



**BYLAWS**  
**OF THE**  
**NORTHEASTERN PENNSYLVANIA ALLIANCE**  
**NOVEMBER 20, 2013**

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NORTHEASTERN PENNSYLVANIA ALLIANCE**

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**ARTICLE I****GENERAL INFORMATION**

- SECTION 1.** **CORPORATE NAME.** The name of the organization shall be the Economic Development Council of Northeastern Pennsylvania dba Northeastern Pennsylvania Alliance (hereinafter referred to as either “NEPA” or the “Alliance”). The principal office of NEPA shall be 1151 Oak Street, Pittston, Pennsylvania 18640-3726.
- SECTION 2.** **ORGANIZATION.** NEPA is a private, non-profit research, planning, and development organization representing a wide spectrum of interest groups in Northeastern Pennsylvania serving both the private and public sectors in the following seven counties: Carbon, Lackawanna, Luzerne, Monroe, Pike, Schuylkill, and Wayne. Among other things, NEPA serves as the Local Development District and Economic Development District under federal and state programs for the regional coordination and delivery of economic, infrastructure, planning, and community development programs and other services.
- SECTION 3.** **PURPOSE.** The purpose of this organization is to promote effective partnerships and collaboration that will provide a non-partisan organizational framework to promote the continued community and economic development of the seven county region through the retention and expansion of industrial, commercial, financial, research, educational, technology and other allied business and development activities, as well as to improve the region’s environment, recreational facilities, and quality of life without duplicating the efforts of other established public and private local agencies.

**ARTICLE II**

**OBJECTIVES, POWERS AND DUTIES**

**SECTION 1. OBJECTIVES.** The Alliance shall engage in certain specified areas of activities as a means of providing an environment conducive to improving the quality of life throughout the seven county region of the Northeast district.

**SECTION 2. POWER AND DUTIES.** The Alliance serves as an Economic Development District (EDD) as established by the US Department of Commerce, Economic Development Administration (EDA) and as a Local Development District (LDD) as established by the U.S. Appalachian Regional Commission (ARC) and the Pennsylvania Department of Community and Economic Development (DCED). The powers and duties of the Alliance are consistent with applicable federal and state law outlined as follows:

A. ARC Goals and Objectives

1. Increase job opportunities and per capita income in Appalachia to reach parity with the nation.
2. Strengthen the capacity of the people of Appalachia to compete in the global economy.
3. Develop and improve Appalachia's infrastructure to make the region economically competitive.
4. Build the Appalachian Development Highway System to reduce Appalachia's isolation.

B. ARC/LDD Goals and Objectives

1. They should perform a wide range of area-wide planning, program development and

program coordination functions.

2. They should assist local governments in the provision of local services.
3. They should promote and actively pursue a public/private partnership at the local level as the basis for developing and strengthening the local economy.

**C. EDA Code of Federal Regulations**

The District Organization shall engage in the full range of economic development activities listed in its EDA-approved Comprehensive Economic Development Strategy (CEDS). These activities may include:

1. Coordinating and implementing economic development activities in the District.
2. Carrying out economic development research, planning implementation and advisory functions identified in the CEDS; and
3. Coordinating the development and implementation of the CEDS with other local, state, federal and private organizations.

**D. Pennsylvania Local Development District Act**

Section 6 of the Pennsylvania Local Development District Act (See Article I, Section 2) confers upon Local Development Districts the following powers and duties.

**“Section 6. Power and duties of local development districts.”**

“(a) Research and coordination. Each Local Development District (LDD) may conduct necessary research and studies and coordinate and cooperate with all appropriate groups and agencies in order to develop a long-range economic development strategy for the

district. The strategy should establish goals and objectives, identify key challenges facing the district, provide needed services to businesses to enhance economic development in their respective geographical areas and establish actions and investments needed to cope with those challenges.

“(b) Development activities. Each LDD shall conduct enterprise development activities, which shall be broadly interpreted to include, but not necessarily be limited to:

- (1) Business finance assistance.
- (2) Capital formation.
- (3) Market development.
- (4) Export marketing assistance.
- (5) Government procurement assistance.
  
- (6) Matchmaker (MNET)/import substitution programs.

“(c) Loan programs. Each LDD shall have the authority to administer loan programs and to extend loans for economic development to private firms, nonprofit organizations and public agencies subject to the provisions of all applicable laws and regulations.

“(d) Agency coordination. Each LDD shall encourage intergovernmental coordination as well as public and private cooperation, aiming to achieve broad and varied perspectives to enhance problem resolution.

