority Board, unless otherwise established by the Authority Board. The Chairman shall appoint subcommittee members from the entire body of Authority Board Members, as applicable. He/she shall designate the chairperson of each subcommittee. In no event shall any committee consist of more than a quorum of members of the full Authority Board.

Section 6.03 Subcommittee Members shall serve for one year or until a successor to their respective subcommittee seat is appointed.

Article VII Code of Ethics

Section 7.01 All Authority Board Members and appointees to all committees established by the Authority Board, are bound by the provisions of the Pennsylvania Public Officials and Employee Ethics Act, 65 Pa.C.S. § 101-1113, et. seq. and by any code or policy of the Authority in the nature of code of ethics or conduct.

Section 7.02 Any Authority Board Member or committee appointee, who in the discharge of his or her official duties, would be required to take an action or make a decision that would be inconsistent with any of the provisions of the Ethics Act or any Authority Code of Conduct, shall instead take the following actions:

- (a) Prepare a written statement describing the matter requiring action or decision and the nature of his or her interests affected with respect to such action or decision.
- (b) Cause copies of such statements to be delivered to the Chairman of the Authority and committee with a copy to the Secretary.
- (c) If a Board member, the individual shall also deliver a copy of such statement to the presiding officer and shall abstain from participating in the discussion of or vote on the matter at Authority Board meetings and otherwise. The presiding officer shall cause such statements to be noted in the minutes and shall exclude the member from any votes, deliberations and other action on the matter.
- (d) If a committee member and not an Authority Board Member, the individual shall withdraw from participation in this matter.

Article VIII. Employees

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ARTICLE Article IX. Consultants and Inter-Governmental Cooperation

Section 9.01 To conduct the work envisioned and enumerated as the Purposes for which it was created, the Authority shall have the responsibility and power to:

- (a) Establish mutually beneficial relationships by contract or other agreement with North East Township, North East Borough, other governmental agencies and private sector partners, utilizing Public-Private Partnership (P3) best practices to secure necessary services, supplies, labor and administrative support, in the most effective and cost-efficient manner possible.
- (b) Establish relationships by contract or other agreement with individuals or firms to secure professional consulting services on an a-needed basis, such as, but not limited to:
 - (1) Professional Engineers (PE);
 - (2) Certified Public Accountant (CPA);
 - (3) Solicitor;
 - (4) Technical and Subject Matter Expert (SME) consultants;
- (c) To establish criteria suitable for screening potential consultants.

Section 9.02 The powers in Section 9.01(a) and (b) of this Article are reserved exclusively for the Authority Board.

Section 9.03 The Authority shall, at its expense and in an amount not less than the maximum sum expected to be in the Committee's Authority's accounts, purchase a fidelity bond guaranteeing the faithful performance of Authority Board Members and every employee who handles any moneys on behalf of the Authority.

Article X. Amendments

Section 10.01 These Bylaws may be amended at any meeting of the Authority Board provided that any proposed change has been submitted to the Authority Board Secretary and that a written copy of the proposed amendment has been distributed by the Authority Board Secretary to every member of the Authority's Board Members, at least seven (7) days prior to a regularly scheduled meeting. The proposed change to the Bylaws will then be placed on the agenda for that meeting, to be read, discussed, and reviewed for approval, by motion, at the next regularly scheduled meeting of the Authority Board.

Section 10.02 Amendments shall take effect upon their adoption unless the Amendment incorporates a different effective date. All amendments and changes to the bylaws must be with the unanimous vote of the Authority Board. Why not a unanimous vote?

Section 10.03 Within fifteen (15) days following adoption of an amendment to these Bylaws, each Member of the Authority Board and each member of North East Borough Council shall receive an updated copy of the entire Bylaws document incorporating the amendatory language.

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Article XI. Sale of Marina Property

Section 11.01 If unforeseen circumstances warrant the consideration of the Authority to sell the North East Marina property, the Authority Board must adhere to the following process before any sale may take place:

While it is the full and complete intention of the Authority to successfully operate and grow the North East Community Marina as a recreational and maritime asset for many generations, unforeseen circumstances may warrant the consideration of the Board to sell Marina property at some point in the future. In that case, the Board must adhere to the following process before any sale may take place:

(a) Every effort must be taken to conduct due diligence sale ant the proposed sale is in the best interest of the North East Community Marina, residents and visitors to North East Borough and North East Township,

Every effort must be taken to conduct due diligence on the situation surrounding the sale, to ensure the proposed sale is in the best interests of the customers and partners of the North East Community Marina, as well as the residents of (and visitors to) North East Township and North East Borough.

- (b) A motion for sale (with supporting documentation) must be passed unanimously by the Authority Board.
- (c) The details of the proposed sale and motion by the Authority Board must be brought before North East Borough Council at a public meeting, for discussion. If additional information is requested by any member of North East Borough Council, that request must be investigated and a full report of the findings shall be provided to North East Borough Council at a future public meeting.
- (d) North East Borough Council must provide an endorsement of the proposed sale, in the form of a Resolution or Ordinance approved by all of its elected members at a regularly scheduled public meeting. The Authority must use all forms of communication possible to announce and must formally advertise this agenda item for that regularly scheduled meeting.

Article XII Liability Limitation

Section 12.01. No Authority Board Member or appointee to an Authority committee shall be personally liable for monetary damages for any action taken or any failure to take an action as an Authority Board Member of or Subcommittee appointee unless the Authority Board Member or Subcommittee appointee has breached or failed to perform the duties of his or her office and that breach or failure to perform constitutes a crime, self-dealing, willful misconduct or recklessness.


This Section shall not apply to (i) responsibility or Liability pursuant to any criminal statute, or (ii) the liability for the payment of taxes pursuant to federal, state, or local law.

Article XIII. Effective Date


Section 13.01 These Bylaws shall take effect immediately upon their adoption.

Section 13.02 These Bylaws shall govern all activities of the Authority.

Section 13.03 In the event that the Authority has undertaken any activities before the adoption of these Bylaws, the adoption of these Bylaws shall have no effect upon those activities, and the prior actions of the Authority shall remain in full force and effect until they may be altered, set aside, repealed, revised or otherwise by subsequent Authority action taken pursuant to these Bylaws.

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By action of the Authority, these Bylaws are hereby adopted this _____ day of _____, 2024  .

ATTEST:

I certify that this is a true and complete copy of the Bylaws of the Authority as adopted on the above referenced date.

 Ed Mascharka III

 Secretary

North East Community Marina Authority