“(e) Related activities. Each LDD may also conduct other development activities, which may include, but need not be limited to, the following:

- (1) Community development.
- (2) Housing.
- (3) Energy conservation.
- (4) Water and sewer.
- (5) Waste disposal.
- (6) Transportation.
- (7) Recreation.
- (8) Tourism.
- (9) Education and training.

- (10) Local government improvement.
- (11) Environment.
- (12) Health and human resources.
- (13) Any other element appropriate and necessary for

the health, safety and welfare of the citizens in the respective districts.

“(f) Additional power and duties. Each LDD shall also have the power and authority to:

- (1) Provide, upon request, basic administrative, research and planning services for any public agency or local political subdivision located within the district.
- (2) Accept, receive and administer loans, contracts, grants or other funds or gifts from public and private agencies, including the Federal Government and the Commonwealth for the purpose of carrying out the functions of the district.
- (3) Provide assistance to communities, the private sector, public and private partnerships or wherever special expertise is needed to achieve some worthwhile public objective.
- (4) Offer training and education opportunities.
- (5) Acquire, hold as may be necessary and convenient, encumber or dispose of real and personal property, except that no local development district shall have the power of eminent domain.
- (6) Charge fees, rents and otherwise charge for services provided by the local development district, except that no local development district shall have any power to levy taxes.
- (7) Enter into interlocal agreements or interstate compacts to the extent authorized by laws of this Commonwealth.
- (8) Promote the orderly growth, development and redevelopment of the district in accordance with long-term objectives, principles and standards that are in the

best interests of the welfare of this district's residents.

- (9) Promote the conservation of land, water and air in the district.
- (10) Act as the regional clearinghouse for data and information.”

**ARTICLE III**

**BOARD MEMBERSHIP**

**SECTION 1.** **BOARD MEMBERSHIP.** Board Membership in the Alliance shall be open to all persons, who shall be residents of, or have interests in the Northeastern Pennsylvania Alliance, and who shall express an interest in the advancement of the Alliance's purposes.

**SECTION 2.** **ADMISSION OF MEMBERSHIP.** Admission of Board Membership in the Alliance shall be approved by the Board of Directors. The Board of Directors will prescribe such reasonable rules and membership investment as it deems appropriate.

**SECTION 3.** **VOTING RIGHTS.** Each Board Member shall have the right to one vote at every meeting of such Board Members, which can only be called by the Board of Directors.

**SECTION 4.** **EXPULSION.** No Board Member of the Alliance shall be expelled from the Alliance without just cause and notice. The non-payment of dues after proper notification automatically becomes a just cause. Other applicable reasons may be determined by the Executive Committee. For reasons other than non-payment of dues, a hearing before a Committee of at least five (5) members of the Board of Directors shall be the process for considering member expulsion. Thereafter, the Committee shall report its recommendations to the Board of Directors; that body shall be empowered to expel such member. Written

notice shall be given to the member concerning the action of the Board of Directors.

**SECTION 5. BOARD MEMBERSHIP NON-TRANSFERABLE.** Board Membership in the Alliance, or any right arising from membership in the Alliance, is not transferable.

#### **ARTICLE IV**

#### **BOARD OF DIRECTORS**

**SECTION 1. GENERAL POWERS.** The Board of Directors shall have full power to conduct, manage and direct the business of the Alliance, including without limitation the promulgation of rules and regulations for operating the Alliance, and shall cause the President & CEO to submit a report of the Alliance's activities within one hundred eighty (180) days of the close of the Fiscal Year on June 30<sup>th</sup>.

**SECTION 2. COMPOSITION, NUMBER AND TERM OF OFFICE.** The Board of Directors shall consist of up to 45 voting members and such non-voting, Ex Officio members and such Directors Emeritus as may be appointed and may elect to serve from time to time.

#### **Voting Members.**

The voting members of the Board of Directors shall be composed of (i) representatives of the seven counties, (ii) up to three At-Large Directors, who are Past Board Chairs or Past Presidents of the Alliance, and (iii) up to five (5) other At Large Directors. The representatives of the seven counties shall be elected by the Board of Directors following nomination by the Nominating Committee, provided that each of the seven counties comprising the Northeastern Pennsylvania Alliance shall have at least five (5) representatives

on the Board of Directors, which will include one Officer from each county, with any county that has more than 200,000 population as determined by the latest official biennial United States census to be granted one additional Director representative on the Board of Directors. All At Large Directors shall be appointed by the Board Chairperson following nomination by the Nominating Committee. The composition of the Board of Directors shall be reviewed annually for consistency with the composition requirements of the Alliance's funding agencies.

**Additional Requirements.**

The Chairperson of the Board of County Commissioners, or the Chief Elected Official, in each of the seven counties will serve as one of the Board representatives for their respective counties, provided that the governing body of each county may instead appoint a designated fellow County Commissioner, or other elected official, from their respective county as the official Chief Elected Official representative from their county. In addition, the Chief Elected Official designated to serve may name an alternate representative to participate and vote on his/her behalf in his/her absence, but under no circumstances may an alternate and the Chief Elected Official they represent both vote at the same meeting. The Chief Elected Official representative will have voting rights precedence in dual attendance circumstances.

The composition of the Board of Directors shall be comprised of a public sector majority to be consistent with representation requirements of several of the funding agencies' regulations.

**Non-Voting Members.**

The three non voting Ex-Officio members of the Board shall be the Board Chair of Penn's

Northeast, the Board Chair of the Pocono Northeast Development Fund d/b/a Non Profit Community Assistance Center (NCAC), and the President & CEO of the Northeastern Pennsylvania Alliance.

In addition, any member of the Board of Directors that has served continuously for fifteen (15) or more years may be nominated as a Director Emeritus. Individuals elected Director Emeritus shall retain lifetime, non-voting membership on the Northeastern Pennsylvania Alliance Board of Directors. In order to achieve Director Emeritus status, a Director must complete the continuous service requirement, be nominated by the Board Chairperson and be elected by a majority of the Executive Committee. Individuals elected Director Emeritus cannot hold any other Director or Officer position with the Northeastern Pennsylvania Alliance. Director's Emeritus shall forfeit their board seat if they do not attend at least one meeting, or fail to maintain valid contact with the Alliance for five (5) years or longer.

**Terms of Directors.**

Approximately half of the total number of Directors directly representing the seven (7) counties shall be initially elected for a term of two (2) years, and the other half shall be elected for a term of one (1) year. Such Board members whose terms expire and who continue to serve shall be elected for two (2) year terms. All At Large members and Ex Officio members shall be appointed for (1) year terms, and all Directors Emeritus shall be appointed for life or until removed pursuant to these Bylaws. All volunteer Officers shall be elected two (2) year terms. All Directors, including volunteer Officers who are Directors, may be elected for successive terms.

**SECTION 3.**

**NOMINATION AND ELECTION/APPOINTMENT OF DIRECTORS AND**

**OFFICERS.** Nominations for election or appointment to the Board of Directors, and as an Officer, shall be made by the Nominating Committee. All At Large members, Ex Officio members, and Directors Emeritus shall be appointed by the Board Chairperson upon nomination by the Nominating Committee. A ballot containing the list of nominees for Directors representing the seven counties, which should not include those directors who will be serving the second year of their previously elected term, shall be presented to each member of the Board of Directors in May of each year. Elections of Directors representing the seven counties will take place no later than June 30<sup>th</sup> of each year at a regular or special meeting of the Board of Directors.

The Alliance may hold an Annual Meeting of the Board of Directors each year in addition to the regular meetings of the Board. The Executive Committee will annually determine if an Annual Meeting will be held. The presence in person of sixteen (16) Directors, Officers shall constitute a quorum at the Annual Meeting for transaction of all business.

The Annual Dinner of the Alliance shall be held each year at a date, time, and place determined by the Board of Directors. Invitations to the Annual Dinner shall be mailed to Board Officers, Directors, members and the public.

**SECTION 4.**

**MEETINGS, QUORUM AND VOTING.**

There shall be a minimum of five (5) regularly scheduled meetings during each fiscal year, which shall be held on such dates, places and times as the Board of Directors may determine. A written notice at least seven (7) days

prior to each meeting is required. The presence of sixteen (16) members of the Board of Directors shall constitute a quorum and an official meeting for the conduct of all business. The majority vote of the members of the Board of Directors present, assuming a quorum, shall rule. If a quorum is not present at a meeting, a majority of those present can adjourn the meeting to a later date.

**SECTION 5.**

**OFFICERS.** The volunteer Officers of the Alliance, who shall also be Board Members directly representing their respective counties, shall be nominated by the Nominating Committee and shall be elected annually by the Board of Directors. Each of the volunteer Officers shall be selected from one of the counties served by the Alliance. The Officers of the Alliance shall be (i) the President & CEO, who shall be the professional Officer of the Alliance, (ii) the Board Chairperson, who shall be the principal volunteer Officer of the Alliance, who shall preside at the Annual Meeting, all Board meetings, and meetings of the Executive Committee, who shall give approval for the agendas for the Annual Meeting and each Board meeting, and who shall be an Ex-Officio member of all standing committees, except the Nominating Committee; (iii) a First-Vice Board Chairperson, who shall act in the absence of the Board Chairperson, (iv) A Second-Vice Board Chairperson, (v) a Treasurer, who shall be responsible for reviewing at regular Board meetings the current period Financial Statements, and for reviewing the proposed Fiscal Year annual budget; (vi) an Assistant Treasurer, (vii) a Secretary, who shall be responsible for signing documents, as required, and who shall be responsible for reviewing and signing minutes of all meetings of the Board prior to mailing to Board members; and (viii) an Assistant Secretary, who shall act in the absence or unavailability of the Secretary. The immediate Past Board Chairperson will also serve as an Officer for a two year term.

**SECTION 6**            **RESIGNATIONS** A Board Member who resigns shall give written notice to the Board Chairperson or Secretary. Such resignation shall take effect on the date of receipt of such notice.

**SECTION 7.**            **VACANCIES** Whenever a vacancy shall occur on the Board of Directors, including an Officer position, the Nominating Committee shall recommend a nominee to fill the unexpired term by notice to each Director at least twenty one (21) days prior to the next regularly scheduled meeting of the Board of Directors.

**SECTION 8.**            **SPECIAL MEETINGS OF THE BOARD OF DIRECTORS:** Special Meetings of the Board of Directors may be called by the Board Chairperson or ten percent (10%) of the members of the Board of Directors on notice received by each Director three (3) days in advance of the date of the meeting. The notice of the meeting shall be given to a Director by mail, by e-mail, by fax, or other electronic means. Such notice shall state the date, time, place and purpose of the meeting. If the Secretary fails to give the notice required, the person or persons calling the meeting may do so. The formal three (3) day notice may be waived by the Board Chairperson in emergency circumstances; provided that notice shall be given to each voting Director to the physical or electronic address of such Director in the possession of the corporation.

#### **ARTICLE V**

#### **COMMITTEES**

**SECTION 1.**            **STANDING COMMITTEES.** The Alliance shall have the below listed standing

committees. Except for the Executive Committee, members may be selected from among the Directors, or members of the Alliance or individuals residing in and/or having significant business interests within the seven counties. The Chairpersons and members of each committee, excluding the Executive Committee, shall be appointed by the Board Chairperson as soon as it is practicable following the Board Chairperson's election in June. It is desirable that at least one member of the Board serve on each of the Standing Committees.

- A. Budget & Finance Committee
- B. Bylaws Committee
- C. Communications & Membership Committee
- D. Executive Committee
- E. Nominating Committee
- F. Non-Profit & Community Assistance Center (NCAC)
- G. Northeastern Pennsylvania Metropolitan Planning Organization (NEPA MPO)
- H. Personnel Committee
- I. Regional Project Review Committee
- J. Revolving Loan Fund Committee
- K. Transportation Committee

**SECTION 2.**        **AD HOC COMMITTEES.** Ad Hoc Committees, as may be requested by the Board Chairperson, or a member of the Board of Directors, shall be considered and approved as deemed appropriate by the Board of Directors.

**SECTION 3.**        **STAFF VOTING.** The President & CEO and all other staff employees shall not be voting members of any committee.

**SECTION 4.**        **AUTHORITY OF COMMITTEES.**

**BUDGET & FINANCE COMMITTEE** The Budget & Finance Committee shall be chaired by and meet at the call of the Committee Chairperson with notice received by the members of the Committee at least three (3) days in advance of the meeting. This Committee shall have oversight authority with regard to the Alliance annual budget, finances and annual audit. The

Committee will work with the President & CEO and staff to maintain the fiscal integrity of the Alliance.

**BYLAWS COMMITTEE** The Bylaws Committee shall be chaired by and meet at the call of the Committee Chairperson with notice received by the members at least three (3) days in advance of the meeting. The Bylaws Committee shall have the authority to develop, review and recommend for approval, amendments to the Bylaws of the Alliance. The Committee will forward any recommendations to the Board of Directors for final action.

**COMMUNICATIONS & MEMBERSHIP COMMITTEE** The Communications & Membership Committee shall have the authority to plan and carryout public relations and other events to promote the services and activities of the Alliance. The Committee will have oversight of the marketing and communications function within the Alliance and will work with the President & CEO and staff to engage in an effective marketing strategy. The Committee will also engage in ongoing oversight of Membership activities, functions and assist in developing the membership base.

**EXECUTIVE COMMITTEE**

(1) **NUMBER AND TERMS OF OFFICE.** This Committee shall consist of the immediate Past Board Chairperson and the 7 volunteer Officers of Northeastern Pennsylvania Alliance identified in Article IV, Section 5 and shall serve for two year terms.

(2) **GENERAL POWERS.** This Committee shall be chaired by and meet at the call of the Board Chairperson with notice received by the members of the Committee

at least three (3) days in advance of the date of the meeting. This Committee shall have full power to conduct, manage, and direct the business of the Alliance between regularly scheduled meetings of the Board of Directors. The Board Chairperson shall report its actions and reasons therefore to the Board of Directors for approval at the next regularly scheduled meeting of the Board of Directors. It may also meet to consider and recommend to the Board of Directors policies and work programs to be pursued by the Alliance.

(2) **QUORUM.** A majority of this Committee membership shall constitute a quorum. A majority of its quorum shall be required for approval of any actions taken.

(3) **MINUTES.** Minutes are to be prepared for all Committee meetings. They are to be distributed to all Committee Members and approved by the Committee at the next committee meeting. At the Chairperson's discretion they will be distributed to all Board Members.

#### **NOMINATING COMMITTEE.**

(1) **NUMBER AND TERMS OF OFFICE.** This Committee shall consist of at least seven (7) members, one from each member county, and shall serve for a term of two years, or until their successors are appointed and approved.

#### **(2) GENERAL POWERS.**

(A) This Committee shall meet at the call of its Chairperson, and shall be responsible

for recommending persons to serve as Directors, Officers as described in Article IV, Sections 3, 5 and 7; and Article V, Section 3, and 5.

(B) In recommending persons to serve as Directors, the Nominating Committee shall solicit nominees from the County Commissioners and/or the Chief Elected Officials in each county for open seats or expired terms in their respective counties, and from other organizations and individuals as deemed appropriate.

(3) **QUORUM.** A majority of Committee membership shall constitute a quorum. A majority of the quorum shall be required for approving recommendations to the Board of Directors.

(4) **MINUTES.** Minutes are to be prepared for all Committee meetings. They are to be distributed to all Committee Members and approved by the Committee at the next committee meeting. At the Chairperson's discretion they will be distributed to all Board Members.

**C. OTHER STANDING AND AD HOC COMMITTEES.**

(1) **NUMBER AND TERM OF OFFICE.** These Committees shall consist of the number of members as shall be suggested by the Board Chairperson and approved by the Board of Directors. The members of each of these Committees shall be appointed by the Board Chair, subject to approval by the Board of Directors, except that the members of the Northeastern Pennsylvania Metropolitan Planning

## Organization

(NEPA MPO) Technical Planning Committee and members of the NEPA MPO Policy Board shall be appointed as set forth within the NEPA MPO Bylaws. Members of Ad Hoc Committees shall serve until the sooner of the expiration of the purpose for which the Committee was established or the term of the Board Chairperson who appointed the Committee. Any resignation or other vacancy on the Committee shall be filled by an appointee of the Board Chairperson who has been approved by the Board of Directors.

(2) **GENERAL POWERS.** These Committees shall have such powers, duties and responsibilities as are inherent in their titles and as listed below. Additional duties may be recommended by the Board Chairperson and approved by the Board of Directors.

**NON-PROFIT COMMUNITY ASSISTANCE CENTER (NCAC)** The Non Profit Community Assistance Center, as an affiliate non-profit of the Alliance, provides assistance to non-profit entities throughout the region and operates under its own bylaws. The Alliance has three (3) seats on the Board of Directors of NCAC.

**NORTHEASTERN PENNSYLVANIA METROPOLITAN PLANNING**

**ORGANIZATON (NEPA MPO)** The Northeastern Pennsylvania Metropolitan Planning Organization has been established to provide an ongoing transportation planning program in Carbon, Monroe, Pike and Schuylkill counties. The NEPA MPO has been created to conduct a continuing, comprehensive and cooperative process for transportation planning, programming and decision-making. Activities to be undertaken include developing a Unified

Planning Work

Program (UPWP), preparing a Long Range Transportation Plan (LRTP), preparing the Transportation Improvement Program (TIP), implementing an effective public participation process, collecting and analyzing data, conducting needs and feasibility studies; support of transportation projects that promote economic development; the identification and advancement of projects that provide for the restoration and development of an intermodal transportation infrastructure; and the creation of a safe and efficient travel environment for the movement of people and goods.

**ASSIGNMENT OF NEPA BOARD OF DIRECTORS VOTING MEMBERSHIP**

**TO THE NEPA MPO TECHNICAL PLANNING COMMITTEE** – The NEPA Board Representative to the Technical Planning Committee must be a resident of one of the four MPO counties and be a Board Member of NEPA Alliance. Appointments shall be a two-year term, with a succession rotating between each county (Carbon- Monroe-Pike-Schuylkill). The NEPA Alliance Board of Directors may assign an Alternate to its Technical Planning Committee designee.

**ASSIGNMENT OF NEPA BOARD OF DIRECTORS VOTING MEMBERSHIP**

**TO THE NEPA MPO POLICY BOARD** – The NEPA Board of Directors shall assign a Director from each of the four MPO counties to the NEPA MPO Policy Board. Said assignees must be a resident of the MPO county which they represent on the NEPA Board of Directors. The voting members of the Policy Board shall be appointed by the NEPA Alliance Board of Directors for a two-year term. The NEPA Alliance Board of Directors may assign an Alternate to each of the four Policy Board seats in accordance with the same county

residency

and Board representation criteria. The President & CEO of the Northeastern Pennsylvania Alliance shall serve as an ex officio non-voting member, who shall have voice privileges at all meetings. The President & CEO may appoint an alternate for the ex officio seat.

**PERSONNEL COMMITTEE** The Personnel Committee shall be chaired by and meet at the call of the Committee Chairperson with notice received by the members at least three (3) days in advance of the meeting. The Personnel Committee shall have authority to develop, review, amend and recommend for approval personnel policies that support the effective operation of the Alliance. The Committee will review all proposed changes in personnel policies prior to final approval by the Board of Directors.

**REGIONAL PROJECT REVIEW COMMITTEE** The Regional Project Review Committee will have the authority to review project proposals for funding from the Appalachian Regional Commission (ARC), the Economic Development Administration (EDA) and/or other federal or state agencies with whom the Alliance has an affiliation. The Committee will meet at least once annually to receive presentations, review proposals and rank projects based on the presentations, the applications and the criteria set forth by the funding agency. The Committee will forward its recommendations to the Board of Directors for final action.

**REVOLVING LOAN FUND COMMITTEE** The Revolving Loan Fund Committee shall have the authority to review staff recommendations for the award of loan funds from the

various loan programs of the Alliance. The Revolving Loan Fund Committee shall have the final authority to render approval or disapproval of loan applications received through the Alliance consistent with all program guidelines. The Committee will also monitor and provide oversight review on operational aspects of the NEPA loan programs.

(3) **QUORUM.** A majority of Committee membership shall constitute a quorum. A majority of the quorum shall be required for approving recommendations or actions to the Board of Directors.

(4) **MINUTES.** Minutes are to be prepared for all Committee meetings. They are to be distributed to all Committee Members and approved by the Committee at the next committee meeting. At the Chairperson's discretion they will be distributed to all Board Members.

**TRANSPORTATION COMMITTEE** The Transportation Committee shall be chaired by and meet at the call of the Committee Chairperson with notice received by the members at least three (3) days in advance of the meeting. The Transportation Committee will periodically discuss regional transportation issues that are not covered by other existing committees related to transportation.

## **ARTICLE VI**

### **EMPLOYEES AND AGENTS**

#### **SECTION 1.**

#### **PRESIDENT AND CHIEF EXECUTIVE OFFICER, STAFF EMPLOYEES AND AGENTS**

The Board of Directors shall employ a President & CEO to manage the affairs of the Alliance, and authorize the employment of such other employees and agents necessary to successfully execute the functions of the Alliance. The President & CEO shall be responsible, under the direction of the Board of Directors, for the day-to-day operation of the Alliance, and for the employment of employees and agents consistent with the approved programs of the Alliance. In the absence of the Board Chairperson and Vice Board Chairpersons, or specific instructions to the contrary, the President & CEO may take such actions as he/she feels necessary in order to carry out the purposes of the Alliance. The President & CEO shall be a non-voting Ex-Officio member of all Committees.

**SECTION 2.**            **COMPENSATION.** The President & CEO shall serve at the pleasure of the Board of Directors at such compensation and under such terms as may be fixed by it. The members of the Board of Directors, the Executive Committee, and all other committees shall serve without compensation. However, out-of-pocket expenses may be reimbursed from the funds of the Alliance, subject to the approval of the Board of Directors.

## **ARTICLE VII**

### **FINANCES**

**SECTION 1.**            **WORK PROGRAM AND BUDGET.** Prior to the end of each fiscal year, the work program for the ensuing year shall be prepared by the President & CEO with the assistance of the Executive Committee, and presented to the Board of Directors for a final approval. The operating budget for the ensuing year shall be prepared by the President & CEO and presented to the Budget and Finance Committee, for review prior to submission to the Board of Directors for final review and approval. The budget shall contain specific

recommendations on the amount and sources of funds needed to support the budget.

**SECTION 2.**            **SOURCES.**     The Alliance, through its Board of Directors, Officers, or Executive Committee, may accept, for any of the functions and purposes of the Alliance, any and all donations, gifts, contributions, grants of money, equipment, supplies, materials, and services from any public or private agency, organization, and may solicit the support of these organizations and agencies for the Alliance.

**SECTION 3.**            **ANNUAL REPORT.**    An annual report of the Alliance's activities shall be prepared and submitted to each member of the Board of Directors, the Pennsylvania Department of Community and Economic Development (DCED), the Appalachian Regional Commission, the Economic Development Administration and other appropriate federal and state agencies having interest in the activities of the Alliance and all other funding sources.

**SECTION 4.**            **ACCOUNT AND AUDIT.**    The Board of Directors shall keep accurate accounts of all receipts and disbursements, assets and liabilities. These accounts shall be audited yearly by a certified public accountant. Such audits shall be available for review in the office of the Alliance by Board members, members of the Alliance, and members of the public by appointment scheduled in advance.

**ARTICLE VIII**

**COUNTIES OF THE DISTRICT**

**SECTION 1.**            **COUNTIES REPRESENTED.**    The Alliance serves as an Economic Development

District (EDD) as established by the U.S. Department of Commerce, Economic Development Administration (EDA). The Alliance is further established as a Local Development District (LDD) by the Appalachian Regional Commission (ARC) and the Pennsylvania Department of Community and Economic Development (DCED). The service territory of the Alliance is established by the federal and state agencies listed above as the counties of: Carbon, Lackawanna, Luzerne, Monroe, Pike, Schuylkill and Wayne.

Each county indicates their willingness to continue their partnership with the Alliance by presenting Resolutions of Participation as periodically required.

**SECTION 2.**

**WITHDRAWAL OF COUNTIES.** These By-Laws shall continue in force and remain binding upon each county of the District until renounced by action of the governing body of each county in such form and manner as it may choose, and as may be valid and effective to repeal an agreement of said county, provided that such renunciation shall not become effective until six months after notice of such action shall have been officially communicated in writing to the executive head of the other party counties, the Pennsylvania Department of Community and Economic Development (DCED), the Economic Development Administration of the U.S. Department of Commerce and the Appalachian Regional Commission.

**SECTION 3.**

**ADDITION OF COUNTIES.** Addition of counties to approved District boundaries must follow the same procedure of notification as stated in Section 2 of this Article IX. Any addition will commence six months from the date a county is free from any other designated District participation and is approved by the Pennsylvania Department of Community and

Economic Development, the Economic Development Administration of the U.S. Department of Commerce, Board of Directors of the Alliance and the Appalachian Regional Commission.

**ARTICLE IX**

**INDEMNIFICATION**

**SECTION 1.**

**PERSONAL LIABILITY OF DIRECTORS.** A member of the Board of Directors, Officers, or appointed Committee Members (collectively hereinafter referred to as the “Board of Directors” and individually as a “Director”) of the Alliance shall not be personally liable, as such, for monetary damages for any action taken, or failure to take any action, unless (i) the Director has breached or failed to perform the duties of his or her office under Title 42 PA. Consolidated Statutes 8363 (relating to Standard of Care and Justifiable Reliance), and (ii) the breach of failure to perform constitutes self-dealing, willful misconduct, or recklessness. The provision of this Section shall not apply to the responsibility or liability of a Director, pursuant to any criminal statute, or the liability of a Director for the payment of taxes pursuant to local, state, or federal law. Any repeal or modification of this Section by the Board of Directors of the Alliance shall be prospective only, and shall not affect, to the detriment of any Director or Officer, any limitation on the personal liability of a Director or Officer of the Alliance, existing at the time of such repeal or modification.

**SECTION 2.**

**INDEMNIFICATION OF DIRECTORS, OFFICERS, AND COMMITTEE MEMBERS.** The Alliance shall indemnify any Director, Officer, Committee Member (hereinafter included in the phrase “Director or Officer”) of the Alliance who was, or is, a

party, or is threatened to be made a party to any threatened, pending or completed action, suit or other Alliance, or (ii) was serving in the capacity of Director or Officer at the request of the Alliance. Such indemnification shall be against all reasonable expenses (including attorney's fees), monetary penalties and damages (including proceedings, if such person is (i) a director or officer of the settlements arising from such actions), unless (a) the behavior which gave rise to such action is deemed by the Board to constitute self-dealing, willful misconduct, or recklessness, or (b) applicable laws expressly prohibit such indemnification.

**SECTION 3.**

**PAYMENT OF INDEMNIFICATION.** A Director, Officer or Committee Member entitled to indemnification under these Sections of the By-Laws, shall submit to the Secretary of the Corporation a written request for such indemnification within thirty (30) days of receiving notice of legal action being brought against him. A Director or Officer whom the Board deems to be entitled to indemnification under these Sections, shall be indemnified within thirty (30) days of the Board's receipt of his or her written request.

**SECTION 4.**

**PROCEEDINGS INITIATED BY INDEMNIFIED INDIVIDUALS.** Unless specifically authorized by the Resolution of the Board of Directors of the Alliance and directed to do so, a Director or Officer who initiates legal action shall not be indemnified by the Alliance.

**SECTION 5.**

**INSURANCE.** The Board of Directors shall have the power to purchase, satisfy and maintain, at the Alliance's expense, insurance on behalf of the Alliance, and on behalf of others, to the extent that power to do so has been, or may be, granted by the statute to insure the obligations provided herein or otherwise.

**SECTION 6.**            **INDEMNIFICATION NOT EXCLUSIVE.** The foregoing indemnification shall not be deemed exclusive of any other right to which one indemnified may be entitled, both as to action in one's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

**ARTICLE X**

**MISCELLANEOUS**

**SECTION 1.**            **INTERPRETATION.** It is intended that the provision of these By-Laws be reasonably and liberally constructed to effectuate the purpose of the Alliance. The provisions of these By-Laws shall be severable. If any phrase, clause, sentence, or provision is declared to be contrary to the laws of any party, the constitutionality of the remainder of these By-Laws shall not be affected thereby.

**SECTION 2.**            **AMENDMENTS.** These By-Laws may be altered, amended, or added to, or repealed by the Board of Directors, provided that written notice for the proposed alteration, amendments, addition, or repeal shall be included in the notice of the meeting.

**SECTION 3.**            **PARLIAMENTARY AUTHORITY.** The rules contained in the most recent revision to Robert's Rules of Order shall govern the Alliance, when not in conflict with these By Laws.

**SECTION 4.**            **FISCAL YEAR.** The corporation fiscal year shall begin on the first day of July and terminate

on the thirtieth day of June of the following year.

**SECTION 5. ELECTRONIC COMMUNICATION.** One or more persons may participate in a meeting

by means of a conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

**SECTION 6. ADOPTION.** Adopted on the 19<sup>th</sup> day of June, 1967.  
Amended on the 12<sup>th</sup> day of June, 1968.  
Amended on the 23<sup>rd</sup> day of June, 1969.  
Amended on the 23<sup>rd</sup> day of June, 1970.  
Amended on the 22<sup>nd</sup> day of October, 1970.  
Amended on the 17<sup>th</sup> day of June, 1974.  
Amended on the 25<sup>th</sup> day of June, 1981.  
Amended on the 24<sup>th</sup> day of January, 1985.  
Amended on the 8<sup>th</sup> day of December, 1988.  
Amended on the 16<sup>th</sup> day of March, 1993.  
Amended on the 23<sup>rd</sup> day of May, 1996.  
Amended on the 14<sup>th</sup> day of June, 2001.  
Amended on the 2<sup>nd</sup> day of August, 2001.  
Amended on the 25<sup>th</sup> day of September, 2002.  
Amended on the 23<sup>rd</sup> day of March, 2005.  
Amended on the 25<sup>th</sup> day of March, 2009.  
Amended on the 20<sup>th</sup> day of November, 2013.